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**ZTE CORPORATION**

**中興通訊股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 763)**

**Announcement**  
**Resolutions of the Thirty-ninth Meeting of the Sixth Session**  
**of the Board of Directors**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement of resolutions of the Board of Directors is true, accurate and complete and that there is no false or misleading statement or material omission in this announcement.*

ZTE Corporation ("ZTE" or the "Company") issued the "Notice of the Thirty-ninth Meeting of the Sixth Session of the Board of Directors of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 4 January 2016. The Thirty-ninth Meeting of the Sixth session of the Board of Directors of the Company (the "Meeting") was convened at the Shenzhen headquarters of the Company, Beijing, Xi'an by way of video conference on 7 January 2016. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to attend the Meeting, 10 Directors attended in person and 4 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice chairman, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Wang Yawen, Director, to vote on his behalf. Mr. Richard Xike Zhang, Independent Non-executive Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. Mr. Bingsheng Teng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. Mr. Lü Hongbing, Independent Non-executive Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Chen Shaohua, Independent Non-executive Director, to vote on his behalf. Members of the Supervisory Committee of the Company and certain personnel concerned also attended the Meeting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

**I. Consideration and approval of the “Concluding Work Report of the Sixth Session of the Board of Directors.”**

Voting results: For: 14; against: 0; abstained: 0.

**II. Consideration and approval of the “Resolution on the Re-election of the Board of Directors and Nomination of Candidates for Directors of the Seventh Session of the Board of Directors,” the details of which are as follows:**

1. The Sixth Session of the Board of Directors of the Company has nominated Mr. Shi Lirong, Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Wang Yawen, Mr. Tian Dongfang, Mr. Zhan Yichao as candidates for Non-executive Directors of the Seventh Session of the Board of Directors of the Company, Mr. Yin Yimin, Mr. Zhao Xianming and Mr. Wei Zaisheng as candidates for Executive Directors of the Seventh Session of the Board of Directors of the Company, and Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang as candidates for Independent Non-executive Directors of the Seventh Session of the Board of Directors of the Company. Candidates for Directors of the Seventh Session of the Board of Directors shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders’ resolution approving their appointments.

2. The tabling of the aforesaid candidates for Directors of the Seventh Session of the Board of Directors of the Company at the First Extraordinary General Meeting of 2016 of the Company for consideration is hereby approved.

Voting results: For: 14; against: 0; abstained: 0.

(For brief biographies of the aforesaid candidates for Directors, please refer to the Annex I.)

For details of the independent opinion of Independent Non-executive Directors of the Company on the aforesaid matter, the statement of candidates for Independent Non-executive Directors and statement of nominator of Independent Non-executive Directors, please refer to the Overseas Regulatory Announcements published on the same date as this announcement.

The Company will submit the information on the aforesaid candidates for Independent Non-executive Directors to the Shenzhen Stock Exchange and then tabled at the general meeting for consideration and voting if such information is approved by the Shenzhen Stock Exchange without dissent.

**III. Consideration and approval of the “Resolution on the Provision of Performance Guarantee for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary,” the details of which are as follows:**

1. That the increase in the amount of joint liability guarantee by the Company for ZTE (MALAYSIA) CORPORATION SDN BHD (“ZTE Malaysia”) in respect of the performance obligations under the “CONTRACT FOR THE DELIVERY, SUPPLY, INSTALLATION, TESTING AND COMMISSIONING OF EQUIPMENT AND SOFTWARE AND PROVISION OF SERVICES FOR U MOBILE’S 3G/LTE SYSTEM CONTRACT” (the “UM Wireless Capacity Expansion Contract”) by USD40 million (i.e., the total amount of guarantee not more than USD60 million), for a term commencing on the date on which the “UM Wireless Capacity Expansion Contract” came into effect upon execution and ending on the date on which performance of the obligations of ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” is completed, be approved.

2. That the term of the bank letter of guarantee issued for the Company in respect of the performance obligations by ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” be extended such that the new bank letter of guarantee shall be effective for not more than six years from 4 January 2015 (the date of issuance), be approved.

3. That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute all pertinent legal contracts and documents.

4. That the tabling of the aforesaid matter at the First Extraordinary General Meeting of 2016 of the Company for consideration be approved.

Voting result: For:14; against: 0; abstained: 0.

For details of general information on the aforesaid provision of performance guarantee for ZTE Malaysia and the independent opinion furnished by the Independent Non-executive Directors of the Company, please refer to the “Announcement on the Provision of Guarantee for a Wholly-owned Subsidiary” published on the same date as this announcement.

**IV. Consideration and Approval of the “Resolution on the Investment in the ZTE Guangzhou Research Institute Project in Guangzhou and Proposed Execution of the Project Cooperation Agreement,” the details of which are as follows:**

1. That the investment in the ZTE Guangzhou Research Institute Project in Guangzhou by ZTE pursuant to the “ZTE Guangzhou Research Institute Project Cooperation Agreement” be approved;

2. That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute legal contracts and documents pertaining to the ZTE Guangzhou Research Institute Project and to conduct further negotiations with the Guangzhou Municipal Government or its designated government organisation in respect of the project to confirm details and execute relevant supplemental agreements pursuant to the Project Cooperation Agreement;

3. That the tabling of the aforesaid matter at the First Extraordinary General Meeting of 2016 of the Company for consideration be approved.

Voting result: For: 14; against: 0; abstained: 0.

For details of the aforesaid investment in the ZTE Guangzhou Research Institute and Proposed Execution of the Project Cooperation Agreement, please refer to the “Announcement of External Investments” published on the same date as this announcement.

**V. Consideration and approval of the “Resolution on the Convening of the First Extraordinary General Meeting of 2016 of the Company.”**

The Company has resolved to convene the First Extraordinary General Meeting of 2016 of the Company (the “EGM”) on Thursday, 3 March 2016 at the conference room on the 4th floor of the Shenzhen headquarters of the Company.

Voting results: For: 14; against: 0; abstained: 0.

“Notice of the First Extraordinary General Meeting of 2016” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

The Company will close its H share register from Tuesday, 2 February 2016 to Wednesday, 2 March 2016 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 1 February 2016.

By Order of the Board  
**Hou Weigui**  
Chairman

Shenzhen, the PRC  
7 January 2016

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and Zhao Xianming; six non-executive directors, Hou Weigui, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.*

## **Annex I: Brief Biographies of the Candidates for Directors of the Seventh Session of the Board of Directors of ZTE Corporation**

### **I. Brief Biographies of Candidates for Non-independent Directors**

#### **(1) Brief Biographies of Candidates for Non-executive Directors**

**Mr. Shi Lirong (史立榮)**, born 1964, graduated from Tsinghua University in 1984 with a bachelor's degree majoring in wireless and information technology and from Shanghai Jiaotong University in 1989 with a master's degree majoring in telecommunications and electronic engineering, and currently holds the title of senior engineer. Mr. Shi served as an engineer and head of the production department in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited. He was in charge of the Company's overall marketing operations from 1997 to 2007 and global sales from 2007 to 2010. He has been Executive Director of the Company since February 2001 and President of the Company since March 2010. Mr. Shi has many years of experience in the telecommunications industry and over 25 years of management experience. Mr. Shi is interested in 660,613 A shares of the Company. He is a director of Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Zhang Jianheng (張建恒)**, born 1961, graduated from Dalian Institute of Technology in 1982 majoring in Chemical Machinery and currently holds the title of senior engineer. Mr. Zhang worked with the No. 1 Film Factory under the Ministry of Chemical Industry from 1982 to 1989 and with No. 1 Film Factory of China Lucky Film Corporation from 1989 to 1996. From 1996 to 2011, he had been director, deputy general manager and general manager of China Lucky Film Corporation. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd. Since November 2012 he has been chairman of China Lucky Group Corporation. In November 2011 he was appointed deputy general manager of China Aerospace Science and Technology Corporation, a position that he has been holding since. He has been non-executive director and board chairman of China Aerospace International Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) since March 2012, and has been Vice Chairman and Non-executive Director of the Company since April 2012. Mr. Zhang brings with him a wealth of experience in management and operation. He is not interested in any shares of the Company. Mr. Zhang currently holds 36,000 A share options as a participant of the A share option incentive scheme

of the Company implemented in 2013. He is deputy general manager of China Aerospace Science and Technology Corporation, an indirect shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by China Securities Regulatory Commission (“CSRC”) or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Luan Jubao (樂聚寶)**, born 1962, graduated from the Department of Metal Materials and Processes of Harbin Institute of Technology in 1983 majoring in welding and from Zhongnan University of Economics and Law in 2000 with an MBA degree, and currently holds the professional title of researcher-grade senior engineer. Mr. Luan worked with Wanshan Plant of the 066 Base of the Ministry of Aerospace Industry from 1983 to 1993. From 1993 to 2000 he had been principal deputy plant manager and plant manager of Wanshan Plant of the 066 Base of the headquarters of China Aerospace. From 2000 to 2006 he was plant manager of Hongfeng Plant of the 066 Base of China Aerospace Science and Industry Corporation. From 2006 to 2008, he was head of the technology centre of Research Institute No. 9 of China Aerospace Science and Industry Corporation. From February 2008 to July 2008, he was chairman of 萬山特種車輛有限公司 under Research Institute No. 9 of China Aerospace Science and Industry Corporation. From July 2008 to October 2014 he was general manager of Henan Aerospace Science and Industry Corporation and chief of the Henan Aerospace Administration. Since October 2014 he has been director and general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Luan has been Vice Chairman and Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. Mr. Luan is not interested in any shares of the Company. He is vice chairman of Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Wang Yawen (王亞文)**, born 1963, graduated from the Department of Physics of Central China Normal University in 1985 with a bachelor’s degree in science and from Harbin

Institute of Technology in 2006 with a master's degree in management specializing in management science and engineering, and currently holds the professional title of researcher. From 1985 to 2000, Mr. Wang worked with Institute No. 19 of China Academy of Launch Vehicle Technology successively as deputy head of the editorial office, head of the offset printing office, head of the phototypesetting centre, head of the technology department, deputy head of the Institute and head of the Institute. From September 2000 to January 2003, he was executive deputy general manager of 中國遠望(集團)總公司. Since February 2003, he has been deputy general manager of 中國航天時代電子公司. From February 2003 to January 2015, he also served successively as general manager and chairman of 中國時代遠望科技有限公司. He has been deputy dean of China Aerospace Electronics Technology Research Institute from February 2009 to the present. He has also been director and president since June 2008 and vice chairman since June 2014 of China Aerospace Times Electronics Co., Ltd. (a company listed on Shanghai Stock Exchange). He has been Non-executive Director of the Company since November 2015. Mr. Wang has extensive experience in management and operations. Mr. Wang is not interested in any shares of the Company. He is deputy dean of China Aerospace Electronics Technology Research Institute, an indirect shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Tian Dongfang** (田東方), born 1960, graduated from Chengdu Institute of Telecommunication Engineering in 1982 majoring in solid state devices and currently holds the professional title of researcher. From August 1982 to September 2014 he had been section head, deputy head, executive deputy head and head of Xi'an Microelectronics Technology Research Institute. He has been chief economist of China Aerospace Electronics Technology Research Institute and head of Xi'an Microelectronics Technology Research Institute since September 2014. Mr. Tian has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. He is not interested in any shares of the Company. Mr. Tian is vice chairman of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and head of Xi'an Microelectronics Technology Research Institute, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on

the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Zhan Yichao (詹毅超)**, born 1963, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics in 1986 majoring in accounting and from International East-West University of the United States in 1999 with an MBA degree, and currently holds the professional title of senior accountant. Mr. Zhan had been deputy manager, manager and deputy general manager of Shenzhen Aerospace Guangyu Industrial Company Limited from August 1986 to October 2004. From October 2004 to August 2005, he had been director and deputy general manager of 上海久聯證券經紀有限責任公司. From August 2005 to August 2014 he had been director / deputy general manager and director / general manager of 航天證券有限責任公司. Since August 2014, he has been deputy general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Zhan has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. He is not interested in any shares of the Company. Mr. Zhan is director of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

## **(2) Brief Biographies of Candidates for Executive Directors**

**Mr. Yin Yimin (殷一民)**, born 1963, graduated from the Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1988 with a master's degree in engineering, majoring in telecommunications and electronic systems, and currently holds the title of senior engineer. Mr. Yin had served as a manager of the research and development department of Shenzhen Zhongxing Semiconductor Co., Ltd. since 1991, and as deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited between 1993 and 1997. From 1997 to March 2010 he had served as the Company's Vice President, Senior Vice President and President in charge of different divisions such as research and development, marketing, sales and handsets operations. He has been Executive Director of the Company since November 1997. He is concurrently chairman of Zhongxingxin Telecommunications Equipment Company Limited, as well as chairman and general manager of Shenzhen ZTE Capital Management Company Limited. Mr. Yin has many years of experience in the telecommunications industry and over



25 years of management experience. Mr. Yin is interested in 759,400 A shares of the Company. He is chairman of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and vice chairman of Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Zhao Xianming (趙先明)**, born 1966, is currently Executive Vice President of the Company. Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. He joined the Company in 1998 to be engaged in the research, development and management of CDMA products. He had been head of the research and development group, project manager and general product manager from 1998 to 2003. After appointment as Senior Vice President of the Company in 2004, he had been in charge of the CDMA Division and the Wireless Product Division. From January 2014 to December 2015, he served as Chief Technology Officer (CTO) and Executive Vice President of the Company in charge of the Strategic and Platform Operations and System Products Division of the Company. Mr. Zhao has been Executive Director of the Company since November 2015. He has many years of experience in the telecommunications industry and over 25 years of management experience. He is interested in 471,515 A shares of the Company and currently holds 420,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Zhao is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company. He has not been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Wei Zaisheng (韋在勝)**, born 1962, is currently Executive Vice President and Chief Financial Officer of the Company in charge of corporate finance and investment management of the Group. Mr. Wei obtained a master's degree in business administration from Peking University in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1988 and served as chief financial officer and assistant to the general manager of Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company from 1993 to 1997. He was Senior Vice President of the Company from 1997 to 1999 and has been Executive Vice President of the Company in charge of the Financial System of the

Company since 1999. He was appointed member of Accounting Informatisation Committee and member of XBRL Regional Steering Committee (China) by the Ministry of Finance in November 2008, member of the Accounting Standards Strategic Committee by the Ministry of Finance in December 2014, and guidance expert of the special support program for the Training Project of National Leading Talents in the Accounting Profession in June 2015. He is concurrently director of Zhongxingxin Telecommunications Equipment Company Limited and chairman of ZTE Group Finance Co., Ltd. Mr. Wei has many years of experience in the telecommunications industry and over 27 years of management experience. Mr. Wei is interested in 439,677 A shares and 30,000 H shares of the Company. He is a director of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited, respectively. He is not connected in any way to any Directors, Supervisors or senior management member of the Company. Mr. Wei has not been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

## **II. Brief Biographies of Candidates for Independent Non-executive Directors**

**Mr. Richard Xike Zhang (張曦軻)**, born 1970, graduated from J. L. Kellogg School of Management at Northwestern University in the United States in 1993 with a master's degree in finance. Mr. Zhang was mentioned among the most outstanding graduates of U.S. colleges by *USA Today*, a mainstream news media in the United States. From August 1993 to July 2008, Mr. Zhang was employed by McKinsey & Company, holding the positions of Director (Senior Partner) for global operations and chairman of McKinsey's Shanghai Office. As the first McKinsey Partner with a Mainland Chinese background in McKinsey's 80-year history, he served clients primarily in the telecommunications, technology, and automobile sectors. Mr. Zhang assumed the role of Partner and Head of Greater China of Apax Partners in August 2008. In January 2013, he was promoted to the position of Equity Partner while continuing to serve as the head of Apax Greater China with responsibilities covering Apax funds investment operations in Mainland China, Hong Kong, Taiwan and Southeast Asia. He has been Independent Non-executive Director of the Company since June 2013. Mr. Zhang was also a member of the "Young Leaders Group" of the Boao Forum for Asia. Mr. Zhang brings with him extensive experience in management consulting and investment. Mr. Zhang is not interested in any shares of the Company. He is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company. Mr. Wei has not been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

**Mr. Chen Shaohua (陳少華)**, born 1961, obtained his MBA degree at Dalhousie University, Canada in 1987 and his doctoral degree in Economics (Accounting) at Xiamen University in 1992. With the title of Accounting Professor, Mr. Chen is currently professor and tutor to doctoral candidates of the Accounting Department, School of Management and deputy director of the Accounting Development Research Centre (a key humanities and science research base designated by the Ministry of Education) of Xiamen University. Mr. Chen has been Independent Non-executive Director of the Company since July 2015. He has been teaching assistant, lecturer and associate professor of the Accounting Department of Xiamen University, as well as visiting professor at Virginia Union University. He has also been a certified public accountant at the Xiamen University Accounting Firm and Xiamen Yongda Accounting Firm. Mr. Chen is currently also president of the Accounting Association of Xiamen Foreign Investment Enterprises, vice president of the Xiamen Association of Chief Accountants, as well as an independent non-executive director of Sinoma International Engineering Co., Ltd. (a company listed on Shanghai Stock Exchange), Tianma Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange), Fujian Septwolves Industry Co., Ltd. (a company listed on Shenzhen Stock Exchange) and 大博醫療科技股份有限公司, respectively. During the past three years, Mr. Chen had been an independent non-executive director of Fujian Newchoice Pipe Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange), Xiamen 35.com Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Xiamen Meiya Pico Information Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. Mr. Chen was an Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Chen has strong academic and professional background as well as proven experience in accounting and finance. Mr. Chen does not hold any shares in the Company. Mr. Chen is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.

**Mr. Lü Hongbing (呂紅兵)**, born 1966, graduated in 1988 with a bachelor's degree in law and further obtained a master's degree in law in 1991 from East China University of Political Science and Law. Since September 2009, he has been studying for a doctoral degree in management engineering at University of Science and Technology of China. He is a qualified lawyer of China. Mr. Lü is currently the chief executive partner of Grandall Law Firm. Mr. Lü has been Independent Non-executive Director of the Company since July 2015. He has previously worked with East China University of Political Science and Law, Shanghai Wanguo Securities Co., Ltd., Shanghai Wanguo Law Firm, Grandall (Shanghai) Law Firm. He is currently vice president of All China Lawyers Association, committee member and deputy head of the Society and Legal System Committee of the 12<sup>th</sup> Shanghai Committee of

the Chinese People's Political Consultative Conference, arbitrator of Shanghai International Economic and Trade Arbitration Committee, Shanghai International Arbitration Centre, Shanghai Arbitration Committee and Shanghai Court of Financial Arbitration, respectively, advisory member of the Restructuring Committee of CSRC, member of the Listing Committee of Shanghai Stock Exchange, adjunct or part-time professor at Fudan University and China Renmin University and an independent non-executive director of Shimao Property Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Shanghai Shentong Metro Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Lü had been an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Aerospace Automobile Electromechanical Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Metersbonwe Fashion & Accessories Co., Ltd. (a company listed on Shenzhen Stock Exchange), Shanghai Pudong Road And Bridge Co., Ltd. (a company listed on Shanghai Stock Exchange) and Shanghai Jiao Da Onlly Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. Mr. Lü has strong academic and professional background as well as proven experience in the legal sector. Mr. Lü does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.

**Mr. Bingsheng Teng (滕斌聖)**, born 1970, graduated from the City University of New York with a doctoral degree in strategic studies in 1998. Mr. Teng taught at the School of Business of George Washington University from 1998 to 2006 as assistant professor and associate professor of strategic management and tutor to doctoral candidates at George Washington University (with tenure), and was in charge of the doctoral programme in strategic studies of the school. In 2003, Mr. Teng was conferred the title of Wendell and Louis Crain Research Scholar of the School of Business of George Washington University. He joined Cheung Kong Group School of Business (CKGSB) in late 2006 and has been associate professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. Mr. Teng has been Independent Non-executive Director of the Company since July 2015. He is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). Mr. Teng was an independent non-executive director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on Shenzhen Stock Exchange) from June 2011 to January 2015. Mr. Teng has strong academic and professional background as well as proven experience in corporate strategic management. Mr. Teng does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by

the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.

**Mr. Zhu Wuxiang (朱武祥)**, born 1965, graduated from Tsinghua University in 2002 with a doctorate degree in economics, specialising in quantitative economics. With the title of Professor, Mr. Zhu has been studying and working at Tsinghua University since 1982 and is currently professor, tutor to doctoral candidates of the Department of Finance of the School of Economics and Management, Tsinghua University. Mr. Zhu is concurrently independent non-executive director of Beijing Properties (Holdings) Ltd. (a company listed on The Stock Exchange of Hong Kong Limited), China Fortune Land Co., Ltd. (a company listed on Shanghai Stock Exchange), Dongxing Securities Co., Ltd. (a company listed on Shanghai Stock Exchange), Offshore Oil Engineering Co., Ltd (a company listed on Shanghai Stock Exchange) and Rongxin Power Electronic Co., Ltd. (a company listed on Shenzhen Stock Exchange, and Mr. Zhu has submitted the resignation report to this company on 9 December 2015), as well as supervisor of Unisplendour Corporation Limited (a company listed on Shenzhen Stock Exchange) and Everbright Securities Company Limited (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Zhu had also served as independent non-executive director of Goertek Inc. (a company listed on Shenzhen Stock Exchange). Mr. Zhu was Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Zhu has strong academic background as well as relatively rich experience in corporate finance and business model. Mr. Zhu does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.