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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: 00763)

Announcement Resolutions of the Second Meeting of the Tenth 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 in this announcement or material omission therefrom.

ZTE Corporation (the “Company”) issued the “Notice of the Second Meeting of the Tenth Session of the Board of Directors” to all the Directors of the Company by electronic mail on 3 April 2025. The Second Meeting of the Tenth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication on 7 April 2025. 8 Directors were required to vote at the Meeting and duly voted at 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 (“Articles of Association”), and was legal and valid.

The following resolutions were considered at the Meeting:

I. Consideration of the “Resolution on the Amendment of Relevant Clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the amendment of relevant clauses in the Articles of Association in accordance with the law be approved, the details of which are as follows:

Provision before amendment	Before amendment	After amendment
Article 6	The Chairman of the Board of Directors of the Company is the legal representative of the Company.	The director who represents the Company in executing its affairs is the legal representative of the Company. If

Provision before amendment	Before amendment	After amendment
		<p>the director serving as the legal representative resigns, it shall be deemed that he/she resigns as the legal representative simultaneously. The Company shall determine a new legal representative within 30 days from the date of his/her resignation.</p>
Article 42	<p>The following activities shall not be treated as activities prohibited under Article 40 of this Chapter:</p> <ol style="list-style-type: none"> 1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company and the principal purpose of which is not for the acquisition of shares in the Company, or where the provision of financial assistance is an incidental part of some overall plan of the Company; 2) the lawful distribution of the Company's assets by way of dividends; 3) the allotment of bonus shares as dividends; 4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Articles of Association; 5) loans made by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of its distributable profits); 6) the monetary contribution by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of its distributable profits). 	<p>The following activities shall not be treated as activities prohibited under Article 40 of this Chapter:</p> <ol style="list-style-type: none"> 1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company and the principal purpose of which is not for the acquisition of shares in the Company (excluding the financial assistance for the acquisition of shares in the Company not exceeding in aggregate 10% of the total share capital of the Company in issue which has been approved by way of resolution or authorised by the general meeting and approved by two-thirds of the Directors), or where the provision of financial assistance is an incidental part of some overall plan of the Company; 2) the lawful distribution of the Company's assets by way of dividends; 3) the allotment of bonus shares as dividends; 4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Articles of Association; 5) loans made by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of its distributable profits); 6) the monetary contribution by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced,

Provision before amendment	Before amendment	After amendment
		the financial assistance is provided out of its distributable profits).
Article 57	<p> Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) the right to dividends and other profit distributions in proportion to the number of shares held; 2) the right to propose, convene and preside over the general meetings of shareholders, to attend or appoint a proxy to attend and to exercise the corresponding voting right thereat in accordance with the law; 3) the right to supervise the Company’s business operations, and the right to present proposals or raise enquiries; 4) the right to transfer, give as a gift or pledge the shares in their possession in accordance with the laws, administrative regulations and provisions of the Articles of Association; 5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> (I) the right to obtain a copy of the Articles of Association, subject to payment of relevant costs; (II) the right to inspect and copy, subject to payment of a reasonable fee: <ol style="list-style-type: none"> (i) all parts of the register of members; (ii) personal particulars of each of the Company’s directors, supervisors, president, and other senior officers, including: <ol style="list-style-type: none"> (a) present and former name or alias; (b) principal address (place of domicile); (c) nationality; (d) primary and all other part-time occupations and duties; (e) identification document and its number; (iii) reports on the status of the Company’s share capital; (iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose; (v) minutes of the general meetings of shareholders; (vi) corporate bond certificates; 	<p> Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) the right to dividends and other profit distributions in proportion to the number of shares held; 2) the right to call, convene and preside over the general meetings of shareholders, to attend or appoint a proxy to attend and to exercise the corresponding voting right thereat in accordance with the law; 3) the right to supervise the Company’s business operations, and the right to present proposals or raise enquiries; 4) the right to transfer, give as a gift or pledge the shares in their possession in accordance with the laws, administrative regulations and provisions of the Articles of Association; 5) To review and copy the Company's Articles of Association, register of shareholders, minutes of the general meetings of shareholders, resolutions of the Board of Directors’ meeting, and financial and accounting reports; shareholders alone or in aggregate holding 3% or more of the Company’s shares for one hundred and eighty consecutive days or more may also review the Company's accounting books and vouchers. <p> Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall submit a written request to the Company in accordance with the relevant provisions of the Company Law, stating the purpose and providing written documentation that indicate the class and number of shares they hold. If the Company has reasonable grounds to believe that the shareholder’s intention in reviewing the relevant materials is improper and may harm the Company’s legal interests, it may refuse to provide access to the materials.</p> <p>...</p>

Provision before amendment	Before amendment	After amendment
	<p>(vii) resolutions of the Board of Directors' meeting;</p> <p>(viii) resolutions of the Supervisory Committee;</p> <p>(ix) financial and accounting reports.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents indicating the class and number of shares they hold. After confirmation of the shareholder's identity, the Company shall provide such information based on the shareholder's request and the requirements of the Articles of Association.</p> <p>...</p>	
Article 58	<p>If a resolution of a general meeting of shareholders or the Board of Directors violates any law and administrative regulation, the shareholders shall have the right to petition to the People's Court to render the same as invalid.</p> <p>If the procedures for convening a meeting of, or the method of voting at, a general meeting or the Board of Directors violate any law, administrative regulation or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may petition the People's Court to rescind such resolutions within sixty days from the date on which such resolution is passed.</p> <p>If the Company has carried out the change of registration particulars in accordance with the resolution of the general meeting of shareholders or the Board of Directors and the People's Court has declared that the resolution is invalid or the resolution has been rescinded, the Company shall apply to the company registration authority for rescission of the change in registration.</p>	<p>If a resolution of a general meeting of shareholders or the Board of Directors violates any law and administrative regulation, the shareholders shall have the right to petition to the People's Court to render the same as invalid.</p> <p>If the procedures for convening a meeting of, or the method of voting at, a general meeting or the Board of Directors violate any law, administrative regulation or the Articles of Association, or the content of a resolution violates the Articles of Association (excluding insignificant defects only in the procedures for convening a meeting of, or the method of voting at, a general meeting or a meeting of the Board of Directors that do not in substance affect the resolution of the meeting), shareholders shall have the right to petition the People's Court to rescind such resolutions within sixty days from the date on which such resolution is passed.</p> <p>Where relevant parties such as the Board of Directors or the shareholders dispute the validity of a resolution passed at the general meeting, they should file a lawsuit with the People's Court in a timely manner. Before the People Court hands down any judgement or ruling as rescinded the resolution, the relevant parties shall have to implement the resolution of the general meeting. The Company, the Directors and senior management shall take care to fulfill their duties and ensure the normal operation of the Company.</p>

Provision before amendment	Before amendment	After amendment
		<p>Where the People’s Court has handed down a judgement or ruling on the relevant matter, the Company shall fulfill the obligation of information disclosure in accordance with the laws, administrative regulations and provision of the CSRC and the stock exchange, which shall include a full account of the impact, and shall actively implement in compliance with such judgement or ruling after the same comes into effect. Where rectification of previous executed matters is involved, such rectification shall be promptly processed and the obligation of information disclosure shall be fulfilled accordingly.</p> <p>In the event of one of the following, a resolution of the general meeting or Board of Directors shall not stand:</p> <p>(I) The resolution has been made without the convening of a general meeting or meeting of the Board of Directors; (II) The resolution has been made without voting at the general meeting or meeting of the Board of Directors; (III) The number of persons attending or votes represented at the meeting does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Articles of Association; (IV) The number of persons attending or votes represented at the meeting voting in favour of the matter to be resolved does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Articles of Association.</p> <p>If the Company has carried out the change of registration particulars in accordance with the resolution of the general meeting of shareholders or the Board of Directors and the People’s Court has declared that the resolution is invalid or the resolution has been rescinded, the Company shall apply to the company registration authority for rescission of the change in registration.</p>
Article 59	Where the Company incurs losses as a result of directors and senior officers having violated any provision of law, administrative regulation or the Articles of Association in the course of	Where the Company incurs losses as a result of directors other than members of the Audit Committee and senior officers having violated any provision of law, administrative

Provision before amendment	Before amendment	After amendment
	<p>performing their duties with the Company, shareholders alone or in aggregate holding 1% or more of the Company's shares for one hundred and eighty consecutive days or more shall be entitled to request in writing the Supervisory Committee to initiate proceedings in the People's Court; where the Company incurs losses as a result of the Supervisory Committee having violated any provision of law, administrative regulation or the Articles of Association in the course of performing its duties with the Company, shareholders alone or in aggregate holding 1% or more of the shares for one hundred and eighty consecutive days or more shall be entitled to request in writing that the Board of Directors should initiate proceedings in the People's Court.</p> <p>In the event that the Supervisory Committee or the Board of Directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own name in the interest of the Company.</p> <p>Shareholders described in the first paragraph of this Article may also initiate proceedings in the People's Court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company was infringed upon by third parties.</p>	<p>regulation or the Articles of Association in the course of performing their duties with the Company, shareholders alone or in aggregate holding 1% or more of the Company's shares for one hundred and eighty consecutive days or more shall be entitled to request in writing the Audit Committee to initiate proceedings in the People's Court; where the Company incurs losses as a result of the members of the Audit Committee having violated any provision of law, administrative regulation or the Articles of Association in the course of performing its duties with the Company, shareholders alone or in aggregate holding 1% or more of the shares for one hundred and eighty consecutive days or more shall be entitled to request in writing that the Board of Directors should initiate proceedings in the People's Court.</p> <p>In the event that the Audit Committee or the Board of Directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own name in the interest of the Company.</p> <p>Shareholders described in the first paragraph of this Article may also initiate proceedings in the People's Court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company was infringed upon by third parties.</p> <p>Where the directors, supervisors or senior management of the Company's wholly-owned subsidiary violate provisions under the laws, administrative regulations or the Articles of Association in their performance of duties resulting in loss for the Company, or loss caused by infringement upon the Company's wholly-owned subsidiary lawful rights and interests by other parties, shareholders along or in aggregated holding 1% or more of the Company's shares for over 180 consecutive days may request in writing the Supervisory</p>

Provision before amendment	Before amendment	After amendment
		<p>Committee or the Board of Directors of the wholly-owned subsidiary to file a lawsuit with the People’s Court or may file a lawsuit with the People’s Court directly in their own names in accordance with pertinent provisions under the Company Law. If the Company’s wholly-owned subsidiary has not established Supervisory Committee or any supervisor, but established Audit Committee , the matter shall be dealt with in accordance with paragraphs I and II of this article.</p>
Article 64	<p>The controlling shareholder and persons who exercise effective control over the Company have a fiduciary duty towards the Company and its public shareholders. They shall not take advantage of their connected relationship with the Company to act in detriment to the interests of the Company. If they have violated the aforesaid provision and caused damage to the Company, they are liable for the damage to the Company. The controlling shareholder shall execute its rights as an investor in strict compliance with the law. The controlling shareholder shall not adversely affect the legal interests of the Company and its public shareholders through connected transactions, profit distribution, asset restructuring, foreign investment, use of capital, lending guarantees and shall not exercise its powers against the interests of the Company and public shareholders.</p> <p>For the purposes hereof, the term “persons who exercise effective control over the Company” means the persons, not being shareholders of the Company, who are able to exercise control over the acts of the Company through an investment relationship, agreement or other arrangement.</p>	<p>The controlling shareholder or the person who exercises effective control over the Company shall exercise such rights and perform such obligations as capital contributor and safeguard the interests of the listed company in accordance with the law.</p> <p>The controlling shareholder or the person who exercises effective control over the Company shall comply with the following provisions:</p> <p>(I) They shall exercise shareholders’ rights in accordance with the law and shall not abuse their controlling rights or take advantage of their connected relationship to undermine the lawful rights and interests of the Company or other shareholders;</p> <p>(II) They shall stringently fulfill the public declarations and undertakings they made and shall not alter or waive such declarations or undertakings in a unilateral manner;</p> <p>(III) They shall strictly perform the obligation of information disclosure in accordance with pertinent provisions and shall actively cooperate with the Company to procure proper information disclosure, notifying the Company in a timely manner of material matters that have occurred or will likely incur;</p> <p>(IV) They shall not appropriate the funds of the Company in any manner;</p> <p>(V) They shall not order by coercion, instruct or demand the Company and relevant staff to provide guarantee in violation of laws or regulations;</p> <p>(VI) They shall not take advantage of the</p>

Provision before amendment	Before amendment	After amendment
		<p>possession of unannounced material information of the Company for their gain, or divulge unannounced material information relating to the Company in any manner, or be engaged in illegal or illicit acts such as inside dealing, short-term dealing or market manipulation;</p> <p>(VII) They shall not compromise the lawful rights and interests of the Company and other shareholders through any means, such as unfair connected transaction, profit allocation, asset reorganisation, and investment in third parties;</p> <p>(VIII) They shall guarantee the integrity of the Company's assets and the Company's independence in terms of staffing, finance, organisation and business, and shall not affect the independence of the Company in any manner;</p> <p>(IX) They shall maintain control over the Company and the stability of its production operations if they pledge the Company's shares held or effectively controlled by them;</p> <p>(X) In the event of any transfer of the Company's shares held by them, they shall comply with the restrictive provisions regarding the transfer of shares stipulated under the laws, administrative regulations and regulations of the CSRC and the stock exchange, as well as the undertakings they have made in respect of restrictions in share transfer;</p> <p>(XI) Other provisions under the laws, administrative regulations, CSRC, stock exchange and Articles of Association.</p> <p>For the purposes hereof, the term "the person who exercises effective control over the Company" means a natural person, corporate person or entity otherwise that is able to effectively control the acts of the Company through an investment relationship, agreement or other arrangements.</p>
Article 67	<p>The general meeting of shareholders shall have the following powers:</p> <ol style="list-style-type: none"> 1) to decide on the Company's operational policies and investment plans; 2) to elect and replace directors and decide on matters relating to their remuneration; 3) to elect and replace supervisors who are 	<p>The general meeting of shareholders shall have the following powers:</p> <p>1) to decide on the Company's operational policies and investment plans;</p> <ol style="list-style-type: none"> 1) to elect and replace non-employee directors and decide on matters relating to their remuneration;

Provision before amendment	Before amendment	After amendment
	<p>appointed from the shareholders' representatives and decide on matters relating to their remuneration;</p> <p>4) to consider and approve the reports of the Board of Directors;</p> <p>5) to consider and approve the reports of the Supervisory Committee;</p> <p>6) to consider and approve the Company's proposed annual financial budgets and final accounts;</p> <p>7) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>8) to consider and approve the provision of guarantees in accordance with relevant provisions of the Articles of Association;</p> <p>9) to decide on the increase or reduction of the Company's registered capital;</p> <p>10) to decide on matters such as merger, division, changing in the form, dissolution and liquidation of the Company;</p> <p>11) to decide on the issue of debentures by the Company;</p> <p>12) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;</p> <p>13) to amend the Articles of Association of the Company;</p> <p>14) to consider motions raised by shareholders who represent not less than 3% of the total number of voting shares of the Company;</p> <p>15) to consider the Company's significant acquisition or disposal of material assets with a value exceeding 30% of the latest audited total assets of the Company during the year;</p> <p>16) to consider and approve changes in the use of proceeds;</p> <p>17) to consider and approve share incentive schemes and employee stock ownership schemes; and</p> <p>18) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>	<p>3) to elect and replace supervisors who are appointed from the shareholders' representatives and decide on matters relating to their remuneration;</p> <p>2) to consider and approve the reports of the Board of Directors;</p> <p>5) to consider and approve the reports of the Supervisory Committee;</p> <p>6) to consider and approve the Company's proposed annual financial budgets and final accounts;</p> <p>3) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>4) to consider and approve the provision of guarantees in accordance with relevant provisions of the Articles of Association;</p> <p>5) to decide on the increase or reduction of the Company's registered capital;</p> <p>6) to decide on matters such as merger, division, changing in the form, dissolution and liquidation of the Company;</p> <p>7) to decide on the issue of debentures by the Company;</p> <p>8) to decide on the appointment, dismissal and non-reappointment of the accountants that undertake the audit business of the Company;</p> <p>9) to amend the Articles of Association of the Company;</p> <p>14) to consider motions raised by shareholders who represent not less than 3% of the total number of voting shares of the Company;</p> <p>10) to consider the Company's significant acquisition or disposal of material assets with a value exceeding 30% of the latest audited total assets of the Company during the year;</p> <p>11) to consider and approve changes in the use of proceeds;</p> <p>12) to consider and approve share incentive schemes and employee stock ownership schemes; and</p> <p>13) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>
Article 69	<p>General meetings of shareholders are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the Board of Directors. Annual general meetings shall be convened once every year and within six months from the end of the preceding accounting year.</p>	<p>General meetings of shareholders are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the Board of Directors. Annual general meetings shall be convened once every year and within six months from the end of the preceding accounting year.</p>

Provision before amendment	Before amendment	After amendment
	<p>The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following events:</p> <ol style="list-style-type: none"> 1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; 2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up capital; 3) where shareholder(s) holding not less than 10% of the Company's issued and outstanding voting shares request(s) in writing for an extraordinary general meeting to be convened; 4) where the Board of Directors deems it necessary or the Supervisory Committee so requests; 5) whenever not less than half of the independent non-executive directors so request; and 6) other circumstances prescribed by laws, administrative regulations and Articles of Association. 	<p>The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following events:</p> <ol style="list-style-type: none"> 1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; 2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up capital; 3) where shareholder(s) holding not less than 10% of the Company's issued and outstanding voting shares request(s) in writing for an extraordinary general meeting to be convened; 4) where the Board of Directors deems it necessary or the Audit Committee so requests; 5) whenever a majority of the independent non-executive directors so request; and 6) other circumstances prescribed by laws, administrative regulations and Articles of Association.
Article 70	<p>The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality).</p> <p>The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the shareholders to attend the general meetings through online voting. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>	<p>The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality). The general meeting shall have a meeting place for convening the meetings.</p> <p>The Company shall make it convenient for the shareholders through online voting.</p> <p>The shareholders' meeting may be held not only in person at the meeting venue in the form of an on-site meeting, but also simultaneously through electronic communication means.</p>
Article 73	<p>The Supervisory Committee shall be entitled to propose the convening of extraordinary general meetings of shareholders to the Board of Directors, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary shareholder general meeting within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original proposal made in the notice shall require prior approval of the</p>	<p>The Audit Committee proposes the convening of extraordinary general meetings of shareholders to the Board of Directors, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary shareholder general meeting within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original proposal made in the notice shall require prior approval of the</p>

Provision before amendment	Before amendment	After amendment
	<p>Supervisory Committee.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, the Board of Directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the Supervisory Committee may convene and preside over such meeting on an unilateral basis.</p>	<p>Audit Committee.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, the Board of Directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the Audit Committee may convene and preside over such meeting on an unilateral basis.</p>
Article 74	<p>Shareholders alone or in aggregate holding 10% or more of the Company's shares shall be entitled to request the Board of Directors to convene extraordinary general meetings of shareholders, provided that such request shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting of shareholders within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company's shares shall be entitled to propose to the Supervisory Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</p> <p>In the event that the Supervisory Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Supervisory Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Supervisory Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company's shares for</p>	<p>Shareholders alone or in aggregate holding 10% or more of the Company's shares request the Board of Directors to convene extraordinary general meetings of shareholders, provided that such request shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting of shareholders within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company's shares shall be entitled to propose to the Audit Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</p> <p>In the event that the Audit Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Audit Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Audit Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company's shares for ninety consecutive days</p>

Provision before amendment	Before amendment	After amendment
	ninety consecutive days or more shall be entitled to convene and preside over the meeting on an unilateral basis.	or more shall be entitled to convene and preside over the meeting on an unilateral basis.
Article 75	<p>If the Supervisory Committee or shareholders determine to convene a general meeting of shareholders on their own, they shall give a written notice to the Board of Directors and file the same with the stock exchange for records.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The Supervisory Committee or the convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>	<p>If the Audit Committee or shareholders determine to convene a general meeting of shareholders on their own, they shall give a written notice to the Board of Directors and file the same with the stock exchange for records.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The Audit Committee or the convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>
Article 76	<p>The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to general meeting of shareholders convened by the Supervisory Committee or the shareholders at their own discretion. The Board of Directors shall provide the shareholder registers as of the date of shareholding confirmation.</p> <p>If a general meeting of shareholders is convened by the Supervisory Committee or the shareholders on their own, all necessary expenses arising therefrom shall be borne by the Company.</p>	<p>The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to general meeting of shareholders convened by the Audit Committee or the shareholders at their own discretion. The Board of Directors shall provide the shareholder registers as of the date of shareholding confirmation.</p> <p>If a general meeting of shareholders is convened by the Audit Committee or the shareholders on their own, all necessary expenses arising therefrom shall be borne by the Company.</p>
Article 78	<p>Whenever the Company convenes a general meeting of shareholders, the Board of Directors, the Supervisory Committee and shareholder(s) alone or in aggregate holding 3% or more of the total number of the Company's shares shall have the right to propose motions to the Company.</p> <p>Shareholder(s) alone or in aggregate holding 3% or more of the total number of the Company's shares shall have the right to propose an ex tempore motion ten days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within two days after receiving the proposed motion to make public the contents of the ex tempore motion.</p> <p>...</p>	<p>Whenever the Company convenes a general meeting of shareholders, the Board of Directors, the Audit Committee and shareholder(s) alone or in aggregate holding 1% or more of the total number of the Company's shares shall have the right to propose motions to the Company.</p> <p>Shareholder(s) alone or in aggregate holding 1% or more of the total number of the Company's shares shall have the right to propose an ex tempore motion ten days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within two days after receiving the proposed motion to make public the contents of the ex tempore motion.</p> <p>...</p>
Article 97	<p>The general meeting of shareholders shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reason, the meeting shall be convened and chaired by the Vice Chairman upon nomination by half or more of the number of the directors. In the</p>	<p>The general meeting of shareholders shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reason, the meeting shall be convened and chaired by the Vice Chairman upon nomination by a majority of the directors. In the event that</p>

Provision before amendment	Before amendment	After amendment
	<p>event that both the Chairman and Vice Chairman are unable to attend the meeting, a director nominated by half or more of the number of the directors shall be the chairman of the meeting.</p> <p>Where a general meeting is convened by the Supervisory Committee on its own, the meeting shall be presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by the vice chairman of the Supervisory Committee. In the event that the vice chairman of the Supervisory Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by a supervisor nominated by half or more of the number of supervisors.</p> <p>Where a general meeting is convened by shareholders on their own, the meeting shall be presided over by a representative nominated by the convening shareholders.</p> <p>...</p>	<p>both the Chairman and Vice Chairman are unable to attend the meeting, a director nominated by a majority of the directors shall be the chairman of the meeting.</p> <p>Where a general meeting is convened by the Audit Committee on its own, the meeting shall be presided over by the convenor of the Audit Committee. In the event that the convenor of the Audit Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by a member of the Audit Committee nominated by a majority of Audit Committee.</p> <p>Where a general meeting is convened by shareholders on their own, the meeting shall be presided over by the convening shareholder or a representative nominated by the convening shareholders.</p> <p>...</p>
Article 106	<p>The following matters shall be passed by an ordinary resolution at a general meeting of shareholders:</p> <ol style="list-style-type: none"> 1) working reports of the Board of Directors and the Supervisory Committee; 2) profit distribution plans and loss recovery plans formulated by the Board of Directors; 3) appointment and removal of members of the Board of Directors and Supervisory Committee, their remuneration and methods of payment of their remuneration; 4) annual budget and final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; and 5) matters other than those required by laws and administrative regulations or the Articles of Association to be adopted by special resolution. 	<p>The following matters shall be passed by an ordinary resolution at a general meeting of shareholders:</p> <ol style="list-style-type: none"> 1) working reports of the Board of Directors and the Supervisory Committee; 2) profit distribution plans and loss recovery plans formulated by the Board of Directors; 3) appointment and removal of members of the Board of Directors and Supervisory Committee, their remuneration and methods of payment of their remuneration; 4) annual budget and final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; and 4) appointment and removal of accounting firm and its remuneration; and 5) matters other than those required by laws and administrative regulations or the Articles of Association to be adopted by special resolution.
Article 141	<p>The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>The Chairman and Vice Chairmen shall be elected and removed by a simple majority vote of all members of the Board of Directors. The</p>	<p>The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting or the date determined by resolution of democratic election for employees and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>The Chairman and Vice Chairmen shall be</p>

Provision before amendment	Before amendment	After amendment
	<p>term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>The directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. A written notice of the reason to propose a person for election as a director and a written notice by that person indicating his acceptance of such nomination shall be delivered to the Company within a period of not less than seven days commencing no earlier than the day immediately following the despatch of the notice of the meeting appointed for such election and ending no later than seven days before the date of such general meeting.</p> <p>The election of the directors is based on a cumulative voting system. During the election, shareholders attending the general meeting may vote for a number of director's candidates by each share held by them, that is, the total number of votes cast by shareholders attending the general meeting shall be the number of shares held times the number of director's candidates. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The directors shall be elected according to the number of votes cast for them. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p> <p>A director whose term of office has not expired may be removed by way of an ordinary resolution, provided that a general meeting is conducted in accordance with the relevant laws, administrative regulations and related provisions stipulated in the Articles of Association (and without prejudice to any claim for damages under any contract).</p> <p>Upon election of directors, the Company shall promptly enter into engagement contracts with the elected directors in which details relating to the rights and obligations between the Company and the directors, the directors' term of office, liability of the directors for breaching the laws and regulations as well as the Articles of Association together with compensation arising out of an early termination of such engagement contracts by</p>	<p>elected and removed by a simple majority vote of all members of the Board of Directors. The term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>Directors may concurrently hold the positions of senior management personnel. However, the total number of directors who concurrently hold senior management positions and directors who are elected as representatives of employees shall not exceed one-half of the total number of directors of the Company.</p> <p>The non-employee directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. A written notice of the reason to propose a person for election as a director and a written notice by that person indicating his acceptance of such nomination shall be delivered to the Company within a period of not less than seven days commencing no earlier than the day immediately following the despatch of the notice of the meeting appointed for such election and ending no later than seven days before the date of such general meeting.</p> <p>The election of the non-employee directors is based on a cumulative voting system. During the election, shareholders attending the general meeting may vote for a number of director's candidates by each share held by them, that is, the total number of votes cast by shareholders attending the general meeting shall be the number of shares held times the number of director's candidates. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The directors shall be elected according to the number of votes cast for them. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p> <p>A non-employee director whose term of office has not expired may be removed by way of an ordinary resolution, provided that a general meeting is conducted in accordance with the relevant laws, administrative regulations and related provisions stipulated in the Articles of Association (and without prejudice to any claim for damages under any contract).</p>

Provision before amendment	Before amendment	After amendment
	<p>the Company shall be clearly specified pursuant to the laws and regulations as well as the Articles of Association.</p>	<p>The employee directors shall be elected or removed by the employees of the Company democratically.</p> <p>Upon election of directors, the Company shall promptly enter into engagement contracts with the elected directors in which details relating to the rights and obligations between the Company and the directors, the directors' term of office, liability of the directors for breaching the laws and regulations as well as the Articles of Association together with compensation arising out of an early termination of such engagement contracts by the Company shall be clearly specified pursuant to the laws and regulations as well as the Articles of Association.</p>
Article 142	<p>Directors shall exercise such rights conferred to them by the Company in a prudent, serious and diligent manner to ensure that:</p> <ol style="list-style-type: none"> 1) the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business licence; 2) all shareholders are fairly treated; 3) all commercial or financial reports of the listed Company have been read seriously so as to be kept informed of the business operation and management of the Company in a timely manner; 4) they shall exercise at their own discretion such management and disposition rights in connection with the Company as legally conferred on them without allowing themselves to be under the control of a third party; with respect to consent which is not determined under the permission of the laws, administrative regulations or which is arrived at a general meeting of shareholders after being informed of the relevant information, their entitlement to the disposition right shall not be delegated to a third party to exercise on their behalf; 5) they shall sign a written confirmation or opinion in connection with the regular reports of the Company to guarantee that the information disclosed by the Company is true, accurate and complete; 6) they shall inform the Supervisory Committee of the relevant circumstances and information that is in accordance with the facts, shall not impede the Supervisory Committee or a supervisor from exercising 	<p>Directors shall exercise such rights conferred to them by the Company in a prudent, serious and diligent manner to ensure that:</p> <ol style="list-style-type: none"> 1) the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business licence; 2) all shareholders are fairly treated; 3) all commercial or financial reports of the listed Company have been read seriously so as to be kept informed of the business operation and management of the Company in a timely manner; 4) they shall exercise at their own discretion such management and disposition rights in connection with the Company as legally conferred on them without allowing themselves to be under the control of a third party; with respect to consent which is not determined under the permission of the laws, administrative regulations or which is arrived at a general meeting of shareholders after being informed of the relevant information, their entitlement to the disposition right shall not be delegated to a third party to exercise on their behalf; 5) they shall sign a written confirmation or opinion in connection with the regular reports of the Company to guarantee that the information disclosed by the Company is true, accurate and complete; 6) they shall inform the Audit Committee of the relevant circumstances and information that is in accordance with the facts, shall not impede the Audit Committee from exercising their functions and powers and shall submit to

Provision before amendment	Before amendment	After amendment
	<p>their functions and powers and shall submit to the supervision of, and accept such reasonable advice of the Supervisory Committee; and</p> <p>7) they shall perform other duties as required by the laws and regulations as well as provided for in the Articles of Association.</p>	<p>the supervision of, and accept such reasonable advice of the Audit Committee; and</p> <p>7) they shall perform other duties as required by the laws and regulations as well as provided for in the Articles of Association.</p>
Article 147	<p>If a director gives notice of his resignation or if his term of office expires, he shall complete all handover formalities with the Board of Directors and his duty of loyalty and honesty owed to the Company and the shareholders shall not necessarily cease during the period when the notice of resignation has not become effective, during a reasonable period after it has become effective as well as within a reasonable period upon the termination of his office. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his office until such trade secrets enters into the public domain. Other obligations shall continue for such a period as determined according to the principle of fairness and depending on the amount of time elapsed between the termination and the act concerned as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>	<p>If a director gives notice of his resignation or if his term of office expires, he shall complete all handover formalities with the Board of Directors and his duty of loyalty and honesty owed to the Company and the shareholders shall not necessarily cease during the period when the notice of resignation has not become effective, during a reasonable period after it has become effective as well as within a reasonable period upon the termination of his office. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his office until such trade secrets enters into the public domain. Other obligations shall continue for such a period as determined according to the principle of fairness and depending on the amount of time elapsed between the termination and the act concerned as well as the circumstances and conditions under which the relationship with the Company is terminated. Responsibilities that should be undertaken by a director in connection with his/her performance of duties during his/her term of office shall not be waived or terminated as a result of such director leaving office. The Company shall have the right to hold a director who has left office accountable or demand compensation from such director in connection with public undertakings given by such director of which fulfilment has yet to be completed and his/her other unfinished businesses.</p>
Article 152.	<p>The nomination, election and removal of independent non-executive directors shall be properly conducted according to law as follows:</p> <p>1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the Company's shares, and shall be elected by the general meetings of shareholders.</p> <p>...</p>	<p>The nomination, election and removal of independent non-executive directors shall be properly conducted according to law as follows:</p> <p>1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the Company's shares, and shall be elected by the general meetings of shareholders.</p> <p>...</p>
Article 157	<p>The Company shall establish a Board of Directors. The Board of Directors shall consist of seven to fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors shall account for at</p>	<p>The Company shall establish a Board of Directors. The Board of Directors shall consist of seven to fourteen directors, including one Chairman, two Vice Chairmen, and one employee director. Independent non-</p>

Provision before amendment	Before amendment	After amendment
	least one-third of the Board of Directors and shall be no less than three. A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.	executive directors shall account for at least one-third of the Board of Directors and shall be no less than three. A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.
Article 158	<p>The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1) to be responsible for convening the general meeting and reporting its work to the shareholders in general meeting; 2) to implement the resolutions passed by the general meeting; 3) to determine the Company's business plans and investment proposals; 4) to formulate the Company's proposed annual financial budgets and final accounts; 5) to formulate the Company's profit distribution proposals and loss recovery proposals; 6) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's debentures or other securities and listing proposals; 7) to draw up plans for any material acquisition, repurchase of the Company's shares, merger, changing in the form, division or dissolution of the Company; 8) to decide on the set up of the Company's internal management structure; 9) to appoint or remove the Company's president and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty; 10) to formulate the basic management system of the Company; 11) to formulate proposals for any amendment of the Articles of Association; ... 	<p>The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1) to be responsible for convening the general meeting and reporting its work to the shareholders in general meeting; 2) to implement the resolutions passed by the general meeting; 3) to determine the Company's business plans and investment proposals; 4) to formulate the Company's proposed annual financial budgets and final accounts; 4) to formulate the Company's profit distribution proposals and loss recovery proposals; 5) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's debentures or other securities and listing proposals; 6) to draw up plans for any material acquisition, repurchase of the Company's shares, merger, changing in the form, division or dissolution of the Company; 7) to decide on the set up of the Company's internal management structure; 8) to appoint or remove the Company's president and the secretary to the Board of Directors, and to decide on their remuneration as well as matters relating to rewards and penalty; to appoint or remove senior officers, including the executive vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty; 9) to formulate the basic management system of the Company; 10) to formulate proposals for any amendment of the Articles of Association; ...
Article 161	<p>Each specialist committee shall have the following basic responsibilities:</p> <ol style="list-style-type: none"> 1) Major responsibilities of the audit committee are: <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to propose the appointment or dismissal of the Company's chief financial officer; 3. to oversee the internal audit system of the 	<p>Each specialist committee shall have the following basic responsibilities:</p> <ol style="list-style-type: none"> 1) Major responsibilities of the audit committee are: <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to propose the appointment or dismissal of the Company's chief financial officer; 3. to oversee the internal audit system of the

Provision before amendment	Before amendment	After amendment
	<p>Company and its implementation;</p> <p>4. to be responsible for the communications between the internal auditor and the external auditor;</p> <p>5. to examine and verify the financial information of the Company and the disclosure thereof;</p> <p>6. to examine the internal control system of the Company; and</p> <p>7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error.</p>	<p>Company and its implementation;</p> <p>4. to be responsible for the communications between the internal auditor and the external auditor;</p> <p>5. to examine and verify the financial information of the Company and the disclosure thereof;</p> <p>6. to examine the internal control system of the Company; and</p> <p>7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error.</p> <p>8. To supervise the conduct of the Directors and the senior management in their performance of duties and to recommend the dismissal of Directors or senior management who have violated the laws, administrative regulations, the Articles of Association or resolutions of the general meeting;</p> <p>9. To demand rectification by the Directors or the senior management where the conduct of such Directors or senior management undermines the interests of the Company;</p> <p>10. To propose the convening of interim general meetings and to convene and preside over general meetings when the duties of convening and presiding over general meetings stipulated under the Company Law are not performed by the Board of Directors;</p> <p>11. To propose motions at the general meeting;</p> <p>12. To take legal action against the Directors or the senior management in accordance with pertinent provisions under the Company Law.</p>
Article 162	<p>The Chairman of the Board of Directors shall exercise the following powers:</p> <p>1) to preside over general meetings of shareholders' and to convene and preside over the meetings of the Board of Directors;</p> <p>2) to oversee and examine the implementation of the resolutions passed by the meetings of the Board of Directors;</p> <p>3) to sign the securities certificates issued by the Company;</p> <p>4) to exercise his powers as the legal representative;</p> <p>5) upon the occurrence of any force majeure events, such as major natural disasters, to exercise the special power of disposition in compliance with rules and regulations and in</p>	<p>The Chairman of the Board of Directors shall exercise the following powers:</p> <p>1) to preside over general meetings of shareholders' and to convene and preside over the meetings of the Board of Directors;</p> <p>2) to oversee and examine the implementation of the resolutions passed by the meetings of the Board of Directors;</p> <p>3) to sign the securities certificates issued by the Company;</p> <p>4) to exercise his powers as the legal representative;</p> <p>4) upon the occurrence of any force majeure events, such as major natural disasters, to exercise the special power of disposition in compliance with rules and regulations and in</p>

Provision before amendment	Before amendment	After amendment
	<p>the best interests of the Company, and to report the same to the Company’s Board of Directors or the general meeting thereafter;</p> <p>6) to execute important Board of Directors’ documents and other documents which shall be executed by the legal representative of the Company; and</p> <p>7) to exercise other powers conferred by the Board of Directors.</p> <p>In the event that the Chairman is unable or fails to perform his duties, the Vice Chairman jointly recommended by not less than half the number of directors shall perform the duties related thereto. In the event that the Vice Chairman is unable or fails to perform his duties, the director jointly recommended by not less than half the number of directors shall perform the duties related thereto.</p>	<p>the best interests of the Company, and to report the same to the Company’s Board of Directors or the general meeting thereafter;</p> <p>5) to execute important Board of Directors’ documents and other documents which shall be executed by the legal representative of the Company; and</p> <p>6) to exercise other powers conferred by the Board of Directors.</p> <p>In the event that the Chairman is unable or fails to perform his duties, the Vice Chairman jointly recommended by a majority of directors shall perform the duties related thereto. In the event that the Vice Chairman is unable or fails to perform his duties, the director jointly recommended by a majority of directors shall perform the duties related thereto.</p>
Article 163	<p>The Board of Directors shall hold at least four meetings each year and such meetings shall be convened by the Chairman of the Board. The Chairman shall convene and preside over an extraordinary board meeting within ten days under any of the following circumstances:</p> <ol style="list-style-type: none"> 1) Shareholders representing not less than one-tenth of the voting rights proposes to do so; 2) the Chairman deems necessary to do so; 3) not less than one-third of the directors propose to do so; 4) not less than half of the independent non-executive directors propose to do so; 5) the Supervisory Committee proposes to do so; and 6) the president proposes to do so. 	<p>The Board of Directors shall hold at least four meetings each year and such meetings shall be convened by the Chairman of the Board. The Chairman shall convene and preside over an extraordinary board meeting within ten days under any of the following circumstances:</p> <ol style="list-style-type: none"> 1) Shareholders representing not less than one-tenth of the voting rights proposes to do so; 2) the Chairman deems necessary to do so; 3) not less than one-third of the directors propose to do so; 4) a majority of the independent non-executive directors propose to do so; 5) the Audit Committee proposes to do so; and 6) the president proposes to do so.
Chapter 13 Article 187-199	Supervisory Committee	Deleted
Article 200	<p>A person shall not serve as a director, supervisor, president or other senior officer under any of the following circumstances:</p> <ol style="list-style-type: none"> 1) a person who does not have or who has limited capacity for civil acts; 2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the social economic order, where less than five years have elapsed since the sentence was served or a person who has been deprived of his political rights for committing a crime, where less than five years have elapsed since the sentence was served; 3) a person who is a former director, factory manager or president of a company or enterprise which has put into liquidation as a 	<p>A person shall not serve as a director, supervisor, president or other senior officer under any of the following circumstances:</p> <ol style="list-style-type: none"> 1) a person who does not have or who has limited capacity for civil acts; 2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the social economic order, where less than five years have elapsed since the sentence was served or a person who has been deprived of his political rights for committing a crime, where less than five years have elapsed since the sentence was served or, in case of a sentence to probation, less than two years have lapsed from the date of the conclusion of the probation

Provision before amendment	Before amendment	After amendment
	<p>result of mismanagement and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the company or enterprise;</p> <p>4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to a violation of law and who was personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;</p> <p>5) a person who has a relatively large amount of debts due and outstanding;</p> <p>...</p>	<p>period;</p> <p>3) a person who is a former director, factory manager or president of a company or enterprise which has put into liquidation as a result of mismanagement and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the company or enterprise;</p> <p>4) a person who is a former legal representative of a company or enterprise the business license of which was revoked or which was ordered to close due to a violation of law and who was personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license or the order to close ;</p> <p>5) a person who is classified by the People's Court as a discredited enforcee due to a relatively large amount of debts due and outstanding;</p> <p>...</p> <p>10) a person who has been publicly determined by a stock exchange to be unfit to serve as directors, senior management personnel of a listed company, and the period of such determination has not expired.</p>
Article 230	<p>The common reserve fund of the Company shall be applied for:</p> <p>1) making up their losses;</p> <p>2) increasing the scale of production and operation of the Company;</p> <p>3) subject to the approval of the general meeting of shareholders, conversion into registered capital by way of issuing bonus shares in proportion to the shareholders' original shareholdings or by increasing the par value of each share, provided that at the time of conversion of the statutory reserve fund into registered capital, the amount retained in such common reserve fund shall not be less than 25% of the registered capital before the said conversion.</p> <p>The Company shall not apply the capital common reserve fund for making up its losses.</p>	<p>The common reserve fund of the Company shall be applied for:</p> <p>1) making up their losses;</p> <p>2) increasing the scale of production and operation of the Company;</p> <p>3) subject to the approval of the general meeting of shareholders, conversion into registered capital by way of issuing bonus shares in proportion to the shareholders' original shareholdings or by increasing the par value of each share, provided that at the time of conversion of the statutory reserve fund into registered capital, the amount retained in such common reserve fund shall not be less than 25% of the registered capital before the said conversion.</p> <p>To make up for the Company's losses, the discretionary reserve fund and statutory reserve fund shall be used first. If still insufficient to cover the losses, the capital common reserve fund can be used in accordance with the regulations.</p>
Article 235	<p>The Company shall establish an internal audit system by employing professional auditing staff, who shall conduct internal audit and control on the income and expenses and</p>	<p>The Company shall establish an internal audit system by employing professional auditing staff, who shall conduct internal audit and control on the Company's business activities,</p>

Provision before amendment	Before amendment	After amendment
	economic activities of the Company.	risk management, internal control, financial information, and other matters.
Article 236	The Company’s internal audit system and the auditing personnel’s responsibilities shall become effective after the approval of the Board of Directors. The person in charge of the audit shall be accountable to the Board of Directors and shall report to the Board of Directors.	The internal audit institution is accountable to the Board of Directors. During the supervision and inspection of the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the oversight and guidance of the Audit Committee. If the internal audit institution discovers any significant issues or leads, it shall immediately report directly to the Audit Committee. The internal audit institution is responsible for the specific organization and implementation of the company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, as well as relevant materials, the Company shall issue its annual internal control evaluation report.
Article 240	Where there is a vacancy in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill the vacancy before the convening of the general meeting of shareholders. However, if the Company has appointed any other accounting firm while the vacancy still exists, such accounting firm may continue to act.	The appointment or removal of an accounting firm shall be submitted to the Board of Directors for consideration after obtaining the consent of a majority of the members of the Audit Committee, and shall be decided by the general meeting of shareholders. The Board of Directors shall not appoint accounting firm prior to the decision of the shareholders’ general meeting.
Article 242	The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting of shareholders. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.	The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting of shareholders. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.
Article 243	The Company’s appointment, removal or non-reappointment of an accounting firm shall be determined by the general meeting of shareholders. Such resolution shall be filed with securities regulatory authority of the State Council. Where a resolution is passed by the general meeting to appoint a non-incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm that has been appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply: 1) a copy of the appointment or removal	Deleted

Provision before amendment	Before amendment	After amendment
	<p>proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the accounting firm which has left its post in the relevant accounting year (leaving includes leaving by removal, resignation or retirement);</p> <p>2) if the accounting firm leaving its post makes representations in writing and requests the Company to give notice of such representations to the shareholders, the Company shall take the following measures (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; and 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association; 3) if the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may request for the representations be read out at the general meeting and may lodge further complaints; 4) an accounting firm which is leaving its post shall be entitled to attend the following general meetings: <ol style="list-style-type: none"> 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. the general meeting which is convened as a result of its resignation; <p>and the accounting firm leaving its post shall have the right to receive all notices of, and other information relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	
Article 244	<p>Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall have the right to make representations to the general meeting of shareholders. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's legal registered address a resignation notice. Such notice shall</p>	<p>Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Where the removal of an accounting firm is put to the vote in a general meeting of shareholders, such accounting firm shall be allowed to state its opinions. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p>

Provision before amendment	Before amendment	After amendment
	<p>contain any of the following statements:</p> <p>1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2) a statement of any such circumstances.</p> <p>Such notice shall become effective on the date the notice is deposited at the Company's legal registered address or such later date as may be stipulated in such notice.</p> <p>The Company shall, within fourteen days after receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares and of domestic shares at the addresses registered in the register of members.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice of the shareholders of the Company, the accounting firm may request the Board of Directors to convene an extraordinary general meeting of shareholders for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	

In addition to the above amendments, all references to “股東大會” in the full text of the Articles of Association shall be changed to “股東會”, all references to “not less than half of” involved in other articles shall be changed to “a majority of” and all references to the Supervisory Committee and Supervisors in other articles shall be deleted. For any provisions that are deleted, the numbering of the articles in the revised Articles of Association and the references to such articles will be adjusted accordingly.

2. That the amendment of registered capital due to changes in share capital resulting from the exercise of share options under the share option incentive scheme, and the amendment of the following provisions of the Company's Articles of Association accordingly be approved:

Before amendment	After amendment
Article 24. Subsequent to its establishment, the Company shall issue 4,613,434,898 ordinary shares, comprising 755,502,534 H Shares, accounting for 16.38% of the total number of ordinary shares issuable by the Company; and 3,857,932,364 Domestic Shares, accounting for 83.62% of the total number of ordinary shares issuable by the Company.	Article 24. Subsequent to its establishment, the Company shall issue 4,783,534,887 ordinary shares, comprising 755,502,534 H Shares, accounting for 15.79% of the total number of ordinary shares issuable by the Company; and 4,028,032,353 Domestic Shares, accounting for 84.21% of the total number of ordinary shares issuable by the Company.

Before amendment	After amendment
Article 27. The registered capital of the Company shall be RMB4,613,434,898.	Article 27. The registered capital of the Company shall be RMB 4,783,534,887 .

3. That the amendment of relevant clauses in the Rules of Procedure for General Meetings of Shareholders in accordance with the law be approved, the details of which are as follows:

Before amendment	After amendment
<p>Article 2. The general meeting of shareholders shall have the following powers:</p> <ol style="list-style-type: none"> 1) to decide on the Company's operational policies and investment plans; 2) to elect and replace directors and decide on matters relating to their remuneration; 3) to elect and replace supervisors who are appointed from the shareholders' representatives and decide on matters relating to their remuneration; 4) to consider and approve the reports of the Board of Directors; 5) to consider and approve the reports of the Supervisory Committee; 6) to consider and approve the Company's proposed annual financial budgets and final accounts; 7) to consider and approve the Company's profit distribution plans and loss recovery plans; 8) to consider and approve the provision of guarantees in accordance with relevant provisions of the Articles of Association; 9) to decide on the increase or reduction of the Company's registered capital; 10) to decide on matters such as merger, division, changing in the form, dissolution and liquidation of the Company; 11) to decide on the issue of debentures by the Company; 12) to decide on the appointment, dismissal of the accountants of the Company; 13) to amend the Articles of Association of the Company; 14) to consider motions raised by shareholders who represent not less than 3% of the total number of voting shares of the Company; <p>...</p>	<p>Article 2. The general meeting of shareholders shall have the following powers:</p> <p>1) to decide on the Company's operational policies and investment plans;</p> <ol style="list-style-type: none"> 1) to elect and replace non-employee directors and decide on matters relating to their remuneration; 3) to elect and replace supervisors who are appointed from the shareholders' representatives and decide on matters relating to their remuneration; 2) to consider and approve the reports of the Board of Directors; 5) to consider and approve the reports of the Supervisory Committee; 6) to consider and approve the Company's proposed annual financial budgets and final accounts; 3) to consider and approve the Company's profit distribution plans and loss recovery plans; 4) to consider and approve the provision of guarantees in accordance with relevant provisions of the Articles of Association; 5) to decide on the increase or reduction of the Company's registered capital; 6) to decide on matters such as merger, division, changing in the form, dissolution and liquidation of the Company; 7) to decide on the issue of debentures by the Company; 8) to decide on the appointment, dismissal of the accountants of the Company; 9) to amend the Articles of Association of the Company; 14) to consider motions raised by shareholders who represent not less than 3% of the total number of voting shares of the Company; <p>...</p>
<p>Article 4. The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following events:</p> <ol style="list-style-type: none"> 1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; 2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up capital; 3) where shareholder(s) holding not less than 10% of the Company's issued and outstanding voting shares request(s) in writing for an extraordinary general meeting to be convened; 	<p>Article 4. The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following events:</p> <ol style="list-style-type: none"> 1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; 2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up capital; 3) where shareholder(s) holding not less than 10% of the Company's issued and outstanding voting shares request(s) in writing for an extraordinary general meeting to be convened;

Before amendment	After amendment
<p>4) where the Board of Directors deems it necessary; 5) where the Supervisory Committee so requests; 6) whenever not less than half of the independent non-executive directors so request; and 7) other circumstances prescribed by laws, administrative regulations and Articles of Association.</p>	<p>4) where the Board of Directors deems it necessary; 5) where the Audit Committee so requests; 6) whenever a majority of the independent non-executive directors so request; and 7) other circumstances prescribed by laws, administrative regulations and Articles of Association.</p>
<p>Article 5. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality). The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the shareholders to attend the general meetings through online voting. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>	<p>Article 5. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality). The general meeting shall have a meeting place for convening the meetings. The Company shall make it convenient for the shareholders through online voting. The shareholders' meeting may be held not only in person at the meeting venue in the form of an on-site meeting, but also simultaneously through electronic communication means.</p>
<p>Article 6. The general meeting of shareholders shall be chaired by the Chairman. The annual general meeting shall be convened by the Board of Directors in accordance with the law and presided over by the Chairman of the Board. If the Chairman is unable to perform his duties for any reason, the Vice Chairman, elected by half or more of the directors, shall preside over the meeting. If the Vice Chairman is unable or unwilling to perform his duties, a director elected by half or more of the directors shall preside over the meeting.</p>	<p>Article 6. The general meeting of shareholders shall be chaired by the Chairman. The annual general meeting shall be convened by the Board of Directors in accordance with the law and presided over by the Chairman of the Board. If the Chairman is unable to perform his duties for any reason, the Vice Chairman, elected by a majority of the directors, shall preside over the meeting. If the Vice Chairman is unable or unwilling to perform his duties, a director elected by a majority of the directors shall preside over the meeting.</p>
<p>Article 23. The general meeting of shareholders shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reason, the meeting shall be convened and chaired by the Vice Chairman upon nomination by half or more of the number of the directors. In the event that both the Chairman and Vice Chairman are unable to attend the meeting, a director nominated by half or more of the number of the directors shall be the chairman of the meeting.</p>	<p>Article 23. The general meeting of shareholders shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reason, the meeting shall be convened and chaired by the Vice Chairman upon nomination by a majority of the directors. In the event that both the Chairman and Vice Chairman are unable to attend the meeting, a director nominated by a majority of the directors shall be the chairman of the meeting.</p>
<p>Article 28. The Supervisory Committee shall be entitled to propose the convening of extraordinary general meetings of shareholders to the Board of Directors, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary shareholder general meeting within ten days after receiving such proposal of the same. In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original proposal made in the notice shall require prior approval of the Supervisory Committee. In the event that the Board of Directors does not agree</p>	<p>Article 28. The Audit Committee shall be entitled to propose the convening of extraordinary general meetings of shareholders to the Board of Directors, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary shareholder general meeting within ten days after receiving such proposal of the same. In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original proposal made in the notice shall require prior approval of the Audit Committee. In the event that the Board of Directors does not agree</p>

Before amendment	After amendment
<p>to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, the Board of Directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the Supervisory Committee may convene and preside over such meeting on an unilateral basis.</p>	<p>to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, the Board of Directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the Audit Committee may convene and preside over such meeting on an unilateral basis.</p>
<p>Article 29. Shareholders alone or in aggregate holding 10% or more of the Company’s shares shall be entitled to request the Board of Directors to convene extraordinary general meetings of shareholders, provided that such request shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting of shareholders within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company’s shares shall be entitled to propose to the Supervisory Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing. In the event that the Supervisory Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Supervisory Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Supervisory Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company’s shares for ninety consecutive days or more shall be entitled to convene and preside over the meeting on an unilateral basis.</p>	<p>Article 29. Shareholders alone or in aggregate holding 10% or more of the Company’s shares shall be entitled to request the Board of Directors to convene extraordinary general meetings of shareholders, provided that such request shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting of shareholders within ten days after receiving such proposal of the same.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company’s shares shall be entitled to propose to the Audit Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing. In the event that the Audit Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Audit Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Audit Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company’s shares for ninety consecutive days or more shall be entitled to convene and preside over the meeting on an unilateral basis.</p>
<p>Article 30. If the Supervisory Committee or shareholders determine to convene a general meeting of shareholders on their own, they shall give a written notice to the Board of Directors and file the same with the stock exchange for records.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The Supervisory Committee or the convening shareholder shall submit relevant evidence to the stock</p>	<p>Article 30. If the Audit Committee or shareholders determine to convene a general meeting of shareholders on their own, they shall give a written notice to the Board of Directors and file the same with the stock exchange for records.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The Audit Committee or the convening shareholder shall submit relevant evidence to the stock exchange</p>

Before amendment	After amendment
exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.	upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.
<p>Article 31. The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to general meeting of shareholders convened by the Supervisory Committee or the shareholders at their own discretion. The Board of Directors shall provide the shareholder registers as of the date of shareholding confirmation.</p> <p>If a general meeting of shareholders is convened by the Supervisory Committee or the shareholders on their own, all necessary expenses arising therefrom shall be borne by the Company.</p>	<p>Article 31. The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to general meeting of shareholders convened by the Audit Committee or the shareholders at their own discretion. The Board of Directors shall provide the shareholder registers as of the date of shareholding confirmation.</p> <p>If a general meeting of shareholders is convened by the Audit Committee or the shareholders on their own, all necessary expenses arising therefrom shall be borne by the Company.</p>
<p>Article 32. Where a general meeting is convened by the Supervisory Committee on its own, the meeting shall be presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by the vice chairman of the Supervisory Committee. In the event that the vice chairman of the Supervisory Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by a supervisor nominated by half or more of the number of supervisors.</p> <p>Where a general meeting is convened by shareholders on their own, the meeting shall be presided over by a representative nominated by the convening shareholders.</p> <p>...</p>	<p>Article 32. Where a general meeting is convened by the Audit Committee on its own, the meeting shall be presided over by the convenor of the Audit Committee. In the event that the convenor of the Audit Committee is incapable of performing or fails to perform his duties, the meeting shall be presided over by a member of the Audit Committee nominated by a majority of Audit Committee.</p> <p>Where a general meeting is convened by shareholders on their own, the meeting shall be presided over by the convening shareholder or a representative nominated by the convening shareholders.</p> <p>...</p>
<p>Article 35. Whenever the Company convenes a general meeting of shareholders, the Board of Directors, the Supervisory Committee and shareholder(s) alone or in aggregate holding 3% or more of the total number of the Company's shares shall have the right to propose motions to the Company.</p> <p>Shareholder(s) alone or in aggregate holding 3% or more of the total number of the Company's shares shall have the right to propose an ex tempore motion ten days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within two days after receiving the proposed motion to make public the contents of the ex tempore motion.</p> <p>...</p>	<p>Article 35. Whenever the Company convenes a general meeting of shareholders, the Board of Directors, the Audit Committee and shareholder(s) alone or in aggregate holding 1% or more of the total number of the Company's shares shall have the right to propose motions to the Company.</p> <p>Shareholder(s) alone or in aggregate holding 1% or more of the total number of the Company's shares shall have the right to propose an ex tempore motion ten days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within two days after receiving the proposed motion to make public the contents of the ex tempore motion.</p> <p>...</p>
<p>Article 52. The following matters shall be passed by an ordinary resolution at a general meeting of shareholders:</p> <ol style="list-style-type: none"> 1) working reports of the Board of Directors and the Supervisory Committee; 2) profit distribution plans and loss recovery plans formulated by the Board of Directors; 3) appointment and removal of members of the Board of Directors and Supervisory Committee, their remuneration and methods of payment of their remuneration; 	<p>Article 52. The following matters shall be passed by an ordinary resolution at a general meeting of shareholders:</p> <ol style="list-style-type: none"> 1) working reports of the Board of Directors and the Supervisory Committee; 2) profit distribution plans and loss recovery plans formulated by the Board of Directors; 3) appointment and removal of members of the Board of Directors and Supervisory Committee, their remuneration and methods of payment of their remuneration;

Before amendment	After amendment
<p>4) annual budget and final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; and</p> <p>5) matters other than those required by laws and administrative regulations or the Articles of Association to be adopted by special resolution.</p>	<p>4) annual budget and final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; and</p> <p>4) appointment and removal of accounting firm and its remuneration; and</p> <p>5) matters other than those required by laws and administrative regulations or the Articles of Association to be adopted by special resolution.</p>
<p>Article 54. The election of the directors is based on a cumulative voting system. During the election, shareholders attending the general meeting may vote for a number of director's candidates by each share held by them, that is, the total number of votes cast by shareholders attending the general meeting shall be the number of shares held times the number of director's candidates. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The directors shall be elected according to the number of votes cast for them. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p>	<p>Article 54. The election of the non-employee directors is based on a cumulative voting system. During the election, shareholders attending the general meeting may vote for a number of director's candidates by each share held by them, that is, the total number of votes cast by shareholders attending the general meeting shall be the number of shares held times the number of director's candidates. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The directors shall be elected according to the number of votes cast for them. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p>

In addition to the above amendments, all references to “股東大會” in the full text of the Rules of Procedure for General Meetings of Shareholders shall be changed to “股東會”, all references to “not less than half of” involved in other articles shall be changed to “a majority of” and all references to the Supervisory Committee and Supervisors in other articles shall be deleted.

4. That the amendment of relevant clauses in the Rules of Procedure for Board of Directors Meetings in accordance with the law be approved, the details of which are set out as follows:

Before amendment	After amendment
<p>Article 2. The Board of Directors shall exercise the following functions and powers:</p> <p>1) to be responsible for convening the general meeting and reporting its work to the shareholders in general meeting;</p> <p>2) to implement the resolutions passed by the general meeting;</p> <p>3) to determine the Company's business plans and investment proposals;</p> <p>4) to formulate the Company's proposed annual financial budgets and final accounts;</p> <p>5) to formulate the Company's profit distribution proposals and loss recovery proposals;</p> <p>6) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's debentures or other securities and listing proposals;</p> <p>7) to draw up plans for any material acquisition, repurchase of the Company's shares, merger, changing in the form, division or dissolution of the Company;</p> <p>8) to decide on the set up of the Company's internal management structure;</p> <p>9) to appoint or remove the Company's president</p>	<p>Article 2. The Board of Directors shall exercise the following functions and powers:</p> <p>1) to be responsible for convening the general meeting and reporting its work to the shareholders in general meeting;</p> <p>2) to implement the resolutions passed by the general meeting;</p> <p>3) to determine the Company's business plans and investment proposals;</p> <p>4) to formulate the Company's proposed annual financial budgets and final accounts;</p> <p>4) to formulate the Company's profit distribution proposals and loss recovery proposals;</p> <p>5) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's debentures or other securities and listing proposals;</p> <p>6) to draw up plans for any material acquisition, repurchase of the Company's shares, merger, changing in the form, division or dissolution of the Company;</p> <p>7) to decide on the set up of the Company's internal management structure;</p> <p>8) to appoint or remove the Company's president</p>

Before amendment	After amendment
<p>and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty;</p> <p>...</p>	<p>and the secretary to the Board of Directors, and to decide on their remuneration as well as matters relating to rewards and penalty; to appoint or remove senior officers, including the executive vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty;</p> <p>...</p>
<p>Article 6. The election of the directors is based on a cumulative voting system. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p> <p>The directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting.</p>	<p>Article 6. The election of the non-employee directors is based on a cumulative voting system. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p> <p>The non-employee directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting.</p> <p>The employee directors shall be elected or removed by the employees of the Company democratically.</p>
<p>Article 7. The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. Directors shall not be removed from office by the shareholders' meeting without cause before the expiration of their term.</p>	<p>Article 7. The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting or the date determined by resolution of democratic election for employees and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. Directors shall not be removed from office by the shareholders' meeting without cause before the expiration of their term.</p>
<p>Article 10. If a director gives notice of his resignation or if his term of office expires, he shall complete all handover formalities with the Board of Directors and his duty of loyalty and honesty owed to the Company and the shareholders shall not necessarily cease during the period when the notice of resignation has not become effective, during a reasonable period after it has become effective as well as within a reasonable period upon the termination of his office. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his office until such trade secrets enters into the public domain. Other obligations shall continue for such a period as determined according to the principle of fairness and depending on the amount of time elapsed between the termination and the act concerned as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>	<p>Article 10. If a director gives notice of his resignation or if his term of office expires, he shall complete all handover formalities with the Board of Directors and his duty of loyalty and honesty owed to the Company and the shareholders shall not necessarily cease during the period when the notice of resignation has not become effective, during a reasonable period after it has become effective as well as within a reasonable period upon the termination of his office. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his office until such trade secrets enters into the public domain. Other obligations shall continue for such a period as determined according to the principle of fairness and depending on the amount of time elapsed between the termination and the act concerned as well as the circumstances and conditions under which the relationship with the Company is terminated.</p> <p>Responsibilities that should be undertaken by a director in connection with his / her performance of duties during his / her term of office shall not be waived or terminated as a result of such director leaving office. The Company shall have the right to hold a director who has left office accountable or demand compensation from such director in connection with public undertakings given by such director of which fulfilment has yet to be completed and his / her other unfinished businesses.</p>
<p>Article 14. Directors shall exercise such rights</p>	<p>Article 14. Directors shall exercise such rights</p>

Before amendment	After amendment
<p>conferred to them by the Company in a prudent, serious and diligent manner to ensure that:</p> <ol style="list-style-type: none"> 1) the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business licence; 2) all shareholders are fairly treated; 3) all commercial or financial reports of the listed Company have been read seriously so as to be kept informed of the business operation and management of the Company in a timely manner; 4) they shall exercise at their own discretion such management and disposition rights in connection with the Company as legally conferred on them without allowing themselves to be under the control of a third party; with respect to consent which is not determined under the permission of the laws, administrative regulations or which is arrived at a general meeting of shareholders after being informed of the relevant information, their entitlement to the disposition right shall not be delegated to a third party to exercise on their behalf; 5) they shall sign a written confirmation or opinion in connection with the regular reports of the Company to guarantee that the information disclosed by the Company is true, accurate and complete; 6) they shall inform the Supervisory Committee of the relevant circumstances and information that is in accordance with the facts, shall not impede the Supervisory Committee or a supervisor from exercising their functions and powers and shall submit to the supervision of, and accept such reasonable advice of the Supervisory Committee; and 7) they shall perform other duties as required by the laws and regulations as well as provided for in the Articles of Association. 	<p>conferred to them by the Company in a prudent, serious and diligent manner to ensure that:</p> <ol style="list-style-type: none"> 1) the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business licence; 2) all shareholders are fairly treated; 3) all commercial or financial reports of the listed Company have been read seriously so as to be kept informed of the business operation and management of the Company in a timely manner; 4) they shall exercise at their own discretion such management and disposition rights in connection with the Company as legally conferred on them without allowing themselves to be under the control of a third party; with respect to consent which is not determined under the permission of the laws, administrative regulations or which is arrived at a general meeting of shareholders after being informed of the relevant information, their entitlement to the disposition right shall not be delegated to a third party to exercise on their behalf; 5) they shall sign a written confirmation or opinion in connection with the regular reports of the Company to guarantee that the information disclosed by the Company is true, accurate and complete; 6) they shall inform the Audit Committee of the relevant circumstances and information that is in accordance with the facts, shall not impede the Audit Committee from exercising their functions and powers and shall submit to the supervision of, and accept such reasonable advice of the Audit Committee; and 7) they shall perform other duties as required by the laws and regulations as well as provided for in the Articles of Association.
<p>Article 27 The Chairman of the Board of Directors shall exercise the following powers:</p> <ol style="list-style-type: none"> 1) to preside over general meetings of shareholders' and to convene and preside over the meetings of the Board of Directors; 2) to oversee and examine the implementation of the resolutions passed by the meetings of the Board of Directors; 3) to sign the stock, corporate bond and other securities certificates issued by the Company; 4) to execute important Board of Directors' documents and other documents which shall be executed by the legal representative of the Company; 5) to exercise his powers as the legal representative; 6) upon the occurrence of any force majeure events, such as major natural disasters, to exercise the special power of disposition in compliance with rules and regulations and in the best interests of the Company, and to report the same to the Company's Board of Directors or the general meeting thereafter; 7) to exercise other powers conferred by the Board 	<p>Article 27 The Chairman of the Board of Directors shall exercise the following powers:</p> <ol style="list-style-type: none"> 1) to preside over general meetings of shareholders' and to convene and preside over the meetings of the Board of Directors; 2) to oversee and examine the implementation of the resolutions passed by the meetings of the Board of Directors; 3) to sign the stock, corporate bond and other securities certificates issued by the Company; 4) to execute important Board of Directors' documents and other documents which shall be executed by the legal representative of the Company; 5) to exercise his powers as the legal representative; 5) upon the occurrence of any force majeure events, such as major natural disasters, to exercise the special power of disposition in compliance with rules and regulations and in the best interests of the Company, and to report the same to the Company's Board of

Before amendment	After amendment
of Directors.	Directors or the general meeting thereafter; 6) to exercise other powers conferred by the Board of Directors.
<p>Article 29. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to propose the appointment or dismissal of the Company's chief financial officer; 3. to oversee the internal audit system of the Company and its implementation; 4. to be responsible for the communications between the internal auditor and the external auditor; 5. to examine and verify the financial information of the Company and the disclosure thereof; 6. to examine the internal control system of the Company; and 7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error. 	<p>Article 29. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to propose the appointment or dismissal of the Company's chief financial officer; 3. to oversee the internal audit system of the Company and its implementation; 4. to be responsible for the communications between the internal auditor and the external auditor; 5. to examine and verify the financial information of the Company and the disclosure thereof; 6. to examine the internal control system of the Company; 7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error; 8. To supervise the conduct of the Directors and the senior management in their performance of duties and to recommend the dismissal of Directors or senior management who have violated the laws, administrative regulations, the Articles of Association or resolutions of the general meeting; 9. To demand rectification by the Directors or the senior management where the conduct of such Directors or senior management undermines the interests of the Company; 10. To propose the convening of interim general meetings and to convene and preside over general meetings when the duties of convening and presiding over general meetings stipulated under the Company Law are not performed by the Board of Directors; 11. To propose motions at the general meeting; 12. To take legal action against the Directors or the senior management in accordance with pertinent provisions under the Company Law.
<p>Article 31. Convening and Notification of Board Meetings</p> <p>(II) Convening and Notification of extraordinary board meeting.</p> <p>1. Conditions for Convening:</p> <ol style="list-style-type: none"> 1) Shareholders representing not less than one-tenth of the voting rights proposes to do so; 2) the Chairman deems necessary to do so; 3) not less than one-third of the directors propose to do so; 4) not less than half of the independent non-executive directors propose to do so; 5) the Supervisory Committee proposes to do so; and 6) the president proposes to do so. <p>...</p>	<p>Article 31. Convening and Notification of Board Meetings</p> <p>(II) Convening and Notification of extraordinary board meeting.</p> <p>1. Conditions for Convening:</p> <ol style="list-style-type: none"> 1) Shareholders representing not less than one-tenth of the voting rights proposes to do so; 2) the Chairman deems necessary to do so; 3) not less than one-third of the directors propose to do so; 4) a majority of the independent non-executive directors propose to do so; 5) the Audit Committee proposes to do so; and 6) the president proposes to do so. <p>...</p>

In addition to the above amendments, all references to “股東大會” in the full text of the Rules of Procedure for Board of Directors Meetings shall be changed to “股東會”, all references to “not less than half of” involved in other articles shall be changed to “a majority of” and all references to the Supervisory Committee and Supervisors in other articles shall be deleted.

5. That submission of the above matter to the First Extraordinary General Meeting of 2025 of the Company for consideration be approved.

6. That the Secretary to the Board of Directors of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings in accordance with the law on behalf of the Company.

Voting result: For: 8; Against: 0; and Abstained: 0

II. Consideration of the “Resolution on the Provision of Guarantee Limits for the Subsidiary by the Company” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the Company provides a total guarantee amount of no more than USD1.5 billion for the payment obligations of subsidiary ZTE KANGXUN TELECOM CO., LTD. in the procurement business, commencing on the date on which the letter of guarantee comes into effect and ending upon on the conclusion when ZTE KANGXUN TELECOM CO., LTD. terminates the procurement from suppliers and that no debt payment is due and outstanding be approved;

2. That submission of the above matter to the First Extraordinary General Meeting of 2025 of the Company for consideration be approved.

3. That the legal representative of the Company or his duly appointed attorney be authorized to sign pertinent legal contracts and documents be approved.

Voting result: For: 8; Against: 0; and Abstained: 0

For details, please refer to Overseas Regulatory Announcement published by the Company on the same date.

III. Consideration of the “Resolution on the Convening of the First Extraordinary General Meeting of 2025”, the details of which are as follows:

The Company has resolved to convene the First Extraordinary General Meeting of 2025 of the Company (the “EGM”) on Thursday, 24 April 2025 at Shenzhen headquarters of the Company.

Voting result: For: 8; Against: 0; Abstained: 0.

“Notice of the First Extraordinary General Meeting of 2025” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

By Order of the Board
Fang Rong
Chairman

Shenzhen, the PRC
7 April 2025

As at the date of this announcement, the Board of Directors of the Company comprises executive director, Xu Ziyang; non-executive directors, Fang Rong, Yan Junwu, Zhu Weimin, Zhang Hong; and independent non-executive directors, Zhuang Jiansheng, Wang Qinggang, Tsui Kei Pang