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# ZTE

**ZTE CORPORATION** 

中興通訊股份有限公司

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

(Stock Code: 763)

# Announcement on Resolutions of the First Extraordinary General Meeting of 2018

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

The First Extraordinary General Meeting of 2018 (the "EGM") of ZTE Corporation (the "Company") was held by way of a combination of on-site voting and online voting on 28 March 2018. Details in respect of the resolutions and voting results of the EGM are as follows:

#### I. IMPORTANT NOTICE

Additional resolutions proposed: On 9 February 2018, the Board of Directors of the Company received one ex-tempore motion (being the "Resolution on Matters pertaining to the Entrustment in relation to the Development, Construction, Sales and Operation of Shenzhen Bay Super Headquarters Base") from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motions for consideration at the First Extraordinary General Meeting of 2018. The supplementary notice dated 13 February 2018 has been dispatched to the shareholders of the Company.

#### **II. INFORMATION REGARDING THE CONVENING OF THE EGM**

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Wednesday, 28 March 2018.

2. Online voting by A shareholders was conducted from 27 March 2018 to 28 March 2018 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 a.m. to 11:30 a.m. and from 13:00 p.m. to 15:00 p.m. on 28 March 2018; online voting on the

internet voting system (http://wltp.cninfo.com.cn) was conducted any time during the period from 15:00 on 27 March 2018 to 15:00 on 28 March 2018.

# (II) Venue

The on-site meeting was held at the Conference Room on the 4th floor of A Wing of the Company's headquarters in Shenzhen.

### (III) Voting method

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

• on-site voting, including attendance in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

### (IV) Convener

The EGM was convened by the Board of Directors of the Company.

#### (V) Chairman of the EGM

Mr. Yin Yimin, the Chairman of the Board of Directors of the Company, presided over the EGM.

(VI) The convening of the EGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China (the "Company law"), the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the articles of association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

# III. INFORMATION REGARDING ATTENDANCE AT THE EGM

On the record date of the EGM (i.e., 23 February 2018), the total number of shares issued by the Company is 4,192,671,843 shares, comprising 3,437,169,309 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

86 shareholders (or proxies) held 1,597,759,706 shares or 38.11% of the total number of

shares carrying voting rights at the EGM of the Company. Of which, 78 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 325,658,691 shares or 7.77% of the total number of shares carrying voting rights at the EGM of the Company. There were no shares in the Company which entitled its holders to attend the EGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

#### Comprising:

(1) Attendance of holders of A shares

84 A shareholders (or proxies) holding 1,411,985,578 shares or 41.08% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 34 A shareholders (or proxies) holding 1,366,209,936 shares or 39.75% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 50 A shareholders holding 45,775,642 shares or 1.33% of the total number of A shares carrying voting rights of the Company participated in the online voting.

#### (2) Attendance of holders of H shares

2 H shareholders (or proxies) holding 185,774,128 shares or 24.59% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, certain Directors, Supervisors and senior management of the Company, the PRC lawyers and other person attended the EGM. Certain Directors, Supervisors and senior management of the Company did not attend the EGM due to work reasons.

#### **IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS**

The following resolutions were considered and passed by voting by open ballot at the EGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM; and all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the EGM. For details of the voting results, please refer to Annex "ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2018"):

#### **Special Resolutions**

1. Consideration and approval of the "Resolution on the Company's fulfillment of criteria for the Proposed Non-public Issuance of A Shares", the details of which are as

#### follows:

The general meeting is of the view that the Company is compliant with provisions relating to the non-public issuance of A shares under pertinent laws and regulations and regulatory documents currently in force and has fulfilled the criteria for the non-public issuance of A shares.

# 2. Consideration and approval, item by item, of the "Resolution on the Company's plan for the Proposed Non-public Issuance of A Shares", the details of which are as follows: 2.01 Class and par value of shares to be issued

The shares to be issued shall be domestic listed RMB ordinary shares (A shares) with a par value of RMB1.00 per share.

#### 2.02 Method and time of issuance

The non-public issuance of A shares will be carried out by way of non-public issuance to specific subscribers. The shares will be issued at any appropriate time within the valid period as approved by the China Securities Regulatory Commission ("CSRC").

#### 2.03 Target subscribers and method of subscription

The target subscribers of the non-public issuance of A shares will be not more than 10 specific subscribers which satisfy the relevant requirements of the CSRC, including securities investment fund management companies, securities companies, insurance institutional investors, trust investment companies, finance companies, qualified foreign institutional investors and other legally qualified investors. A securities investment fund management company subscribing through 2 or more funds under its management shall be deemed as one single subscriber. A trust investment company, as a subscriber, can only subscribe for the shares with its internal funds. Subject to the above requirements, the Company will determine the specific target subscribers through bidding in accordance with the "Implementation Rules of Non-public Issuance of Shares by Listed Companies" (as revised in 2017) after obtaining the approval of the CSRC for the non-public issuance of A shares. All shares to be issued under the issuance will be subscribed for in cash.

#### 2.04 Issue price and pricing principles

Pursuant to the "Implementation Rules of Non-public Issuance of Shares by Listed Companies" (as revised in 2017), the price determination date shall be the first day of the issue period of the non-public issuance of A Shares. The issue price of the non-public issuance of A shares shall not be lower than 90% of the average trading price of the Company's A Shares for the 20 trading days immediately preceding the price determination date. The final issue price shall be determined through negotiations between the Board of the Directors or its authorized representative and the sponsor (the lead underwriter) based on the bidding results and in accordance with the "Implementation Rules of Non-public Issuance of

Shares by Listed Companies" (as revised in 2017), after the Company has obtained the approval for the non-public issuance of A shares from the CSRC.

The average trading price of the Company's A shares for the 20 trading days immediately preceding the price determination date = Total turnover of the Company's A shares for the 20 trading days immediately preceding the price determination date / Total trading volume of the Company's A shares for the 20 trading days immediately preceding the price determination date .

### 2.05 Number of A shares to be issued

The number of shares to be issued under the non-public issuance of A shares shall not exceed 686,836,019 A shares, which is determined based on 20% of the A share capital of the Company as at the date of the general meeting of the Company, being 20 June 2017, in which the "Resolution of the Company on the Application for General Mandate for 2017" was considered and approved by the shareholders. After obtaining the CSRC document of approval for the non-public issuance, the Board of Directors of the Company or authorized representative (as authorized by the general meeting) shall negotiate with the sponsor (the lead underwriter) to finalise the issue number in accordance with pertinent CSRC provisions and subscription price bids submitted by subscribers .

### 2.06 Lock-up period

The shares to be subscribed for by the target subscribers under the non-public issuance of A shares shall be subject to a lock-up period of 12 months from the date of completion of the non-public issuance of A shares. After the expiration of the lock-up period, any transfer shall be carried out in accordance with the relevant regulations of the CSRC and the Shenzhen Stock Exchange.

# 2.07 Amount and use of proceeds

The gross proceeds from the non-public issuance of A shares will not exceed RMB13 billion. The net proceeds (after deducting all expenses related to the issuance) will be applied as follows:

No.	Item	Total amount required	Amount to be applied from the proceeds
1	Technology research and product development relating to 5G network evolution	428.78	91.00
2	Replenishment of working capital	39.00	39.00
	Total	467.78	130.00

Unit: RMB in 100 million

If there is any shortfall between the net proceeds from the non-public issuance of A shares (after deducting all expenses related to the issuance) and the proposed amount of proceeds to be applied in each of the above item, the shortfall will be met by the internal funds of the Company. Prior to the receipt of the proceeds from the non-public issuance of A shares, the Company will finance such projects with its internal funds based on the actual progress of the projects. Such internal funds will be replaced by the proceeds upon the receipt of the proceeds.

#### 2.08 Place of listing

The A shares to be issued under the non-public issuance will be listed and traded on the Shenzhen Stock Exchange upon expiration of the lock-up period.

# **2.09** Arrangement for the retained undistributed profits prior to the Proposed Non-public Issuance of A Shares

The retained undistributed profits of the Company prior to the non-public issuance of A shares will be shared by the existing shareholders and the new shareholders upon completion of the non-public issuance of A shares.

# **2.10** Validity period of the resolutions in relation to the Proposed Non-public Issuance of A Shares

The resolutions in relation to the non-public issuance of A shares shall remain valid for 12 months from the date on which the resolutions are considered and approved at the general meeting of the Company.

# **3.** Consideration and approval of the "Resolution on the Company's Proposal for the Proposed Non-public Issuance of A Shares", the details of which are as follows:

That the Company's proposal for the non-public issuance of A shares be approved.

# 4. Consideration and approval of the "Resolution on the Company's Feasibility Analysis Report on the Use of Proceeds of the Proposed Non-public Issuance of A Shares";

#### **Ordinary Resolution**

5. Consideration and approval of the "Resolution of the Company on the exemption from the preparation of a report on the use of proceeds from the previous fund raising";

#### **Special Resolutions**

6. Consideration and approval of the "Resolution on the Remedial Measures regarding Dilution on Returns for the Current Period due to the Proposed Non-public Issuance of A Shares and the Undertakings by the Relevant Entities";

7. Consideration and approval of the "Resolution on the Shareholders' Dividend and Return Plan (2018–2020)";

8. Consideration and approval of the "Resolution on the general meeting's authorization to the Board and its authorized representatives to deal with matters in connection with the Company's Proposed Non-public Issuance of A Shares with full discretion", the details of which are as follows:

That the authorization to the Board of Directors of the Company and relevant delegates of the Board of Directors to process with full discretion matters pertaining to the Company non-public issuance of A shares be approved, such matters including but not limited to:

(1) authorization to deal with all matters relating to the plan for the non-public issuance of A shares, including but not limited to the method and time of issuance, the target subscribers and method of subscription, the issue price and pricing principles, the number of A shares to be issued and lock-up period under the non-public issuance of A shares;

(2) authorization to deal with all matters pertaining to applications to and the receipt of approvals from PRC domestic authorities and relevant overseas authorities in respect of the non-public issuance, to formulate, prepare, modify, fine-tune and execute all documents relating to the non-public issuance, to execute contracts, agreements and documents relating to the non-public issuance (including but not limited to agreements for the hiring or appointment of intermediaries) and to approve and handle information disclosures relating to the non-public issuance;

(3) authorization to adjust specific arrangements for the projects invested with the proceeds from the non-public issuance of A shares within the scope of the resolution adopted by the general meeting;

(4) authorization to adjust the plan of the non-public issuance and the use of proceeds and to carry on with the non-public issuance in accordance with relevant provisions of the State, requirements of relevant government authorities and securities regulatory authorities (including feedback after examination of the application for the non-public issuance) in the event of new provisions relating to the policy on non-public issuance under laws and regulations or announced by the securities regulatory authorities and any change in market conditions, save for matters required to be voted upon anew at the general meeting under pertinent laws and regulations and the Articles of Association;

(5) authorization to process capital verification formalities in connection with the non-public issuance of A shares;

(6) authorization to execute material contracts during the course of implementation of the projects invested with issue proceeds from the non-public issuance;

(7) authorization to process registration of shares, lock-up of shares and listing matters and the submission of relevant documents following the non-public issuance of A shares;

(8) authorization to deal with amendment of relevant clauses of the Articles of Association, corresponding approval procedures, and various registration procedures for the change in the registered capital of the Company following the non-public issuance of A shares;

(9) authorization to deal with all other matters pertaining to the non-public issuance of A shares;

(10) authorization of the Board of Directors to cause a direct transfer of powers to the Chairman of the Company, Mr. Yin Yimin and his delegate by the Board of Directors to deal with matters described above after obtaining the aforesaid authorization at the general meeting;

(11) the authorizations set out above shall be effective within 12 months from the date of approval of this resolution on authorization at the general meeting of the Company.

# 9. Consideration and approval of the "Resolution on the amendment of relevant clauses in the Articles of Association", the details of which are as follows:

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

Existing articles	To be amended as
<b>Article 24</b> Subsequent to its establishment, the Company shall issue 4,185,896,909 ordinary shares, comprising 755,502,534 H Shares, accounting for 18.05% of the total number of ordinary shares issuable by the Company; and 3,430,394,375 Domestic Shares, accounting for 81.95% of the total number of ordinary shares issuable by the Company.	Article 24 Subsequent to its establishment, the Company shall issue 4,192,671,843 ordinary shares, comprising 755,502,534 H Shares, accounting for 18.02% of the total number of ordinary shares issuable by the Company; and 3,437,169,309 Domestic Shares, accounting for 81.98% of the total number of ordinary shares issuable by the Company.
<b>Article 27</b> The registered capital of the Company shall be RMB4,185,896,909.	Article 27 The registered capital of the Company shall be RMB4,192,671,843.
Article 35 1) reduction of the capital of the Company.	<b>Article 35</b> 1) reduction of the <b>registered</b> capital of the Company.
Article 234 The profit distribution policy of the Company shall be as follows:	<b>Article 234</b> The profit distribution policy of the Company shall be as follows:
1) Reasonable investment returns for investors should be a key consideration in the profit distribution of the Company and continuity and stability should be maintained in its profit distribution policy;	1) Reasonable investment returns for investors should be a key consideration in the profit distribution of the Company and continuity and stability should be maintained in its profit distribution policy, which should be in compliance with laws and regulations and the relevant requirements of regulatory authorities such as the China Securities Regulatory Commission;
<b>Article 234</b> 3) Dividends may be distributed by the Company by way of cash and/or shares. Interim cash dividend may be distributed. Accumulated distribution of profit by way of cash by the Company in the three preceding years shall be no less than 30% of the annual average profit available for distribution realized in the three preceding years;	Article 234 3) Subject to the fulfillment of conditions for dividend distribution, the Company shall, in principle, distribute its profit on an annual basis by way of cash and/or shares, and may also carry out interim profit distribution. Accumulated distribution of profit by way of cash by the Company in the three preceding years shall be no less than 30% of the annual average profit available for distribution realized in the three preceding years;

(2) That any Director or the Secretary to the Board of the Company be authorized to process on behalf of the Company the filing, modification and registration (if necessary) procedures and other matters relating to the amendment of the Articles of Association.

#### **Ordinary Resolution**

10. Consideration and approval of the "Resolution on Matters pertaining to the Entrustment in relation to the Development, Construction, Sales and Operation of Shenzhen Bay Super Headquarters Base", the details of which are as follows:

(1) That the execution of the "Framework Agreement for Entrustment of Development, Construction, Sales and Operation", "Entrustment of Development, Construction and Sale Agreement", "Entrustment of Operation Agreement" and documents relating to the transaction between the Company and Shenzhen Vanke Real Estate Co., Ltd. be approved;

(2) That the legal representative of the Company or his delegated signatory be authorised to sign documents relating to the transaction and that the legal representative of the Company or his attorney appointed in writing be authorised to deal with and determine matters arising in the course of the conduct the transaction.

For details of the aforesaid resolutions, please refer to the EGM Notice, Supplementary EGM Notice and circular dispatched to the shareholders on 5 February 2018, 13 February 2018 and 2 March 2018, respectively.

The Company appointed the witnessing lawyer(s), two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the EGM.

#### V. LEGAL OPINION BY LAWYERS

- 1. Name of Law Firm: Beijing Jun He Law Offices
- 2. Name of Lawyers: Liu Yongzhao, Wei Wei and Huang Wei
- 3. Conclusive opinion:

Beijing Jun He Law Offices is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the First Extraordinary General Meeting of 2018 are in compliance with relevant provisions of laws and regulations of the People's Republic of China, and of the Articles of Association, and the "Resolutions of the First Extraordinary General Meeting of 2018 of ZTE Corporation" approved at the EGM were legal and valid.

# VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the First Extraordinary General Meeting of 2018 of ZTE Corporation;

2. Resolutions of the First Extraordinary General Meeting of 2018 of ZTE Corporation;

3. Legal opinion of Beijing Jun He Law Offices on the First Extraordinary General Meeting of 2018 of ZTE Corporation.

By Order of the Board **Yin Yimin** *Chairman* 

Shenzhen, the PRC 28 March 2018

As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Yin Yimin and Zhao Xianming; seven non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang, Zhan Yichao, Wei Zaisheng and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.

#### Annex :

# ZTE Corporation Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2018

			F	or	Aş	gainst	Al	bstain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Specia	l resolutions (4 resolutions)	)						
		Total	1,596,791,125	99.9395%	967,381	0.0605%	0	0.0000%
1	Resolution on the Company's fulfillment of criteria for the	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,690,110	99.7029%	967,381	0.2971%	0	0.0000%
	Proposed Non-public Issuance of A Shares	Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
	issuance of A Shares	Overseas-listed foreign shares (H shares)	184,943,035	99.5533%	829,893	0.4467%	0	0.0000%
2	Resolution on the Compa	ny's plan for the Proposed Nor	n-public Issuance of	A Shares				
	<b>P</b>	Total	1,596,609,724	99.9281%	1,136,182	0.0711%	12,600	0.0008%
2.01	Class and par value of shares to be issued	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,508,709	99.6472%	1,136,182	0.3489%	12,600	0.0039%
		Domestic shares (A shares)	1,411,846,690	99.9902%	126,288	0.0089%	12,600	0.0009%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,612,324	99.9282%	1,147,382	0.0718%	0	0.0000%
2.02	Method and time of issuance	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,511,309	99.6477%	1,147,382	0.3523%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,764,234	99.4564%	1,009,894	0.5436%	0	0.0000%

			F	or	Ag	ainst	At	ostain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares of shares with rights at th   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000   0 0.000	As a percentage of shares held by shareholders with voting rights attending the EGM
		Total	1,596,609,724	99.9281%	1,148,782	0.0719%	0	0.0000%
2.03	Target subscribers and method of subscription	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,508,709	99.6472%	1,148,782	0.3528%	0	0.0000%
		Domestic shares (A shares)	1,411,846,690	99.9902%	138,888	0.0098%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,609,724	99.9281%	1,148,782	0.0719%	0	0.0000%
2.04	Issue price and pricing principles	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,508,709	99.6472%	1,148,782	0.3528%	0	0.0000%
		Domestic shares (A shares)	1,411,846,690	99.9902%	138,888	0.0098%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,611,124	99.9282%	1,147,382	0.0718%	0	0.0000%
2.05	Number of A shares to be issued	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,510,109	99.6477%	1,147,382	0.3523%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,611,124	99.9282%	1,147,382	0.0718%	0	0.0000%
2.06	Lock-up period	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,510,109	99.6477%	1,147,382	0.3523%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
2.07	Amount and use of	Total	1,597,440,017	99.9801%	318,489	0.0199%	0	0.0000%

			F	or	Ag	ainst	Al	ostain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares of sh right   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0   0 0	As a percentage of shares held by shareholders with voting rights attending the EGM
	proceeds	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	325,339,002	99.9022%	318,489	0.0978%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	185,591,927	99.9026%	181,001	0.0974%	0	0.0000%
		Total	1,596,611,124	99.9282%	1,147,382	0.0718%	0	0.0000%
2.08	Place of listing	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,510,109	99.6477%	1,147,382	0.3523%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,576,524	99.9260%	1,181,982	0.0740%	0	0.0000%
2.09	Arrangement for the retained undistributed profits prior to the	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,475,509	99.6370%	1,181,982	0.3630%	0	0.0000%
	Proposed Non-public Issuance of A Shares	Domestic shares (A shares)	1,411,813,490	99.9878%	172,088	0.0122%	0	0.0000%
	Issuance of A Shares	Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
		Total	1,596,609,724	99.9281%	1,148,782	0.0719%	0	0.0000%
2.10	Validity period of the resolutions in relation to the Proposed Non-public	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	324,508,709	99.6472%	1,148,782	0.3528%	0	0.0000%
	Issuance of A Shares	Domestic shares (A shares)	1,411,846,690	99.9902%	138,888	0.0098%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%
2	Resolution on the	Total	1,596,789,725	99.9394%	968,781	0.0606%	0	0.0000%
3	Company's Proposal for	Of which: shareholders	324,688,710	99.7025%	968,781	0.2975%	0	0.0000%

			F	or	Ag	ainst	At	ostain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	the Proposed Non-public Issuance of A Shares	each interested in less than 5% of the Company's shares attending the EGM						
		Domestic shares (A shares)	1,411,846,690	99.9902%	138,888	0.0098%	0	0.0000%
		Overseas-listed foreign shares (H shares)	184,943,035	99.5533%	829,893	0.4467%	0	0.0000%
		Total	1,597,440,017	99.9801%	318,489	0.0199%	0	0.0000%
4	Resolution on the Company's Feasibility Analysis Report on the Use of Proceeds of the Proposed Non-public Issuance of A Shares	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	325,339,002	99.9022%	318,489	0.0978%	0	0.0000%
		Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
		Overseas-listed foreign shares (H shares)	185,591,927	99.9026%	181,001	0.0974%	0	0.0000%
Ordina	ary resolution (1 resolution)			· · ·				
	Resolution of the	Total	1,597,440,017	99.9801%	318,489	0.0199%	0	0.0000%
5	Company on the exemption from the preparation of a report	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	325,339,002	99.9022%	318,489	0.0978%	0	0.0000%
	on the use of proceeds from the previous fund	Domestic shares (A shares)	1,411,848,090	99.9903%	137,488	0.0097%	0	0.0000%
	raising	Overseas-listed foreign shares (H shares)	185,591,927	99.9026%	181,001	0.0974%	0	0.0000%
Specia	l resolutions (4 resolutions)							
	Resolution on the Remedial Measures	Total Of which: shareholders	1,596,609,724	99.9281%	1,148,782	0.0719%	0	0.0000%
6	regarding Dilution on Returns for the Current Period due to the	each interested in less than 5% of the Company's shares attending the EGM	324,508,709	99.6472%	1,148,782	0.3528%	0	0.0000%
	Proposed Non-public	Domestic shares (A shares)	1,411,846,690	99.9902%	138,888	0.0098%	0	0.0000%
	Issuance of A Shares and the Undertakings by the Relevant Entities	Overseas-listed foreign shares (H shares)	184,763,034	99.4564%	1,009,894	0.5436%	0	0.0000%

			F	or	Ag	ainst	At	ostain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Total	1,597,452,617	99.9809%	305,889	0.0191%	0	0.0000%
7	Resolution on the Shareholders' Dividend and Return Plan	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	325,351,602	99.9061%	305,889	0.0939%	0	0.0000%
	(2018–2020)	Domestic shares (A shares)	1,411,860,690	99.9912%	124,888	0.0088%	0	0.0000%
	()	Overseas-listed foreign shares (H shares)	185,591,927	99.9026%	181,001	0.0974%	0	0.0000%
	Resolution on the	Total	1,597,439,217	99.9800%	319,289	0.0200%	0	0.0000%
	general meeting's authorization to the Board and its authorized representatives to deal with matters in connection with the Company's Proposed Non-public Issuance of A Shares with full discretion	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	325,338,202	99.9020%	319,289	0.0980%	0	0.0000%
8		Domestic shares (A shares)	1,411,847,290	99.9902%	138,288	0.0098%	0	0.0000%
8		Overseas-listed foreign shares (H shares)	185,591,927	99.9026%	181,001	0.0974%	0	0.0000%
		Total	1,589,117,428	99.4592%	305,289	0.0191%	8,335,789	0.5217%
9	Resolution on the amendment of relevant clauses in the Articles of	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	317,016,413	97.3466%	305,289	0.0937%	8,335,789	2.5597%
	Association	Domestic shares (A shares)	1,411,861,290	99.9912%	124,288	0.0088%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,256,138	95.4155%	181,001	0.0974%	8,335,789	4.4871%
Ordina	ary Resolution (1 resolution							
	<b>Resolution on matters</b>	Total	1,597,452,441	99.9810%	304,289	0.0190%	0	0.0000%
10	pertaining to the entrustment in relation to the development,	Of which: shareholders each interested in less than 5% of the Company's	325,351,426	99.9066%	304,289	0.0934%	0	0.0000%

			F	or	Ag	ainst	Ab	stain
No.	Matters considered	Class of shares	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	construction, sales and	shares attending the EGM						
	operation of Shenzhen	Domestic shares (A shares)	1,411,861,290	99.9912%	124,288	0.0088%	0	0.0000%
	Bay Super Headquarters Base	Overseas-listed foreign shares (H shares)	185,591,151	99.9031%	180,001	0.0969%	0	0.0000%