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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION
中芯國際集成電路製造有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 981)

DISCLOSEABLE TRANSACTION
DISPOSAL OF SUBSIDIARY

On 22 April 2021 (after trading hours), the Company entered into the Share Transfer Agreement with the Purchasers, pursuant to which, among other things, the Company agreed to sell and the Purchasers agreed to purchase the Sale Shares at the Consideration in accordance with the terms and conditions of the Share Transfer Agreement.

As certain of the applicable percentage ratios under Chapter 14 of the Hong Kong Listing Rules for the Transaction exceed 5% but are less than 25%, the Transaction constitutes a discloseable transaction of the Company, and is therefore subject to the relevant reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

As the Closings are subject to the satisfaction and/or waiver of the terms and conditions set out in the Share Transfer Agreement, the Transaction may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

On 22 April 2021 (after trading hours), the Company entered into the Share Transfer Agreement with the Purchasers, pursuant to which, among other things, the Company agreed to sell and the Purchasers agreed to purchase the Sale Shares at the Consideration in accordance with the terms and conditions of the Share Transfer Agreement.

THE SHARE TRANSFER AGREEMENT

The principal terms of the Share Transfer Agreement are set out below:

Date

22 April 2021 (after trading hours)

Parties

- (1) Purchasers: (a) Silver Starry;
- (b) Integrated Victory;
- (c) CICC Gongying;
- (d) Qilu (Xiamen);
- (e) CICC SAIC Emerging Industry Fund;
- (f) Suzhou Oriza Rivertown; and
- (g) Suzhou Puhua Chuangyu

- (2) Vendor: The Company

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, the Purchasers and their respective ultimate beneficial owner(s) (save for China IC Fund's 21.34% partnership interest in the limited partner of Suzhou Puhua Chuangyu) are Independent Third Parties of the Company and its connected persons.

The Transaction

Pursuant to the Share Transfer Agreement, the Company agreed to sell and the Purchasers agreed to purchase the Sale Shares at the Consideration subject to the terms and conditions of the Share Transfer Agreement. The obligations of each Purchaser under the Share Transfer Agreement are several and not joint, and no Purchaser is responsible in any way for the performance or conduct of any other Purchaser in connection with the transactions contemplated under the Share Transfer Agreement. The transfer of the applicable Sale Shares to each Purchaser is a separate and independent transfer.

Further, the Company agreed to assign to each Purchaser the rights and obligations of the Company with respect to the applicable Sale Shares to be acquired by such Purchaser under the shareholders' agreement among the existing shareholders of the Target Company, effective as of the applicable Closing. Each Purchaser agreed to accept the assignment of such rights and obligations by the Company and agreed to be bound by and be subject to the terms and conditions under the aforementioned shareholders' agreement.

Conditions to Closing

The sale and purchase of the Sale Shares at the applicable Closing are subject to and conditional upon the fulfillment of the Conditions on or prior to such Closing as set out in the Share Transfer Agreement, unless otherwise waived by the relevant Purchaser and/or the Company (as the case may be) in writing. Such Conditions include, among others:

- (1) all representations and warranties made by the Company and the relevant Purchaser under the Share Transfer Agreement shall be true and correct when made and as of such Closing;

- (2) each of the relevant party to the Share Transfer Agreement has taken all actions necessary to authorise the execution, delivery and performance of the Share Transfer Agreement by the relevant party and the consummation of the transactions contemplated in the Share Transfer Agreement that are required to be performed or complied with on or prior to the applicable Closing shall have been duly and validly taken by the relevant party;
- (3) all consents and waivers necessary for consummation of the transactions contemplated by the Share Transfer Agreement has been delivered to such Purchaser, including, but not limited to, (i) all permits, authorizations, approvals, consents or permits of any governmental authority or regulatory body, and (ii) the waiver by the existing shareholders of the Target Company (as applicable) of any rights of first refusal and all similar rights in connection with transactions contemplated under the Share Transfer Agreement; and
- (4) the Share Transfer Agreement has been duly executed and authorised. All corporate and other proceedings in connection with the transactions contemplated by the Share Transfer Agreement and all documents and instruments incident to such transactions shall be satisfactory in form and substance to such Purchaser, and such Purchaser shall have received all such counterpart originals or certified or other copies of such documents as it may reasonably request.

Consideration for the Sale Shares

Subject to the terms and conditions of the Share Transfer Agreement, at each applicable Closing, the Company will sell to such Purchaser all of the Company's rights, title and interests in the number of Sale Shares at a transfer price of US\$1.25 per Sale Share as set out below:

Purchaser	Number of Sale Shares	Aggregate Transfer Price
Silver Starry	43,350,000 Series A Preference Shares and 92,650,000 Series B Preference Shares	US\$170,000,000
Integrated Victory	7,650,000 Series A Preference Shares and 16,350,000 Series B Preference Shares	US\$30,000,000
CICC Gongying	30,540,000 Series B Preference Shares	US\$38,175,000 (or its RMB equivalent)
Qilu (Xiamen)	25,040,000 Series B Preference Shares	US\$31,300,000 (or its RMB equivalent)
CICC SAIC Emerging Industry Fund	24,420,000 Series B Preference Shares	US\$30,525,000 (or its RMB equivalent)
Suzhou Oriza Rivertown	40,000,000 Series B Preference Shares	US\$50,000,000 (or its RMB equivalent)
Suzhou Puhua Chuangyu	37,666,666 Series B Preference Shares	US\$47,083,332.5 (or its RMB equivalent)
Total:	51,000,000 Series A Preference Shares and 266,666,666 Series B Preference Shares	US\$397,083,332.5

The relevant amount of the aggregate transfer price shall be paid by the Purchasers at their respective Closing.

The Consideration is approximately US\$397 million, which was determined after arm's length negotiation between the Company and the Purchasers with reference to the appraised value of the Target Group of approximately US\$710 million as assessed by an independent valuer as of 31 December 2020. It is equal to approximately US\$1.14 per share for current owners' on-hold shares of the Target Company.

The Directors consider that the Consideration is fair and reasonable and in the interest of the Company and its shareholders as a whole.

Closing

Subject to all of the Conditions having been satisfied or otherwise waived in writing by the relevant parties, the payment for and transfer of the Sale Shares shall take place at one or more Closings and the parties to the Transaction shall use best efforts to cause the Closings to occur no later than 30 April 2021. Immediately after the completion of the Transaction, the Company will cease to hold any equity interest of the Target Company and the Target Company will cease to be a subsidiary of the Company.

INFORMATION ON THE COMPANY AND THE TARGET GROUP

The Company and its subsidiaries collectively constitute one of the leading foundries in the world, is Mainland China's most advanced and largest foundry, broadest in technology coverage, and most comprehensive in semiconductor manufacturing services. The Group provides integrated circuit (IC) foundry and technology services on process nodes from 0.35 micron to 14 nanometer. Headquartered in Shanghai, China, the Group has an international manufacturing and service base. In China, the Company has a 300mm wafer fabrication facility (fab), a 200mm fab and an effectively controlled joint-venture 300mm fab for advanced nodes in Shanghai; a 300mm fab and a majority-owned 300mm fab in Beijing; two 200mm fabs in Tianjin and Shenzhen; and a majority-owned joint-venture 300mm bumping facility in Jiangyin. The Group also has marketing and customer service offices in the United States, Europe, Japan, and Taiwan China, and a representative office in Hong Kong.

Established in August, 2014, the Target Company is an exempted company incorporated with limited liability in the Cayman Islands and is owned as to 55.87%, 29.31%, 8.62% and 5.86% as at the date of this announcement by the Company, China IC Fund, JCET Group Co., Ltd ("JCET") and QUALCOMM Incorporated ("QUALCOMM"), respectively. The remaining 0.34% interest is in aggregate owned by various employees of the Target Company. JCET is a leading global semiconductor system integration packaging and test provider. QUALCOMM is a global leader in the development and commercialisation of foundational technologies for the wireless industry.

As at the date of this announcement, the Target Group comprises the Target Company, SJ Hong Kong, SJ USA and SJ Jiangyin. The Target Company wholly owns SJ USA and SJ Hong Kong, which in turn wholly owns SJ Jiangyin. SJ Jiangyin was founded in November 2014 in Jiangyin, Jiangsu Province of the PRC. The Target Company, SJ Hong Kong, SJ USA and SJ Jiangyin serve as the leading play Middle-End-Of-Line (MEOL) entity that focuses on advanced bumping production and provide a convenient one-stop service to supply high quality and efficient chips for local and international customers, as well as help strengthen their global competitiveness.

In accordance with the International Financial Reporting Standards, the net profit before and after taxation (audited) of the Target Group for the financial years ended 31 December 2019 and 31 December 2020 were approximately US\$1.8 million and US\$8.1 million, respectively.

According to the audited accounts prepared by the Target Group under the International Financial Reporting Standards, the total assets, total liabilities and net assets of the Target Company as of 31 December 2020 amounted to approximately US\$477.6 million, US\$187.1 million and US\$290.5 million, respectively. The total revenue (audited) of the Target Group for the financial year ended 31 December 2020 was US\$216.8 million.

Based on the consideration deducted by the carrying value of the net asset, it is expected that the Company will record a gain of approximately US\$231 million (unaudited) from the Transaction. Shareholders should note that the actual gain or loss from the Transaction to be recorded by the Company will be subject to the review and final audit by the auditors of the Company.

INFORMATION ON THE PURCHASERS

Silver Starry

Silver Starry was incorporated in February 2021 as an investment holding company. As at the date of this announcement, Silver Starry is wholly owned by Shenzhen Zhaoyin II Equity Investment Partnership (Limited Partnership)* (深圳市招銀貳號股權投資合夥企業(有限合夥)). The latter is the investment holding entity controlled by CMB International Capital Corporation Limited, which is ultimately owned by China Merchants Bank Co., Ltd. (a company listed on the Stock Exchange (Stock Code: 3968)).

Integrated Victory

Integrated Victory was incorporated in March 2021 as an investment holding company. It is wholly-owned by CMBI Neo-Momentum Fund I Limited Partnership, which is the investment holding entity controlled by CMB International Capital Corporation Limited, which in turn is ultimately owned by China Merchants Bank Co., Ltd. (a company listed on the Stock Exchange (Stock Code: 3968)).

CICC Gongying

CICC Gongying was established in the PRC as a limited partnership, the principal business activities of which include equity investment, equity investment management, industrial investment, investment consulting, investment management and asset management. Its general partner is CICC Capital Management Co., Ltd. (中金資本運營有限公司) (which is ultimately owned by China International Capital Corporation Limited, a company listed on the Shanghai Stock Exchange and the Stock Exchange (Stock Code: 601995.SH and 3908.HK)). Amongst the limited partners, CICC Qirong (Xiamen) Equity Investment Fund Partnership (Limited Partnership) (中金啟融(廈門)股權投資基金合夥企業(有限合夥)) owns approximately 54.54% partnership interest in CICC Gongying, its general partner is Tianjin Kaili Weisheng Investment Management Consulting Co., Ltd. (天津凱利維盛投資管理諮詢有限公司), which is held by Zhao Liu, Jie Xin and Lei Wang at percentage of 34%, 33% and 33%, respectively, and its limited partner, Asian Investment Yinxin (Xiamen) Investment Management Co., Ltd. (亞投銀欣(廈門)投資管理有限公司), owns approximately 99.96% partnership interest, which is held by Zhen Zhong and Jiangzhen Huang as to 50% each; Shanghai Huangpu Guide Fund Equity Investment Co., Ltd. (上海黃浦引導資金股權投資有限公司) owns approximately 16.36% partnership interest in CICC Gongying and its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of Shanghai Huangpu District. Save for the above, no other limited partner of CICC Gongying owns 10% or more partnership interest.

Qilu (Xiamen)

Qilu (Xiamen) was established in the PRC as a limited partnership, the principal business activities of which include investment in the primary, secondary and tertiary industries; non-public equity investment and related consulting services; and investment consulting. Its general partner is CICC Capital Management Co., Ltd. (which is ultimately owned by China International Capital Corporation Limited, a company listed on the Shanghai Stock Exchange and the Stock Exchange (Stock Code: 601995.SH and 3908.HK)). Amongst the limited partners, CICC Qirong (Xiamen) Equity Investment Fund Partnership (Limited Partnership) owns approximately 99.34% partnership interest in Qilu (Xiamen), and please refer to information set out in the paragraph headed “CICC Gongying” above for details. Save for the above, no other limited partners of Qilu (Xiamen) owns 10% or more partnership interest.

CICC SAIC Emerging Industry Fund

CICC SAIC Emerging Industry Fund was established in the PRC as a limited partnership, the principal business activities of which include the principal business activities of which include equity investment, equity investment management, industrial investment, investment consulting, investment management and asset management. Its general partner is CICC Capital Management Co., Ltd. (which is ultimately owned by China International Capital Corporation Limited, a company listed on the Shanghai Stock Exchange and the Stock Exchange (Stock Code: 601995.SH and 3908.HK)). Amongst the limited partners, Qingdao SAIC Innovation and Upgrading Industry Equity Investment Fund Partnership (Limited Partnership) owns approximately 72.00% partnership interest in CICC SAIC Emerging Industry Fund, and its ultimate beneficial owner is the State-owned Assets Management Commission of Shanghai. Changshu Southeast Industrial Investment Co., Ltd owns approximately 20.00% partnership interest in CICC SAIC Emerging Industry Fund, and its ultimate beneficial owner is the Changshu High Tech District Economic Service Center (which is a governmental entity).

Suzhou Oriza Rivertown

Suzhou Oriza Rivertown was established in the PRC as a limited partnership. It is a special-purpose fund for investing in the Target Company. Its general partner is Oriza & Rivertown Capital Ltd., which is the equity investment platform of Suzhou Oriza Holdings Corporation Limited (蘇州元禾控股股份有限公司) (“**Oriza Holdings**”), which in turn is controlled by Suzhou Industrial Park Economic Development Co., Ltd. (which is a state-owned enterprise). Amongst the limited partners, Oriza & Rivertown Growth Fund 1 L.P. and Oriza Holdings owns 31.9% and 67.8% partnership interests in Suzhou Oriza Rivertown, respectively. The general partner of Oriza & Rivertown Growth Fund 1 L.P. is Suzhou Yuanhe Houwang Investment Management Partnership (Limited Partnership) (蘇州元禾厚望投資管理合夥企業(有限合夥)), which is ultimately controlled by Zeng Zhijie. There are 10 limited partners of Oriza & Rivertown Growth Fund 1 L.P., including, among others, Suzhou Yatou Rongji Equity Investment L.P. (蘇州亞投榮基股權投資中心(有限合夥)) (holding 24.92% partnership interest, and the ultimate beneficial owners of which are Huang Hao, Huang Chi, Zhong Zhen and Huang Jiangzhen), Oriza Holdings (holding 23.36% partnership interest), CICC Qirong (Xiamen) Equity Investment Fund Partnership (Limited Partnership) (中金啟融(廈門)股權投資基金合夥企業(有限合夥)) (holding 12.46% partnership interest, and the details of which are set out in the paragraph headed “CICC Gongying” above) above and Suzhou City Innovation Industry Development Guidance Fund L.P. (蘇州市創新產業發展引導基金(有限合夥)) (which is a government-owned entity, holding 12.46% partnership interest). Save for the above, no other limited partner of Oriza & Rivertown Growth Fund 1 L.P., owns 10% or more partnership interest.

Suzhou Puhua Chuangyu

Suzhou Puhua Chuangyu was established in the PRC both as a limited partnership and as a registered private equity fund, the principle business activity of which is private equity investment. Its general partner is Hua Zhong Xin Venture Capital Partnership L.P. (華眾芯創業投資合夥企業) and it is managed by Hua Capital Oriza Management Ltd (元禾璞華(蘇州)投資管理有限公司) (“**Hua Capital**”), which in turn is controlled by Suzhou Zhixin Huachuang Enterprise Management Co., Ltd. (蘇州致芯華創企業管理有限公司) (“**Suzhou Zhixin**”). Suzhou Zhixin is owned as to 28%, 24%, 24% and 24% by Liu Yue, Chen Datong, Wu Haibin and Zhang Fenghua, respectively. The only limited partner of Suzhou Puhua Chuangyu is Hua Capital Oriza PE Fund L.P. (江蘇惠泉元禾璞華股權投資合夥企業(有限合夥)) (“**Hua Capital PE Fund**”). The general partner of Hua Capital PE Fund is Suzhou Zhixin Fangwei Investment & Management L.P. (蘇州致芯方維投資管理合夥企業(有限合夥)) (the limited partner of which is Hua Capital and the general partner of which is an entity owned as to 47%, 19%, 17% and 17% by Liu Yue, Chen Datong, Wu Haibin and Zhang Fenghua, respectively).

There are eight limited partners of Hua Capital PE Fund, including, among others, Suzhou Yatou Rongji Equity Investment L.P. (蘇州亞投榮基股權投資中心(有限合夥)) (holding 24.39% partnership interest and the ultimate beneficial owners of which are Huang Hao, Huang Chi, Zhong Zhen and Huang Jiangzhen), Oriza Holdings (holding 22.87% partnership interest), China IC Fund (holding 21.34% partnership interest) and Jiangsu Provincial Government Investment Fund (江蘇省政府投資基金(有限合夥)) (holding 13.72% partnership interest and is a government-funded equity investment fund). Save for the above, no other limited partner of Hua Capital PE Fund owns 10% or more partnership interest.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Company will receive positive returns from the Transaction. The Directors consider that the terms of the Share Transfer Agreement are fair and reasonable and are on normal commercial terms, and the Transaction is in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The net proceeds from the Transaction will be approximately US\$210 million, after taking into account the related withholding tax of approximately US\$21 million.

The Company intends to utilize the net proceeds generated from the Transaction for the day-to-day operation of the Company.

HONG KONG LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios under Chapter 14 of the Hong Kong Listing Rules for the Transaction exceed 5% but are less than 25%, the Transaction constitutes a discloseable transaction of the Company, and is therefore subject to the relevant reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

As the Closings are subject to the satisfaction and/or waiver of the terms and conditions set out in the Share Transfer Agreement, the Transaction may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless otherwise stated or the context requires otherwise, the terms in this announcement shall have the following meanings:

“Board”	the board of Directors;
“China IC Fund”	China Integrated Circuit Industry Investment Fund Co., Ltd.* (國家集成電路產業投資基金股份有限公司), a company established under the laws of the PRC and, as at the date of this announcement, a substantial shareholder (as defined under the Hong Kong Listing Rules) of certain non wholly-owned subsidiaries of the Company (please refer to the circular of the Company dated 6 June 2020 for details of the shareholders of China IC Fund);
“CICC Gongying”	CICC Gongying Qijiang (Shanghai) Science and Technology Equity Investment Fund Partnership (Limited Partnership), a limited partnership established under the laws of the PRC;
“CICC SAIC Emerging Industry Fund”	CICC SAIC Emerging Industry Equity Investment Fund Partnership (Limited Partnership), a limited partnership established under the laws of the PRC;

“Closing”	the completion of, and the carrying out of, the activities necessary for the sale and purchase of the Sale Shares in accordance with the Share Transfer Agreement and in general the execution and exchange of all documents and the performance and consummation of all obligations respectively required to be executed, exchanged, performed and consummated pursuant to the terms of the Share Transfer Agreement;
“Company”	Semiconductor Manufacturing International Corporation (中芯國際集成電路製造有限公司*), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange and the Science and Technology Innovation Board of the Shanghai Stock Exchange;
“Conditions”	conditions to Closing as set out in the Share Transfer Agreement;
“connected person”	has the meaning ascribed to it under the Hong Kong Listing Rules;
“Consideration”	the aggregate consideration in the amount of US\$397,083,332.5 for the sale and purchase of the Sale Shares;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Independent Third Party(ies)”	any party who is not connected (within the meaning of the Hong Kong Listing Rules) with any director, chief executive or substantial shareholder of the Company or any of its respective subsidiaries or an associate of any of them;
“Integrated Victory”	Integrated Victory (BVI) Limited, a company incorporated under the laws of the British Virgin Islands;
“PRC”	the People’s Republic of China;

“Purchaser(s)”	Silver Starry, Integrated Victory, CICC Gongying, Qilu (Xiamen), CICC SAIC Emerging Industry Fund, Suzhou Oriza Rivertown and Suzhou Puhua Chuangyu;
“Qilu (Xiamen)”	Qilu (Xiamen) Equity Investment Partnership (Limited Partnership), a limited partnership established under the laws of the PRC;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale Shares”	51,000,000 Series A Preference Shares and 266,666,666 Series B Preference Shares owned by the Company, representing approximately 55.87% of the total issued share capital of the Target Company;
“Series A Preference Shares”	series A preference shares of the Target Company with par value US\$0.00001 each;
“Series B Preference Shares”	series B preference shares of the Target Company with par value US\$0.00001 each;
“Shareholder(s)”	holder(s) of the issued shares of the Company;
“Share Transfer Agreement”	the share transfer agreement in respect of the Sale Shares entered into between the Company and the Purchasers on 22 April 2021;
“Silver Starry”	Silver Starry Limited, a company incorporated under the laws of the British Virgin Islands;
“SJ Hong Kong”	SJ Semiconductor (HK) Limited (中芯長電半導體(香港)有限公司), a company incorporated with limited liability in Hong Kong and a wholly-owned subsidiary of the Target Company;
“SJ Jiangyin”	SJ Semiconductor (Jiangyin) Corporation* (中芯長電半導體(江陰)有限公司), a wholly foreign-owned enterprise incorporated in the PRC and an indirect wholly-owned subsidiary of SJ Hong Kong;

“SJ USA”	SJ Semiconductor USA Co., a company incorporated with limited liability in the United States and a wholly-owned subsidiary of the Target Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Suzhou Oriza Rivertown”	Suzhou Oriza Rivertown Changxin Ventures L.P. (蘇州元禾厚望長芯創業投資合夥企業 (有限合夥)), a limited partnership established under the laws of the PRC;
“Suzhou Puhua Chuangyu”	Suzhou Puhua Chuangyu Equity Investment L.P. (蘇州璞華創宇股權投資合夥企業 (有限合夥)), a limited partnership established under the laws of the PRC;
“Target Company”	SJ Semiconductor Corporation, an exempted company with limited liability incorporated under the laws of the Cayman Islands;
“Target Group”	the Target Company, SJ Hong Kong, SJ USA and SJ Jiangyin;
“Transaction”	the sale and purchase of the Sale Shares between the Company (as vendor) and the Purchasers (as purchasers) as contemplated under the Share Transfer Agreement;
“United States”	the United States of America;
“US\$”	United States dollar, the lawful currency of the United States; and
“%”	per cent.

By order of the Board
Semiconductor Manufacturing International Corporation
Gao Yonggang
Executive Director, Chief Financial Officer and Company Secretary

Shanghai, PRC
22 April 2021

As at the date of this announcement, the directors of the Company are:

Executive Directors

ZHOU Zixue (*Chairman*)

CHIANG Shang-Yi (*Vice Chairman*)

ZHAO Haijun (*Co-Chief Executive Officer*)

LIANG Mong Song (*Co-Chief Executive Officer*)

GAO Yonggang (*Chief Financial Officer and Company Secretary*)

Non-executive Directors

CHEN Shanzhi

ZHOU Jie

REN Kai

LU Jun

TONG Guohua

Independent Non-executive Directors

William Tudor BROWN

LAU Lawrence Juen-Yee

FAN Ren Da Anthony

YOUNG Kwang Leei

LIU Ming

* *For identification purposes only*