

ZTE Corporation Document Submitted for Ratification (Review) Form

Title of the Document submitted for ratification (review)	Report Regarding Comprehensive Reorganization and Standardization of the Company Export Control Related Matters			Document type: ☐ Red-head document ☐ Company system ☒ Other document	
Attachment	« Report Regarding Comprehensive Reorganization and Standardization of the Company Export Control Related Matters »			☒ Urgent document ☐ Regular document	
Drafted by	Legal Department	Draftsman	GUO, Jianjun	Date	August 25, 2011
Contact phone	13751147981	Classification:	Department suggestion: For higher authorities to ☒ ratify ☐ read		
List of people who can read, use the document (apply to secret and above documents): Director of Legal Department, company leaders					
Synopsis of the document: As our overseas businesses have grown rapidly in recent years, so have U.S. export control risks. Following Director TIAN and Director QIU's instructions, our company should immediately form a company-level export control project team to study, handle, and respond to our company's current export control risks.					
Need counter-sign: ☐ Yes ☒ No			Counter-sign by (apply to documents that need counter-sign):		
Responsible department's opinion	Agree Submit to higher authorities for approval _____ GUO, Xiaoming [signature] 2011.8.25 For higher-authorities to ☒ ratify ☐ read				
	Company leader's opinion (Director QIU) Agree [QIU 's signature] _____ 8/26/11 read For peers to ☐ ratify ☐				
Company leader's opinion (Director TIAN)	Agree TIAN, Wenguo [signature] _____ 2011.8.27 For higher-authorities to ☐ ratify ☐ read				
CEO review/approval	Agree SHI, Lirong [signature] 2/9/2011				

Report Regarding Comprehensive Reorganization and Standardization of the Company Export Control Related Matters

Dear company leaders,

As our overseas businesses have grown rapidly in recent years, so have U.S. export control risks. Following Director TIAN and Director QIU's instructions, our company should immediately form a company-level export control project team to study, handle, and respond to our company's current export control risks.

I. Brief Introduction to U.S. Export Control Regulations

(I) Violations and Penalties

According to U.S. export control laws, our company must apply for reexport licenses when exporting controlled items to these five major embargoed countries- Iran, Sudan, North Korean, Syria, and Cuba. If [the company] violates the U.S. export control laws, the penalties will be the following:

- (1) Company will be subject to a large amount of civil penalty;
- (2) High-level managers will face prison sentences in a criminal case;
- (3) Company will be placed on the Blacklist and be banned from purchasing U.S. products directly or indirectly for a period of time.

(II) Related Cases

- (1) On 01/26/2011, WU, Zhenzhou, Chairman of Chichuang [Chitron] Company in Shenzhen, was sentenced to 8 years in prison by the U.S. Court for illegally exporting U.S. defense goods and materials to China. At the same time, Chichuang was banned from export trading.
- (2) On 5/24/2011, the U.S. Government placed three Chinese companies on the Blacklist for exporting controlled equipment and technology to Iran.

II. Current Situation

(I) Our company's previous export control crises

- (1) Incident of Dell servers—our company used Dell servers in some projects with embargoed countries; in 2005 Dell found out and inquired intensively about it.
- (2) Incidents of cargo seizure in Hong Kong—in 2008, because our company violated Hong Kong export control laws (formulated based on U.S. laws), cargos were seized and confiscated and we were fined by Hong Kong Customs on 4 different occasions. The value of cargos exceeded one million Renminbi and fines were around several hundreds of thousands of Hong Kong Dollars.
- (3) Incident of U.S. Department of Commerce on-site inspection—in 2010, U.S. Department of Commerce came to our company to conduct an on-site inspection on the management of U.S. procured items. Similar on-site inspections can be expected in the future.

(II) Risks in our company's current projects

Currently our company has on-going projects in all five major embargoed countries- Iran, Sudan, North Korea, Syria, and Cuba. All of these projects depend on U.S. procured items to some extent, so export control obstacles have arisen.

- (1) Sudan project(s): at the moment, our company brings in controlled-item suppliers to directly provide products to our customer(s). Our company employees carry small amount of controlled items through customs to evade export control, but there are still potential risks. Also, some suppliers stopped providing products after learning that our company reshipped to Sudan.
- (2) North Korea project(s): our company brings in a cooperating company. The cooperating company signs contracts with our customer(s) and provides products to them directly. At present, the cut-off is fairly effective.
- (3) Cuba project(s): Customer(s) ask our company to make a special promise- not to let U.S. export control cause problems in project execution. If the supplies are interrupted, our company will have to pay a huge amount of damages.
- (4) At present, the biggest risk is Iran's on-going project(s). In June 2010, the UN passed a new round of sanctions against Iran. Even though the sanctions themselves did not target civilian-used communication industries, some impacts still occurred during implementation. More importantly, in 2010, the U.S. passed the "Comprehensive Iran Sanctions, Accountability and Divestment Act," applying stronger sanctions against Iran. Risk controls implemented by foreign banks made it more difficult for our company to finance. At the end of 2010, our company signed a four-party project contract with Iran customer(s), adopting semi cut-off method, i.e. our company provides our self-manufactured equipments to the customer(s) and our company's cooperating company provides sensitive U.S. procured items to the customer(s). (For the same project, F7 designated an independent company to directly sign two-party contracts with customers). Since the capital credit and capability of our company's cooperating company are weak, the project execution is more difficult. Therefore, currently most of the operations are actually done by ZTE Corporation; the risk cut-off is not effective.

Besides these five major embargoed countries, the export control problems have also occurred in projects with other countries. For example, a U.S. supplier refused to provide needed software for an Ethiopia project, because Ethiopia, to some degree, is a U.S. embargoed country. Supply problems have also occurred in Burma due to export control.

(III) Our company's other risks

- (1) Our company high-level managers are also the board of directors of our subsidiary company in the U.S. (U.S. subsidiary is governed by U.S. laws, facing even stricter regulations) and they travel to the U.S. frequently. Thus, there is a potential risk of being investigated.
- (2) Our company projects in the embargoed countries have impacted not only our market breakthrough in the U.S. (in 2010, when our company placed a bid on a Sprint project, the customer asked if our company had projects in the embargoed countries), but also our current market share in the U.S. In addition, the European market may also be affected (on the export control issue, the European Union acts in accordance with U.S. policy).
- (3) R&D employees at the U.S. Research Centers often travel between China and the U.S., carrying R&D data. This already severely violates the law. [The company] needs to take preventative measures immediately, otherwise will face the risk of being investigated at anytime.
- (4) Our company's reexporting, especially in the Iran project(s), can potentially put us at risk of being put on the Blacklist by the U.S. If on the Blacklist, our company may face the risk of losing the supply chain of U.S. products.
- (5) The U.S. government export control Blacklist (changing from time to time) contains hundreds of Chinese companies, research

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institutes, and universities, such as Beijing University of Aeronautics and Astronautics, Northwestern Polytechnical University, University of Electronic Science and Technology of China, etc. When our company collaborates with outside research institutes, we need to be careful and avoid product and technology transfer.

(IV) Problems our company has exposed

Regarding U.S. export control matters, based on known information, the following problems currently exist in our company:

- (1) Company does not clearly assign a department in charge of export control matters, nor does it divide responsibilities among departments. There is no unified management standard. Departments do not know each other's situation; each handles issues in its own way.
- (2) Company product line and purchasing department do not organize equipment containing U.S. products; nor do they aggressively explore product substitution plans.
- (3) Overseas marketing departments are not fully prepared at the beginning of a project and do not take the consequences of violating U.S. export control laws seriously when making decisions on sales projects. There is no unified procedure for inspection and approval.
- (4) Currently our company still adopts the preventative method for each project individually, our company has never issued a comprehensive response plan. There is no dedicated crisis response team; as a result, the response is slow when a problem occurs during project execution.

(V) F7 current situation

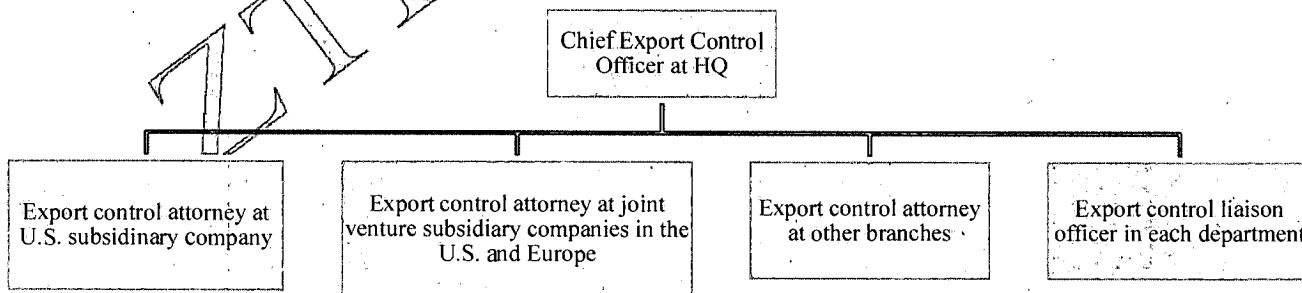
(1) Project

F7 found a big IT company serving as its agent to sign contracts for projects in embargoed countries. This cut-off company's capital credit and capability are relatively strong compared to our company; it can cut off risks more effectively.

In 2010, U.S. Representatives reported to Congress about F7's on-going projects in embargoed countries and this affected its project acquisitions in the U.S.

In 2010, F7's proposal to acquire U.S. 3leaf Company was opposed by the U.S. Government, citing the impact to U.S. national security. The review and approval of export control licenses were also involved in the acquisition.

(2) Business structure



According to CI information dug up by the Legal Department, F7 Headquarters offered high salary to recruit a senior export control compliance specialist from Texas Instruments to be in charge of export control matters, and placed export control liaison officers in all of the departments involved. Besides its Headquarters, F7 also placed chief export control officers in its subsidiary companies. For instance, it hired a Chinese American attorney who is familiar with the related laws in the U.S., and previously, its joint venture company with Symantec had an attorney specialized in export control. At present, F7 is still hiring attorneys specialized in export control and recruiting employees from European/American Chinese companies through recruiters. (The quoted annual salary is around 500,000 Renminbi.)

III. The Response Plan

In order to standardize the operation of the Iran project(s) and other export control projects, a cross-department project team shall be established to manage potential risks. The project team shall start working on the following tasks and establish a company-level preventative plan.

- (1) Organize company current related work flow; establish a unified work standard for export control matters; issue «Export Control Management Plan»; clarify each department's responsibilities, and optimize internal procedures;
- (2) Set up a company export control committee to handle export control matters and appoint a company export control officer. The export control committee will review and approve sales projects to avoid potential risks;
- (3) Production lines shall calculate and analyze the ratio of controlled items in company equipment and aggressively search for a substitution plan for all controlled items to resolve the export control problem from the source;
- (4) Formulate a company-level preventative plan; reform the current cooperating companies; increase the operational capabilities of the cooperating companies; plan to set up new cut-off companies and contract-signing model; control project risks;
- (5) Strengthen internal regular training and implementation; raise risk awareness among employees, and follow through the unified work standard.

IV. Project Team Members, Milestone Schedule, and Reward System

(I) Project team members

Company Export Control Management Project Team Members and Responsibilities				
No.	Role	Responsibilities	Name	Department
1	Project Implementation Committee	Provide strategic support for the entire project operation	TIAN, Wenguo; QIU, Weizhao	Company leaders

Company Export Control Management Project Team Members and Responsibilities				
No.	Role	Responsibilities	Name	Department
2	Project Manager (PM)	1. Formulate the project team's entire work plan; 2. Manage team's daily activities; 3. Set up project operation standards, acceptance standards and related guidelines, as well as work module; 4. Report project progress; track problems; coordinate resources, and assess acceptance;	GUO, Xiaoming	Legal Department
3	Project Management Manager (PMM)	Provide daily management support for the project team's routine operation	GUO, Jianjun	Legal Department
4	Project Core Members	Interpret related laws; formulate company-level preventative plan; participate in drafting and revising work standards	GUO, Jianjun; HU, Yongfeng; TAN, Wenyong; TANG, Jiang; WANG, Keyou; DU, Jin; XIE, Guohui; CHEN, Yinghua; GUO, Min; SHI, Yu; LIU, Zhaoyan; LIN, Hongping	Legal Team in Legal Department
		Plan for cut-off companies; participate in drafting and revising work standards	ZHAO, Yun; YIN, Jie	Business Development Department
		Responsible for related financial planning; participate in drafting and revising work standards	CHEN, Yan; LOU, Qiang; WANG, Yong; CAO, Guoqi	Overseas Finance Department
		Responsible for related financing planning; participate in drafting and revising work standards	SHAO, Weilin; DU, Lihui; LIU, Chunhua	Financing Department
		Provide front-line project information and competitor information; participate in drafting project resolution proposal	LI, Baoqiang; GUO, Liming; WEN, Zhuoming	Iran Representative Office
		Check all of the export control projects; participate in drafting and revising work standards	LI, Xiaodong; XU, Lingyun	Sales Management Department
		Establish new cut-off companies	LIU, Hongjing	Investment Management Department

Company Export Control Management Project Team Members and Responsibilities				
No.	Role	Responsibilities	Name	Department
		Analyze and calculate U.S. product ratio and search for a substitution plan	Members are not decided at this time	Commercial Technology Department, Product Line
		Plan export businesses with cooperating companies; organize import/export license application document procedure; participate in drafting and revising work standards	TANG, Hongshun; XIAO, Peng; WU, Xiaotang; ZHANG, Lei; WU, Peng; PANG, Yongjie	Central Logistics Department
		Organize supplier information; provide unified company information to suppliers	SONG, Youlu; YE, Feng	Kangxun Company
		Plan overseas transportation; participate in drafting and revising work standards	YAN, Dong; HUANG, Guanzhong; LIU, Shuguang; ZHANG, Lei; HU, Guangwei; GONG, Jing; NIE, Xiaofang; HU, Bo; HE, Meiliang; QU, Weiming	Overseas Logistics Department
		Select suppliers; participate in drafting and revising work standards	GUI, Guocai; FANG, Yuanli; ZHOU, Shuli	Three-integration Department
		Organize management procedures for controlled goods and material; participate in drafting and revising work standards	WU, Changshui; HAO, Caixia	Distribution Department
		Plan procurement channels; participate in drafting and revising work standards	ZHENG, Yi; YANG, Shijun	Purchasing Department
		Maintain and provide ECCN codes	WANG, Zhijian; WANG, Zeping; ZHAO, Fengguo; ZHOU, Zhao	Material Planning Technology Department
		Plan the response to on-site inspection	LIU, Yashuang	Supply Chain Department
		Plan trans-shipping and receiving goods in Hong Kong	CAO, Suzhu	Hong Kong Subsidiary Company
4	Project Other Members	Responsible for management matters related to existing cut-off companies	CAO, Guoqi; SUN, Wei	Cooperating companies

(II) Project milestones

Company Export Control Management Project Milestone Schedule					
No.	Milestone	Output/Hand-Over Item	Completion Time	Department-in-charge	Acceptance Standard
Phase I					
	Initiation phase	Complete initiation work	2011-8-30	Legal Department	Complete initiation work
1	Project preparation and planning	Project set-up report	2011-8-25	Legal Department	Successfully completed project set-up
2	Project team establishment and start-up	Project proposal, team establishment, convene project initiation meeting	2011-8-30	Legal Department	Team establishment, project start-up
Phase II					
	Iran project(s) renovation phase	Submit a resolution proposal for problems in Iran project(s), start implementing	2011-10-30	Iran Representative Office, all units of the project team	Submit a resolution proposal, start implementing
3	Sort out the problems encountered during Iran project(s) execution	Problem summary report, detail explanation of the execution problems	2011-9-10	Iran Representative Office	Submit a problem summary report
4	Submit a resolution proposal for Iran project execution problems	Submit a resolution proposal for problems in Iran project(s), start transforming the current cut-off companies	2011-10-30	Each unit of the project team is responsible for its own duties	Submit a resolution proposal
Phase III					
	Company comprehensive reorganization phase	Complete organization of the entire company's internal procedures; draft and revise unified work standards; formulate preventative measures	2011-12-31	All units of the project team	Complete procedure organization, standard revision, and avoidance measures draw-up
5	Organize each department's related business procedures; optimize internal process	Organize current business procedures; optimize internal process; add procedures related to license application, suppliers materials feedback etc.	2011-9-30	Each unit of the project team is responsible for its own duties	Complete business organization and process optimization
6	Each product-line searches for overall substitution plan for U.S. procured products	Analyze and calculate the ratio of U.S./Chinese items in products from each product line. If it exceeds a certain ratio, then find a substitution plan	2011-10-30	Each product line	Calculate ratio, submit a substitution plan

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Company Export Control Management Project Milestone Schedule					
No.	Milestone	Output/Hand-Over Item	Completion Time	Department-in-charge	Acceptance Standard
7	Formulate the unified work standards	Formulate «Export Control Management Plan»; specify each department's duties	2011-10-30	Each unit of the project team is responsible for its own duties	Issue «Export Control Management Plan»
8	Formulate related departments' work standards	Formulate «Export Controlled Goods and Materials Management Plan», «Export Control License Application Regulations»	2011-10-30	Warehouse Department, Central Logistics Department	Issue «Export Control Management Plan» «Export Control License Application Guide»
9	Formulate company comprehensive preventative plan for export control	Formulate company-level comprehensive risk preventative plan; set up new cut-off companies; direct specific work related to controlled projects	2011-11-31	Each unit of the project team is responsible for its own duties	Submit a comprehensive avoidance plan
Phase IV	Execution and implementation phase	Training and implementation	2011-12-31	Each unit of the project team	Complete implementation, training
10	Internal training and implementation	Complete training of core employees from internal business departments; implement work standards and preventative measures	2011-12-31	Each unit of the project team is responsible for its own duties	Complete training, implementation

(III) Project reward proposal

This project (1) involves many company departments; number of participating departments exceed 20; number of project participants exceed 70; (2) has an enormous amount of work; is highly-specialized; involves risk prevention for several current big Iran projects; reorganizes logistics, procurement, marketing, and other procedures for the entire company; organizes all of the products from company product lines, (3) is innovative work for company management; needs to draft new management standards and set up new management procedures. To encourage the project team members to successfully complete the project assignments, there should be a project reward of 400,000 Renminbi which shall be distributed to the team members according to their contribution after the project is completed.

Company leaders, please advise!

Legal Department
08/25/2011

中兴通讯股份有限公司文件报批（阅）表

报批（阅）文件标题	关于全面整顿和规范公司出口管制相关业务的报告			文件类型： ☐ 红头文件 ☐ 企业制度 ☒ 其它文件	
附件	《关于全面整顿和规范公司出口管制相关业务的报告》			☒ 急件 ☐ 普通件	
拟制单位	法务部	拟制人	郭建军	日期	2011年8月25日
联系电话	13751147981	密级：	部门意见：报上级 ☒ 批 ☐ 阅		
文件可阅读、使用人员名单（机密级以上文件适用）： 法务部部长、公司领导					
报批阅文件内容摘要： 随着我司海外业务近几年的突飞猛进，美国出口管制的风险日益加大，根据田总、邱总的指示，公司应立即成立公司级出口管制项目组研究、处理和应对公司目前的出口管制风险。					
是否需要会签： ☐ 是 ☒ 否		会签单位（需会签文件适用）：			
归口管理部门意见	同意，报领导审批。 2011.8.25 报上级 ☒ 批 ☐ 阅				
公司主管领导意见（邱总）	1 同意。 报同级 ☐ 批 ☐ 阅				
公司主管领导意见（田总）	同意。 报上级 ☐ 批 ☐ 阅				
总裁审批	1 同意。 2011.8.27				

关于全面整顿和规范公司出口管制相关业务的报告

尊敬的公司领导，

随着我司海外业务近几年的突飞猛进，美国出口管制的风险日益加大，根据田总、邱总的指示，公司应立即成立公司级出口管制项目组研究、处理和应对公司目前的出口管制风险。

一、美国出口管制制度简介

（一）违法及处罚

根据美国出口管制法规，我司向伊朗、苏丹、朝鲜、叙利亚、古巴五大禁运国出口管制产品必须申请转出口许可证。如果违反美国管制法规，将会受到以下处罚：

- （1）公司受到高额民事罚款；
- （2）高管受到刑事监禁；
- （3）公司被列入黑名单，一定时期内将不能直接或者间接购买美国的产品。

（二）相关案例

（1）2011年1月26日，深圳驰创公司董事长吴振洲在美国被美国法院以非法对华出口美国国防物资的罪名，判处8年监禁，同时驰创被禁止从事出口交易。

（2）2011年5月24日，美国政府将3家向伊朗出口管制设备及技术的中国公司列入黑名单。

二、现状

（一）我司以往出口管制危机

（1）戴尔服务器事件——我司将戴尔的服务器用于几个禁运国项目，2005年被戴尔发现并追问。

（2）香港货物查扣事件——2008年我司即因违反香港出口管制法规（根据美国法规制订）而4次发生货物被香港海关查扣、没收、罚款的事件，涉案货物价值已超过百万人民币，罚款约数十万港币。

（3）美国商务部现场检查事件——2010年美国商务部曾到我司对美国外购件管理进行过现场核实，后续估计还会面临类似现场检查。

（二）我司在执行项目风险

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目前我司在伊朗、苏丹、朝鲜、叙利亚、古巴五大禁运国都有在执行的项目，这些项目都在一定程度上依赖美国外购件，也出现过出口管制障碍。

(1) 苏丹项目，我司目前采取引入管制物件供应商向我司客户直供物件，我司员工携带少量管制物件过关的形式规避管制，但仍有隐患，也出现过供应商知道我司向苏丹转运后不敢供货的情况。

(2) 朝鲜项目，我司引入了一家合作企业，由合作企业与我司客户直接签约供货，目前隔断效果较好。

(3) 古巴项目，客户要求我司特别承诺不因美国出口管制出现项目执行的问题，如出现断供，我司将承诺巨额赔偿责任。

(4) 目前风险最大的是伊朗的在执行项目。2010年6月联合国通过了新一轮对伊朗的制裁，虽然制裁本身并不针对民用通讯业，但实践中也产生了一些影响。更重要的是美国在2010年通过了《全面制裁、问责及撤资伊朗法案》，加大了对伊朗的制裁强度，各国银行业的风险控制也加大了我司的融资难度。我司在2010年底与伊朗客户签订了四方项目合同，采取的是半隔断方式，即由我司向客户供应自产设备，我司的合作企业向客户供应美国敏感外购件（同样的项目，F7指定了一家独立公司直接与客户签订双方合同）。我司合作企业自身资信及能力较弱，执行项目难度较大，造成目前其绝大部分执行工作都是实际由中兴通讯在做，没有较好地起到隔断风险的作用。

除了这五个主要禁运国以外，另外其他国家的项目也曾经出现过管制问题，比如埃塞项目需要的软件被美国供应商拒绝提供，理由就是埃塞也在一定程度上被美国禁运，缅甸也出现过因管制导致的供货难问题。

(三) 我司其他风险

(1) 我司高管同时在美国子公司兼任董事（美国子公司受美国法律地域管辖，管制更严格），且经常赴美国出差，有潜在的被调查危险。

(2) 我司在管制国的项目不仅影响我司在美国的市场突破（2010年我司投标美国 Sprint 项目时客户曾询问我司是否在管制国有项目），还可能影响现有美国市场份额，另外欧洲市场也可能受影响（欧盟在管制问题上配合美国政策）。

(3) 美国研究所的研发员工经常往返中美两国且携带研发数据，已严重违法，需立刻采取规避措施，否则随时面临调查危机。

(4) 我司的转出口行为，特别是针对伊朗项目，有被美国列入黑名单的潜在可能，如被列入黑名单，我司将面临美国产品供应链断掉的风险。

(5) 美国政府出口管制的黑名单（名单随时变化）上有几百家中国企业、研究

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所、高校，比如北京航空航天大学、西北工业大学、成都电子科技大学等，我司在与外部研究机构合作时需要注意避免构成产品及技术的转移。

（四）我司暴露出的问题

关于美国出口管制事项，根据已经了解到的信息，公司目前存在以下等问题：

- （1）公司内部未明确规定出口管制事项的主管部门及各部门责任划分，无统一的管理规范，各部门之间互相不了解情况，各自为政。
- （2）公司产品线及采购部门未对现有设备涉及到美国产品的进行梳理，没有积极寻求相关产品替代方案。
- （3）海外营销事业部门在项目启动时未提前做好准备，销售项目在决策时也没有对违反美国出口管制法的后果予以充分的重视，缺乏统一的审批流程。
- （4）目前仍是针对单个项目采取规避措施，未从公司整体层面上制定应对方案，无专门的危机应对团队，导致项目执行中出现的困难处理较慢。

（五） F7 现状

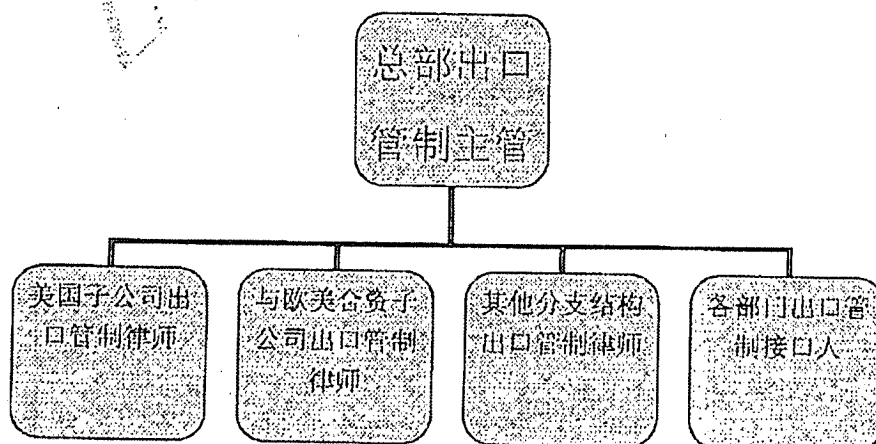
（1） 项目

F7 专门寻找到一家大型 IT 企业作为其签署管制国项目的签约主体，该隔离企业资质及能力较强，相对于我司能够较好地隔离风险。

F72010 年在美国被美国众议员向国会投诉其在管制国运作项目，影响了其在美获得项目。

F72010 年收购美国 3leaf 公司的计划因影响美国国家安全被美国政府否定，其收购行为也涉及出口管制许可审批。

（2） 业务架构



根据法务部挖掘的 CI 信息，F7 总部高薪从德州仪器挖猎了一名资深的出口管制合规人员专职主管出口管制事务，各涉及部门皆设置出口管制业务对应的接口人。除了其公司总部外，F7 还在其相关的子公司设置专职的出口管制事务主管人，比如在美国就聘请了一个熟悉美国相关法律的美籍华人律师，之前与赛门铁克的合资公司也有专职的出口管制律师。目前 F7 仍在招聘出口管制专职律师，并通过猎头挖猎欧美中国公司员工（报价年薪 50 万人民币左右）。

三、应对方案

为规范伊朗项目的执行及其他涉及出口管制的项目，建议成立一个跨部门的项目组，以应对潜在的风险。项目组可从以下工作着手，制订公司层面的规避方案。

- (1) 梳理公司现有相关工作流程，制订出口管制业务统一的工作规范，发布《出口管制管理办法》，明确各部门职责，优化内部流程；
- (2) 设立公司出口管制委员会主管出口管制业务，并任命公司出口管制官，出口管制委员会对销售项目进行决策审批，避免潜在风险；
- (3) 产品线对管制产品所占公司设备比例进行分析计算，针对管制产品积极寻找产品全面替代方案，从源头解决管制问题；
- (4) 制订公司层面的规避方案，改造现有合作企业，提升合作企业执行能力，策划新设隔断公司及签约模式，控制项目风险；
- (5) 加强内部定期培训与贯彻，提高员工风险意识，贯彻统一工作规范。

四、项目组成员、里程碑计划及项目奖励方案

(一) 项目组成员

公司出口管制管理项目组成员及职责				
序	角色	职责	姓名	所在部门
1	项目执委会	为项目整体运作提供战略支持	田文果 邱未召	公司领导

公司出口管制管理项目组成员及职责

序	角色	职责	姓名	所在部门
2	项目经理 (PM)	1. 项目团队工作整体规划的制订; 2. 团队的日常管理; 3. 项目操作标准、验收标准和相关的指导办法及工作模板的制定; 4. 项目进展的汇报、问题跟踪、协调资源、验收打分;	郭小明	法务部
3	项目管理经理 (PMM)	为项目组日常运作提供日常管理支持	郭建军	法务部
4	项目核心成员	负责解释相关法律, 主持公司层面规避方案制订, 参与起草、修订工作规范	郭建军、胡永峰、谭文勇、唐疆、王克友、杜金、谢国辉、陈英骅、郭民、石宇、刘兆燕、林红平	法务部法律团队
		负责隔断公司策划, 参与起草、修订工作规范	赵云、殷洁	企业发展部
		负责相关财务策划, 参与起草、修订工作规范	陈燕、罗强、王勇、曹国启	海外财务部
		负责相关融资策划, 参与起草、修订工作规范	邵威琳、杜利辉、刘春华	融资部
		负责提供前方项目信息及竞争对手的信息, 参与制作项目解决方案	李宝强、郭黎明、温卓明	伊朗代表处
		负责清查管制相关的所有项目, 参与起草、修订工作规范	李晓东、徐凌云	销售管理部
		负责新设隔断公司工作	刘红晶	投资管理部

公司出口管制管理项目组成员及职责

序	角色	职责	姓名	所在部门
		负责分析计算美国产品所占比例，寻找替代方案	人员暂时未定	产品线
		负责策划合作企业的出口业务，梳理进出口许可文件办理流程，参与起草、修订工作规范	汤红顺、肖鹏、吴晓棠、张蕾、吴鹏、庞永杰	中央物流部
		负责梳理供应商信息，对供应商统一提供公司信息	宋友鲁、叶枫	康迅公司
		负责策划海外运输，参与起草、修订工作规范	严冬、黄简中、刘曙光、张蕾、胡广伟、龚静、聂小方、胡博、贺美亮、区伟明	海外物流部
		负责选择供应商，参与起草、修订工作规范	桂国才、方源立、周书礼、	三结合部
		负责梳理管制物料管理流程，参与起草、修订工作规范	吴长水、郝彩霞	配送部
		负责策划采购路径，参与起草、修订工作规范	郑毅、杨石君	采购部
		负责维护及提供 ECCN 编码	王志坚、王泽平、赵锋国、周昭	材料规划技术部
		负责策划应对现场检查	刘亚爽	供应链部
		负责策划香港中转收货	曹苏筑	香港子公司
		负责现有隔断公司相关管理业务	曹国启、孙伟	合作企业
4	项目其他成员			

(二) 项目里程碑

公司出口管制管理项目里程碑计划					
序号	里程碑阶段	输出/交付物	完成时间	负责部门	验收标准
第一 阶段	启动阶段	完成启动工作	2011-8-30	法务部	完成启动工作
1	项目筹备与策划	项目立项报告	2011-8-25	法务部	项目立项成功
2	项目团队组建及启动	项目计划书、团队成立、召开项目启动会议	2011-8-30	法务部	团队成立、项目启动
第三 阶段	整治伊朗项目阶段	提交伊朗项目问题解决方案，并着手实施	2011-10-30	伊朗代表处、项目组各部门	提交解决方案，并着手实施
3	梳理伊朗项目执行中的问题	问题汇总报告，详细说明执行中的问题	2011-9-10	伊朗代表处	提交问题汇总报告
4	提出伊朗项目执行问题的解决方案	提交伊朗项目问题解决方案，着手改造现有隔断公司	2011-10-30	项目组各部门对应各自的职责	提交解决方案
第三 阶段	公司全面整顿阶段	完成公司内部全面流程梳理，起草、修订统一工作规范，制订规避措施	2011-12-31	项目组各部门	完成流程梳理、规范修订、规避方案制订
5	梳理各部门相关业务流程，优化内部流程	梳理现有业务流程，优化内部流程，增加许可证申请、供应商材料反馈等流程	2011-9-30	项目组各部门对应各自的职责	完成业务梳理及流程优化
6	各产品线对美国外购件全面寻找替代方案	分析计算各产品线产品中美国产品所占比例，若超过一定比例，寻找替代方案	2011-10-30	各产品线	计算比例，提交替代方案

公司出口管制管理项目里程碑计划					
序号	里程碑阶段	输出/交付物	完成时间	负责部门	验收标准
7	制订统一的工作规范	制订《出口管制管理办法》，明确公司各部门职责	2011-10-30	项目组各部门对应各自的职责	发布《出口管制管理办法》
8	制订相关部门的工作规范	制订《出口管制物料管理办法》《出口管制许可证申办规定》	2011-10-30	仓储部、中央物流部	发布《出口管制管理办法》《出口管制许可证申办办法》
9	制订出口管制公司整体规避方案	制订公司层面整体风险规避方案，新设隔断公司，指导管制项目的具体工作	2011-11-31	项目组各部门对应各自的职责	提交整体规避方案
第四阶段	贯彻执行阶段	培训与贯彻	2011-12-31	项目组各业务部门	完成贯彻、培训
10	内部培训与贯彻	对内部业务部门骨干员工完成培训，对工作规范及规避措施进行贯彻	2011-12-31	项目组各部门对应各自的职责	完成培训、贯彻

（三）项目奖励方案

本项目（1）涉及公司部门较多，参与部门超过20个，项目组参与人员超过70人；（2）工作量巨大，专业性强，涉及规避现有伊朗几个大项目风险，整顿公司物流、采购、营销等公司全流程，梳理公司产品线所有产品，（3）对公司的管理是一个创新工作，需要起草新的管理规范，设置新的管理流程。为激励项目成员圆满完成项目任务，申请项目奖金40万元人民币，完成项目后根据项目组成员的贡献进行分配。

请公司领导批示！

法务部

2011年8月25日