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ZTE CORPORATION

中興通訊股份有限公司

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

(Stock Code: 763)

Announcement Resolutions of the Fourteenth Meeting of the Ninth 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 Fourteenth Meeting of the Ninth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail on 22 September 2023. The Fourteenth Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication on 25 September 2023. 9 Directors 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, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “Resolution on the Fulfillment of Exercise Conditions for the Second Exercise Period, Relevant Adjustment, and Cancellation of Certain Share Options of the Reserved Grant of Share Options under the 2020 Share Option Incentive Scheme”, the details of which are as follows:

1. That, the adjustment of participants and number of share options of the reserved grant under the 2020 Share Option Incentive Scheme by the Company, pursuant to the “ZTE Corporation 2020 Share Option Incentive Scheme (Draft)” (the “Draft Scheme”), be approved. The details are as follows:

Before the commencement of the second exercise period of the reserved grant of share options under the 2020 Share Option Incentive Scheme, as 5 of the original participants have departed, they are no longer eligible as participants under the 2020 Share Option Incentive Scheme. Pursuant to the Draft Scheme, the Company shall disqualify the 5 aforesaid persons from participation in the 2020 Share Option Incentive Scheme and a total of 52,500 share options granted to them shall be withdrawn and cancelled by the Company without compensation.

Following this adjustment, the number of participants for the second exercise period of the reserved grant of share options will be adjusted from 402 to 397, and the number of exercisable share options for the second exercise period will be adjusted from 2,454,500 to 2,402,000.

2. In accordance with the relevant provisions of the Draft Scheme, the exercise conditions for the second exercise period of the reserved grant of share options under the 2020 Share Option Incentive Scheme of the Company have been fulfilled, and it is approved that 397 participants who have met the exercise conditions are entitled to exercise 2,402,000 share options during the second exercise period.

3. It is approved that the Company shall cancel a total of 375,800 share options and handle matters related to the cancellation in China Securities Depository and Clearing Corporation Limited, Shenzhen Branch. The said cancellation of certain share options will not affect the implementation of the 2020 Share Option Incentive Scheme. Following the cancellation, the number of the reserved grant of share options will be adjusted from 4,909,000 to 4,533,200, the details of which are as follows:

(1) In view of the above adjustment item before the commencement of the second exercise period, the Company shall cancel a total of 52,500 share options.

(2) As at 22 September 2023, the first exercise period of the reserved grant of share options under the 2020 Share Option Incentive Scheme has ended, and 323,300 share options have yet to exercise. Pursuant to the Draft Scheme, the unexercised 323,300 share options upon the end of the first exercise period shall be invalidated and cancelled by the Company without compensation.

Voting result: For: 9; against: 0; abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Fulfillment of Exercise Conditions for the Second Exercise Period, Relevant Adjustment, and Cancellation of Certain Share Options of the Reserved Grant of Share Options under the 2020 Share Option Incentive Scheme” published on the same date of this announcement.

II. Consideration and approval of the “Resolution on the Renewal of Directors’, Supervisors’ and Senior Employees’ Liability Insurance”.

Voting result: For: 9; against: 0; abstained: 0.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
25 September 2023

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Gordon Ng, Zhuang Jiansheng.