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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)

**Overseas Regulatory Announcement
Announcement Resolutions of the Twentieth Meeting of
the Seventh Session of the Board of Directors**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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 or material omission in this announcement.

ZTE Corporation (the "Company") issued the "Notice of the Twentieth Meeting of the Seventh Session of the Board of Directors (the "Board") of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 3 July 2017. The Twentieth Meeting of the Seventh Session of the Board of the Company (the "Meeting") was convened by way of voting via communication on 6 July 2017. The Meeting was presided over by Mr. Yin Yimin, Chairman. At the Meeting, Directors Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Zhao Xianming, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao, as beneficiaries of the 2017 Share Option Incentive Scheme of the Company, did not take part in the voting. All of the 8 Directors required to vote at the Meeting duly cast their vote. Members of the Supervisory Committee of the Company and other relevant personnel attended 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 Matters pertaining to the Grant of Share Options under the 2017 Share Option Incentive Scheme of the Company"

Pursuant to the authorisation of the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 held by the Company on 20 June 2017, the Board of Directors is of the view that the conditions for the grant of options stipulated in "ZTE Corporation 2017 Share Option Incentive Scheme (Draft)" ("2017 Share Option Incentive Scheme (Draft)") have been fulfilled and shall grant a total of 149,601,200 share options to 1,996 Participants. The date of grant of the share options shall be 6 July 2017 (Thursday). For details, please refer to the "Announcement of Matters relating to the Grant of 2017 Share Options" published on the same date as this announcement.

The Independent Non-executive Directors and Supervisors of the Company and Beijing Jun He Law Offices (Shenzhen Office) have expressed their respective opinions on this matter. For details, please refer to the relevant Overseas Regulatory Announcement published on the same date as this announcement.

Voting results: For: 8; against: 0; abstain: 0

II. Consideration and approval of the "Resolution on Adjustments to the List of Participants and the Number of Share Options to be Granted under the 2017 Share Option Incentive Scheme of the Company"

The "2017 Share Option Incentive Scheme (Draft)" and its summary was considered and passed at the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 held by the Company on 20 June 2017. As certain Participants confirmed under the 2017 Share Option Incentive Scheme had left the Company or waived participation in the 2017 Share Option Incentive Scheme due to personal reasons, the Company adjusted the list of Participants in accordance with the provisions of 2017 Share Option Incentive Scheme (Draft), and the number of share options granted was also been adjusted accordingly. Following the adjustment, the number of Participants has been adjusted from 2,013 persons to 1,996 persons, while the number of share options to be granted has been adjusted from 150 million to 149,601,200. For details, please refer to the "Overseas Regulatory Announcement of Adjustments to the List of Participants and the Number of Share Options to be Granted under the 2017 Share Option Incentive Scheme" published on the same date as this announcement.

The Independent Non-executive Directors of the Company and Beijing Jun He Law Offices (Shenzhen Office) have expressed their respective opinions on this matter, and the Supervisory Committee of the Company has expressed a verification opinion on the adjusted list of participants under the share option incentive scheme. For details, please refer to the relevant Overseas Regulatory Announcement published on the same date as this announcement.

The “List of Participants for the 2017 Share Option Incentive Scheme of ZTE Corporation (Adjusted)” has been published as Overseas Regulatory Announcement on the same date as this announcement.

Voting results: For: 8; against: 0; abstain: 0

By Order of the Board

Yin Yimin

Chairman

Shenzhen, the PRC

6 July 2017

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