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**ZTE中兴**  
**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)**

**SUPPLEMENTARY NOTICE OF  
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013**

*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.*

Reference is made to the Notice of the Second Extraordinary General Meeting of 2013 to be convened by ZTE Corporation (“ZTE” or the “Company”) on 28 June 2013 (the “EGM”) dated 14 May 2013 (the “EGM Notice”) and Change of Book Closure Period dated 22 May 2013 which set out details relating to the time, venue, agenda and revised record date of the EGM. Unless otherwise specified, capitalised terms used in this supplementary notice shall have the same meanings as defined in the EGM Notice.

On 13 June 2013, the Board of Directors of the Company received one ex tempore motion from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited (“Zhongxingxin”, holding 1,058,191,944 A shares or 30.76% of the total share capital of the Company as at 13 June 2013), requesting the Board of Directors of the Company to table the same for consideration at the EGM.

**A supplementary notice** is hereby given that the EGM will be held as scheduled at 9 am on 28 June 2013 (Friday) at the Conference Room, 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China to consider and approve, if thought fit, the special resolutions set out in the EGM Notice and the supplementary ordinary resolution set out below:

**3. RESOLUTION ON THE ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The “Resolution on the nomination of candidate for Independent Non-executive Director” was considered and approved by the Board of Directors of ZTE at the Fourth Meeting of the Sixth Session of the Board of Directors held on 13 June 2013. For details please refer to the Announcement of Resolutions of the Fourth Meeting of the Sixth Session of the Board of Directors published by the Company on 13 June 2013.

Zhongxingxin submits to the shareholders of ZTE at the EGM that an ordinary resolution approving matters pertaining to the “Resolution on the election of Independent Non-executive Director” be approved, the details of which are as follows:

Whereas the term of office with the Sixth Session of the Board of Directors of Mr. Timothy Alexander Steinert, Independent Non-executive Director of the Sixth Session of the Board of Directors, which commenced on 30 March 2013, will conclude on 29 June 2013, the Sixth Session of the Board of Directors of the Company has nominated Mr. Richard Xike Zhang (張曦軻) as candidate for Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 June 2013 and expiring upon the conclusion of the term of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016), in order to fulfill the provisions of laws and regulations and the Articles of Association of ZTE Corporation (the “Articles”) pertaining to the number of Independent Non-executive Directors as a percentage of the total headcount of the Board of Directors.

A brief biography of and other information on the aforesaid candidate for Independent Non-executive Director is provided as follows:

**Mr. Richard Xike Zhang (張曦軻)**, born in 1970, graduated from J. L. Kellogg School of Management at Northwestern University in the United States in 1993 with a master’s degree in finance. Mr. Zhang was mentioned among the most outstanding graduates of U.S. colleges by USA Today, a mainstream news media in the United States. From August 1993 to July 2008, Mr. Zhang was employed by McKinsey & Company in both the United States and China, ultimately holding the position of Director (Senior Partner) in McKinsey’s Shanghai Office. He served clients primarily in the telecommunications, technology, and automobile sectors. He was one of the first McKinsey Partner with a mainland Chinese background in McKinsey’s 80-year history. Mr. Zhang took on the role of Partner and Head of Greater China of Apax Partners in August 2008. In January 2013, he was promoted to an Equity Partner while continuing to serve as Apax Greater China head with responsibilities covering Apax funds investment operations in mainland China, Hong Kong, Taiwan and Southeast Asia. Mr. Zhang brings with him extensive experience in management consulting and investment. He was also a member of the “Young Leaders Group” of the Boao Forum for Asia. Mr. Zhang does not hold any shares in the Company. He is not related in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishment by the China Securities Regulatory Commission and other competent authorities or censorship by any stock exchanges. His qualifications for appointment are in compliance with the qualifications for appointment required under the Company Law of the People’s Republic of China, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and the Articles and other pertinent laws and regulations.

Mr. Zhang will enter into a service contract with the Company. His term of office will commence on 30 June 2013 and expire upon the conclusion of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016). Mr. Zhang is entitled to a Director’s allowance, which is determined and considered by the Board of Directors by reference to his duty at the Company from time to time and is subject to approval by shareholders at a general meeting.

Save as disclosed above, as at the date of this supplementary notice, Mr. Zhang has not held other directorships at any other listed companies during the past three years, nor has he held other positions at the Company and/or its subsidiaries. In addition, Mr. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and

Futures Ordinance. As at the date of this supplementary notice, to the knowledge of the Directors of the Company, there are no other matters required to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited, nor any other information pertaining to Mr. Zhang required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Pursuant to Rule 103 of the Company Law of the People's Republic of China (the "Company Law"), "shareholders individually or collectively holding more than 3% of the shares of the Company may propose ex tempore motions no later than ten days prior to the convening of the general meeting by submitting the same in writing to the Board of Directors; the Board of Directors should notify other shareholders within two days after the receipt of the motions and table the same at the general meeting for consideration. Ex tempore motions should carry specific subjects and matters to be resolved that fall within the scope of authority of the general meeting." Further, pursuant to Article 78 of the Articles, "shareholders individually or collectively holding more than 3% of the shares of the Company may propose ex tempore motions no later than ten days prior to the convening of the general meeting by submitting the same in writing to the convener. The convener should issue a supplementary notice of general meeting within two days after the receipt of the motions to announce the details of such motions."

Having examined the ex tempore motion aforesaid, the Board of Directors of the Company is of the view that it is in compliance with the relevant provisions of the Company Law and the Articles, with Zhongxingxin meeting the requirements for proposing ex tempore motion and the motion carrying specific subjects and matters to be resolved that fall within the scope of authority of the general meeting. Accordingly, the Board of Directors of the Company has approved the tabling of the ex tempore motion at the EGM in accordance with provisions of the Company Law, the Rules of Procedure for General Meetings of Listed Companies and other pertinent laws, regulations and regulatory documents and of the Articles.

Save for the aforesaid additional ex tempore motion, other details such as the time, venue, voting method and revised record date for the EGM as set out in the EGM Notice and Change of Book Closure Period will remain unchanged. A revised EGM Proxy Form and revised Proxy Form for The Solicitation of Voting Rights by Independent Non-executive Directors has been published and delivered to the shareholders on the even date with this supplementary notice.

By Order of the Board  
**Hou Weigui**  
Chairman

Shenzhen, the PRC  
13 June 2013

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhanchen, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*