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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 Thirty-sixth Meeting of the Eighth 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 Thirty-sixth Meeting of the Eighth Session of the Board of Directors of ZTE Corporation" to all the Directors of the Company by electronic mail on 22 June 2021. The Thirty-sixth Meeting of the Eighth Session of the Board of Directors of the Company (the "Meeting") was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 29 June 2021. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. Members of the Supervisory Committee of the Company and certain personnel concerned also 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 the Adjustment of Participants and Number of Share Options of the 2017 Share Option Incentive Scheme".**

That, in view of the following developments of the 2017 Share Option Incentive Scheme of the Company (the "Draft Scheme") before the commencement of the third exercise period, the adjustment of participants and number of share options pursuant to the Draft Scheme was approved, the details of which are as follows:

1. As 99 of the original participants under the 2017 Share Option Incentive Scheme have departed, 3 have retired, 2 hold the position of Caltta Technologies Co., Ltd., former controlled subsidiary, which has been disposed of the entire equity interests held by the Company, they are no longer eligible as participants under the 2017 Share Option Incentive Scheme. Pursuant to the Draft Scheme, the Company shall disqualify the 104 aforesaid persons from participation in the 2017 Share Option Incentive Scheme and a total of 2,200,490 share options granted to but unexercised by the 104 aforesaid persons shall be withdrawn and cancelled by the Company without compensation;

2. As 9 of the participants under the 2017 Share Option Incentive Scheme were subjected to demerit or more serious disciplinary actions by the Company during the effective period of the 2017 Share Option Incentive Scheme, 1 participant failed to pass the performance appraisal for the previous year, they have not fulfilled the exercise conditions for the third exercise period. Pursuant to the Draft

Scheme, a total of 236,940 of their granted but unexercised share options for the third exercise period shall be withdrawn and cancelled by the Company without compensation.

Following this adjustment, the number of participants under the 2017 Share Option Incentive Scheme for the third exercise period will be adjusted from 1,687 to 1,573 and the number of exercisable share options will be adjusted from 39,726,486 to 37,289,056.

Voting results: For: 8; against: 0; and abstained: 0.

Mr. Xu Ziyang, Director, being the participant of the 2017 Share Option Incentive Scheme, did not take part in the voting in respect of this resolution at the Meeting.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Adjustment of Participants and Number of Share Options under the 2017 Share Option Incentive Scheme” published on the same date of this announcement.

## **II. Consideration and approval of the “Resolution on the Fulfillment of Exercise Conditions for the Third Exercise Period under the 2017 Share Option Incentive Scheme”.**

Pursuant to the Draft Scheme, participants under the 2017 Share Option Incentive Scheme can exercise the share options after the expiry of the 24-month period from the date of grant (namely 6 July 2017), and participants may exercise the share options granted in three periods. The third exercise period commences on the first trading day after expiry of the 48-month period from the date of grant and ends on the last trading day of the 60-month period from the date of grant. Accordingly, the third exercise period under the 2017 Share Option Incentive Scheme will be from 6 July 2021 to 5 July 2022 (both dates inclusive).

In accordance with the relevant provisions of the Draft Scheme, the exercise conditions for the third exercise period under the 2017 Share Option Incentive Scheme have been fulfilled, it is approved that 1,573 participants who have met the exercise conditions are entitled to exercise 37,289,056 share options during the third exercise period.

Voting results: For: 8; against: 0; and abstained: 0.

Mr. Xu Ziyang, Director, being the participant of the 2017 Share Option Incentive Scheme, did not take part in the voting in respect of this resolution at the Meeting.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Fulfillment of Exercise Conditions for the Third Exercise Period under the 2017 Share Option Incentive Scheme” published on the same date of this announcement.

## **III. Consideration and approval of the “Resolution on the Cancellation of Certain Share Options”.**

Before the commencement of the third exercise period under the 2017 Share Option Incentive Scheme, the details of the adjustment of participants are as follows:

As 99 of the original participants under the 2017 Share Option Incentive Scheme have departed, 3 have retired, 2 hold the position of Caltta Technologies Co., Ltd., former controlled subsidiary, which has been disposed of the entire equity interests held by the Company, they are no longer eligible as participants under the 2017 Share Option Incentive Scheme. Pursuant to the Draft Scheme, the Company shall disqualify the 104 aforesaid persons from participation in the 2017 Share Option Incentive Scheme and a total of 2,200,490 share options granted to but unexercised by the 104 aforesaid persons shall be withdrawn and cancelled by the Company without compensation;

2. As 9 of the participants under the 2017 Share Option Incentive Scheme were subjected to demerit or more serious disciplinary actions by the Company during the effective period of the 2017 Share Option Incentive Scheme, 1 participant failed to pass the performance appraisal for the previous year, they have not fulfilled the exercise conditions for the third exercise period. Pursuant to the Draft Scheme, a total of 236,940 of their granted but unexercised share options for the third exercise period shall be withdrawn and cancelled by the Company without compensation.

It is approved that a total of 2,437,430 share options shall be cancelled by the Company. The said cancellation of certain share options will not affect the implementation of the 2017 Share Option Incentive Scheme.

Voting results: For: 8; against: 0; and abstained: 0.

Mr. Xu Ziyang, Director, being the participant of the 2017 Share Option Incentive Scheme, did not take part in the voting in respect of this resolution at the Meeting.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Cancellation of Certain Share Options” published on the same date of this announcement.

**IV. Consideration and approval of the “Resolution on Adjustments to the Members Enterprises of ZTE Group”, the details of which are as follows:**

1. That the adjustments to the list of member enterprises of ZTE Group<sup>1</sup> be approved;
2. That the amendment of Article 7 of the ZTE Group Articles of Association in accordance with the law by adjusting the list of member enterprises of ZTE Group be approved.

The details as follows:

(I) List of new member enterprises of ZTE Group

No.	Company name
1	南京中興致遠科技有限公司 Nanjing Zhongxing Remote Technology Co., Ltd.*
2	中興智能科技南京有限公司 Zhongxing Intelligence Technology Nanjing Co., Ltd.

(II) List of member enterprises removed from ZTE Group

No.	Company Name
1	西安國興智能科技產業園有限公司 Xi'an Guoxing Intelligent Technology Industrial Park Company Limited
2	西安中興精誠科技有限公司 Xi'an Zhongxing Genuineness Technology Company
3	北京中興高達通信技術有限公司 Caltta Technologies Co.,Ltd.
4	南京高達軟件有限公司 Caltta Software Co., Ltd.
5	深圳高達通信技術有限公司 Caltta (Shenzhen) Technologies Co.,Ltd.

\* For identification purposes only.

1 ZTE Group is a union of corporate legal persons formed by ZTE Corporation as the parent company, its subsidiaries, its investee companies and other member enterprises, comprising mainly entities which are parent / subsidiary companies connected primarily through capital and commonly governed by the ZTE Group Articles of Association, the details of which have been set out in the announcements published by the Company on 12 October 2010, 25 April 2012, 26 April 2013, 17 April 2014, 23 April 2015, 28 April 2016, 17 April 2017, 24 April 2020 and 21 December 2020, respectively.

Voting results: For: 9; against: 0; and abstained: 0.

**V. Consideration and approval of the “Resolution on the Amendment of the Regulations for the Administration of Information Disclosure pertaining to Debt Financing Instruments in the Inter-bank Bond Market (銀行間債券市場債務融資工具信息披露管理制度)”.**

Voting results: For: 9; against: 0; and abstained: 0.

“ZTE Corporation Regulations for the Administration of Information Disclosure pertaining to Debt Financing Instruments in the Inter-bank Bond Market (June 2021)” has been published as an Overseas Regulatory Announcement on the same date as this announcement.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
29 June 2021

*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.*