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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)

**RESOLUTIONS OF THE THIRTIETH MEETING OF
THE FOURTH SESSION OF THE BOARD OF DIRECTORS**

The Company and all the members of the Board of Directors confirm that the information in this announcement of resolutions of board meeting is true, accurate and complete and that there are no false and misleading statements or material omissions therein.

The “Notice of the Thirtieth Meeting of the Fourth Session of the Board of Directors” was despatched by ZTE Corporation (the “Company”) to all the Directors of the Company via electronic mail and by telephone on 13 October 2009. The Thirtieth Meeting of the Fourth session of the Board of Directors of the Company (the “Meeting”) was held via video conference at the Shenzhen headquarters of the Company, Beijing, Shanghai, Xian and Xiamen on 27 October 2009. Of the 14 Directors required to attend the Meeting, 11 Directors duly attended in person and 3 Directors appointed proxies to attend on their behalf. Mr. Hou Weigui, Chairman, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf; Mr. Wang Zongyin, Vice Chairman, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Li Juping, Director, to vote on his behalf ; and Mr. Mi Zhengkun, Independent Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Chen Naiwei, Independent Director, to vote on his behalf. The Meeting, which was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, was legal and valid.

The following resolutions were considered and passed at the Meeting:

I. Consideration and passing of the “2009 Third Quarterly Report of the Company”

Voting results: For: 14; against: 0, and abstained: 0.

II. Consideration and passing of the “Resolutions on the Continuing Connected Transactions of the Company”

The Resolutions on the Continuing Connected Transactions were considered and passed separately as follows:

(1) The Continuing Connected Transaction Framework Agreement (being a connected transaction as defined in the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) proposed to be entered into between 深圳市中興康訊電子有限公司 (ZTE Kangxun Telecom Company Limited), a subsidiary of the Company, and 深圳市中興新通訊設備有限公司 (Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited)

It was agreed that 深圳市中興康訊電子有限公司 (ZTE Kangxun Telecom Company Limited), a subsidiary of the Company, should enter into the 2010-2012 Purchasing Framework Agreement in respect of the purchases of products, such as cases, cabinets, distribution frames, flexible printed circuit boards and square capsules from 深圳市中興新通訊設備有限公司 (Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited), a related party and its subsidiaries, 深圳市中興新地通信器材有限公司 (Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited), 深圳市中興新宇軟電路有限公司 (Shenzhen Zhongxing Xinyu FPC Company, Limited) and 深圳市中興新舟成套設備有限公司 (Zhongxing Xinzhou Complete Equipment Co., Ltd.). It was estimated that the maximum cumulated transaction amounts under the 2010-2012 Purchasing Framework Agreement would not exceed RMB1,000 million for 2010, RMB1,300 million for 2011 and RMB1,690

million for 2012. The Board has agreed to table such connected transaction for the consideration of the general meeting, and to engage Mitsubishi UFJ Securities (HK) Capital Limited as the Independent Financial Advisor to give an opinion in respect of such non-exempt connected transaction and its relevant caps to the Independent Board Committee and the Independent Shareholders.

Mr. Xie Weiliang, Vice Chairman, Mr. Zhang Junchao, Director, Mr. Dong Lianbo, Director and Mr. Shi Lirong, Directors of the Company, acting respectively as the chairman, vice chairman, director and director of the related party, 深圳市中興新通訊設備有限公司 (Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited), have abstained from the consideration and voting in respect of the resolution on the said Connected Transaction at the Meeting.

Voting results: For: 10; against: 0 and abstained: 0.

(2) The Continuing Connected Transaction Framework Agreement (being a connected transaction as defined in the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange) proposed to be entered into between 深圳市中興康訊電子有限公司 (ZTE Kangxun Telecom Company Limited), a subsidiary of the Company, and 摩比天線技術 (深圳) 有限公司 (MOBI Antenna Technology (Shenzhen) Co., Ltd.)

It was agreed that 深圳市中興康訊電子有限公司 (ZTE Kangxun Telecom Company Limited), a subsidiary of the Company, should enter into the 2010 Purchasing Framework Agreement in respect of the purchases of products, such as telecommunication antenna and RF devices from 摩比天線技術 (深圳) 有限公司 (MOBI Antenna Technology (Shenzhen) Co., Ltd.), a related party. It was estimated that the maximum cumulated transaction amount under such 2010 Framework Agreement would not exceed RMB600 million for 2010.

Voting results: For: 14; against: 0 and abstained: 0.

(3) The Continuing Connected Transaction Framework Agreement (being a connected transaction as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) proposed to be entered into between 深圳市興飛科技有限公司 (Shenzhen Xingfei Technology Company Limited), a subsidiary of the Company, and 深圳市睿德電子實業有限公司 (Shenzhen Ruide Electronic Industrial Company, Limited)

It was agreed that 深圳市興飛科技有限公司 (Shenzhen Xingfei Technology Company Limited), a subsidiary of the Company, should enter into the 2009 Purchasing Framework Agreement in respect of the purchases of products, such as raw materials and components from 深圳市睿德電子實業有限公司 (Shenzhen Ruide Electronic Industrial Company, Limited), a related party. It was estimated that the maximum cumulated transaction amount under such 2009 Framework Agreement would not exceed RMB120 million for 2009.

Voting results: For: 14; against: 0 and abstained: 0.

(4) The draft announcement in respect of the aforesaid Connected Transactions, prepared in accordance with the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and submitted to the Board for consideration, was considered and approved, and the Secretary to the Board be and was hereby authorised to make the necessary amendments to and execution of the documents for publication.

Voting results: For: 14; against: 0 and abstained: 0.

Mr. Mi Zhengkun, Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chan Naiwei, all of the Independent Directors of the Company have reviewed all of the above three Connected Transaction Framework Agreements prior to the Meeting, and agreed to submit them to the Meeting for consideration.

During the Meeting, Mr. Mi Zhengkun, Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chan Naiwei, Independent Directors of the Company, furnished the following independent opinion in respect of the said Connected Transaction Framework Agreements as follows:

The pricing basis and other provisions prescribed in the said Connected Transaction Framework Agreements are in compliance with the requirements of laws and regulations and market principles and will not be adverse to the interests of the Company and its shareholders.

Please refer to the announcements of “Overseas Regulatory Announcement” and the “Continuing Connected Transactions” published on the even date of this Announcement for details of the aforesaid Connected Transactions set out under I and II.

III. Consideration and passing of the “Registration System of Privies to Insider Information”

Voting results: For: 14; against: 0 and abstained: 0.

The “Registration System of Privies to Insider Information” and the Announcement have been published on the even date on cninfo (<http://www.cninfo.com.cn>).

By Order of the Board

Hou Weigui

Chairman

Shenzhen, China

27 October 2009

As at the date of the announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyong; six non-executive directors, Hou

Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Mi Zhengkun, Li Jin, Qu Xiaohui, Wei Wei and Chen Naiwei.