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**ZTE中兴**  
**ZTE CORPORATION**  
**中兴通讯股份有限公司**

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

**(Stock Code: 763)**

**NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2013**

*The Company and all the members of the Board of Directors confirm that all the information contained in this information disclosure is true, accurate and complete without any false or misleading statement or material omission.*

**NOTICE IS HEREBY GIVEN** that the Third Extraordinary General Meeting of 2013 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened at 9 a.m., on Tuesday, 15 October 2013 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and, if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 30 August 2013, unless otherwise required by the context):

**SPECIAL RESOLUTIONS**

**1. Resolution on the “ZTE Corporation Share Option Incentive Scheme (Revised Draft)” (the “Scheme”) and its summary**

**That:** The Scheme (the terms of which have been set out in a document marked “A,” submitted to the EGM and signed by the chairman of the EGM for identification purposes, and a summary of terms of which, set out according to the structure and terms specified below, is contained in the circular of the Company dated 30 August 2013) be hereby approved and adopted:

- 1.1 Basis for determining the Participants and the scope of Participants of the Scheme;
- 1.2 Source and number of subject shares under the Scheme;
- 1.3 Validity Period, date of grant, vesting period, exercise arrangements and lock-up period for subject shares under the Scheme;
- 1.4 Exercise price of share options and basis of determination;
- 1.5 Conditions of grant and exercise of share options;

- 1.6 Methods and procedures for adjustment of the Scheme;
- 1.7 Accounting treatment of share options;
- 1.8 Procedures for the grant by the Company and the exercise by Participants of share options;
- 1.9 Respective rights and obligations of the Company and the Participants;
- 1.10 Handling of special cases; and
- 1.11 Amendment and Termination of the Scheme.

**2. Resolution on the “ZTE Corporation Share Option Incentive Scheme Performance Appraisal System”**

**That:** The Share Option Incentive Scheme Performance Appraisal System (the terms of which have been set out in a document marked “B,” submitted to the EGM and signed by the chairman of the EGM for identification purposes, and a summary of terms of which is contained in the circular of the Company dated 30 August 2013) be hereby approved and adopted.

**3. Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme**

**That:** the Board of Directors be hereby authorised to implement and administer the Scheme of the Company. The Board of Directors is hereby authorised to conduct, among others, the following:

- 3.1 To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares;
- 3.2 To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares;
- 3.3 To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company’s ex-right or ex-dividend shares or for other reasons;
- 3.4 Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval of the General Meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must obtain the corresponding approvals;

- 3.5 To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements;
- 3.6 To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme;
- 3.7 To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting;
- 3.8 To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection with the Scheme; and
- 3.9 The mandate granted to the Board of Directors shall be coterminous with the Scheme.

**Proxy Form for the Solicitation of Voting Rights by Independent Non-executive Directors (“Independent Director’s Proxy Form”)**

Pursuant to the Administrative Measures on Share Incentives of Listed Company (Trial) (《上市公司股權激勵管理辦法(試行)》) (“Incentive Measures”), the Independent Non-executive Directors of a company listed on the Shenzhen Stock Exchange shall solicit voting rights from all shareholders of the company in the event of the proposed adoption of a share option incentive scheme by such company. The solicitation is intended to provide shareholders of such listed company with an alternative approach to participation in general meetings, so as to encourage them to vote on the resolution in respect of the adoption of a share option incentive scheme. Pursuant to the Incentive Measures and the authorisation of other Independent Non-executive Directors, Mr. Tan Zhenhui, Independent Non-executive Director, has sent out an Independent Director’s Proxy Form to solicit voting rights from the shareholders. For further details of the Independent Director’s Proxy Form, please refer to the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors published by the Company on 26 August 2013.

Should you wish to appoint Mr. Tan Zhenhui as your proxy to vote for you and on your behalf at the EGM on the resolutions relating to the Scheme, please complete and return the Independent Director’s Proxy Form to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof.

You may appoint Mr. Tan Zhenhui as your proxy to vote for you and on your behalf solely on resolutions relating to the Scheme (namely Resolutions Nos. 1-3 set out above). If you wish to appoint persons other than Mr. Tan Zhenhui as your proxy to vote for you and on your behalf on all resolutions (including resolutions relating to the Scheme) at the EGM, you may complete and return the proxy form only and disregard the Independent Director’s Proxy Form.

Please note that if you have completed and returned both the proxy form and the Independent Director's Proxy Form, but have given inconsistent voting instructions on the resolutions concerned between the proxy form and the Independent Director's Proxy Form, your voting instructions given in the Independent Director's Proxy Form will be counted as your vote for or against resolutions in relation to the Scheme (namely Resolutions Nos. 1-3 set out above).

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

Shenzhen, the PRC  
30 August 2013

*Notes:*

1. **The Company will close its H share register from Monday, 16 September 2013 to Monday, 14 October 2013 (both days inclusive)** to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM **shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Friday, 13 September 2013.**
2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip by hand, post or facsimile to the Company's registered office (for A shareholders) or principal place of business in Hong Kong (for H shareholders) on or before Tuesday, 24 September 2013. The registered office of the Company is: ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China (Facsimile No.: +86 (755) 26770286). The principal place of business of the Company in Hong Kong is: 8th Floor Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong (Facsimile No.: +852-35898555).
3. In order to be valid, the instruments appointing a proxy (including the proxy form and the Independent Director's Proxy Form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at the Company's registered office (for A shareholders) or Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form and the Independent Director's Proxy Form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.
4. A shareholder entitled to attend and vote at the EGM convened by the aforesaid notice shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.
5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.
6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

*As at the date hereof, 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 Richard Xike Zhang.*