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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 Twelfth Meeting of the Seventh 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 and misleading statement or material omission in this announcement.

ZTE Corporation (the “Company”) issued the “Notice of the Twelfth Meeting of the Seventh Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 25 December 2016. The Twelfth Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication means on 28 December 2016. The Meeting was presided over by Mr. Zhao Xianming, Chairman. 14 Directors required to vote at the Meeting duly voted at 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 “Resolution on the proposed private placing of shares by ZTEsoft, subsidiary” was considered and approved at the Meeting, the details of which are set out as follows:

1. That the establishment of the phase I staff shareholding plan, the incorporation of the ZTEsoft Technology Company Limited (“ZTEsoft”) No. 1 Designated Asset Management Plan (中興軟創1號定向資產管理計劃) on an escrow basis on behalf of the staff shareholding plan, and the conduct of a private placing of not more than 60 million shares to the said designated asset management plan at a price of RMB3.01 per share by ZTEsoft be approved;

2. That the waiver of its preemptive rights for subscription and capital contribution in respect of the said private placing and the pledge of no transfer of shares prior to the record date in connection with the said private placing by ZTE;

3. That the legal representative of the Company or his delegated signatory be authorised to execute relevant documents on behalf of the Company.

Voting result: For: 14; against: 0; abstained: 0.

For details please refer to the “Announcement Private Placing of Shares by a Subsidiary and Waiver of Preemptive Subscription Rights by the Company” published on the same date as this announcement.

By Order of the Board

Zhao Xianming

Chairman

Shenzhen, the PRC

28 December 2016

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