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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 Resolution of the Twenty-ninth 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.

The stipulated length of notice for the Twenty-ninth Meeting (the “Meeting”) of the Eighth Session of the Board of Directors (the “Board”) of ZTE Corporation (the “Company”) has been waived with the unanimous approval of all Directors. The Company issued the “Notice of the Twenty-ninth Meeting of the Eighth Session of the Board of Directors (the “Board”) of the Company” to all the Directors of the Company by electronic mail on 19 December 2020. The Twenty-ninth 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 21 December 2020. 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 continuing connected transactions in relation to the execution of ‘ZTE Channel Cooperation Framework Agreement 2021 – General Distributor’ with 航天歐華, a connected party”, the details of which are as follows:

1. That the execution in accordance with the law of the “ZTE Channel Cooperation Framework Agreement 2021 – General Distributor” between the Company and 航天歐華信息技術有限公司 (“航天歐華”), a connected party, with the maximum aggregate amount of transactions (before VAT) in connection with the sales of products to 航天歐華 by the Group in 2021 under the framework agreement estimated at RMB1.1 billion, be approved; with the view that the terms of the “ZTE Channel Cooperation Framework Agreement 2021 – General Distributor” have been arrived at after arm’s length negotiations between the two

parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the cap of the transaction amount for 2021 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “ZTE Channel Cooperation Framework Agreement 2021 – General Distributor”, among others, in accordance with the law.

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

Owing to his capacity as chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited, the parent company of 航天歐華, Mr. Li Buqing, Director, did not take part in the voting in respect of this resolution at the Meeting.

For details of the aforesaid resolutions, please refer to the “Overseas Regulatory Announcement Announcement on Projected Continuing Connected Transactions under the Rules Governing Listing of Stocks on The Shenzhen Stock Exchange” published on the same date as this announcement.

II. Consideration and approval of the “Resolutions on determining the 2020 audit fees of the PRC and Hong Kong auditors”, the details of which are set out as follows:

That the payment of 2020 financial report audit fees to the PRC and Hong Kong auditors on a consolidated basis be confirmed, namely a payment of financial report audit fees in the aggregate amount of RMB8.10 million (including relevant tax expenses but excluding meal expenses) to Ernst & Young Hua Ming LLP and Ernst & Young; that the payment of 2020 internal control audit fee in the amount of RMB1.20 million (including relevant tax expenses but excluding meal expenses) to Ernst & Young Hua Ming LLP be confirmed.

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

III. Consideration and approval of the “Resolution on Authorising the Limit of the Reciprocal Guarantee Among Turkish Company NETAŞ TELEKOMÜNİKASYON A.Ş. and Its Subsidiaries”, the details of which are as follows:

1. That the proposed reciprocal provision of joint-liability guarantee among NETAŞ TELEKOMÜNİKASYON A.Ş. (“Netaş”) and its subsidiaries guarantees in respect of composite credit facilities sought from financial institutions for an amount of not more than USD150 million to be applied on a revolving basis for an effective period commencing on 1 January 2021 and ending on 31 December 2021, be approved.

2. That Netaş and its subsidiaries be authorised to determine the actual amount and term of guarantee based on negotiations with the financial institutions and actual conditions.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the

Provision of Guarantee Between Subsidiaries” published on the same date as 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 Group¹ (Please refer to Attachment 1 for details of adjustments to the list of member enterprises of ZTE Group) 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;

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

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
21 December 2020

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.

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 “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Second Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Seventeenth Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-sixth Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Third Meeting of the Seventh Session of the Board of Directors”, “Overseas Regulatory Announcement Announcement Resolutions of the Sixteenth Meeting of the Seventh Session of the Board of Directors” and “Announcement Resolutions of the Sixteenth Meeting of the Eighth Session of the Board of Directors” published on 12 October 2010, 25 April 2012, 26 April 2013, 17 April 2014, 23 April 2015, 28 April 2016, 17 April 2017 and 24 April 2020, respectively.

Attachment 1: Adjustments to Member Enterprises of ZTE Group

(I) List of new member enterprises of ZTE Group

No.	Company name
1	中興終端有限公司 ZTE Terminal Co., Ltd.*

(II) Renaming of member enterprises of ZTE Group

No.	Original name of enterprise	Now renamed as:
1	中興新能源汽車有限責任公司 Zhongxing New Energy Vehicle Technology Co., Ltd.	中興新能源科技有限公司 ZXNE CORPORATION

(III) List of member enterprises removed from ZTE Group

No.	Company Name	No.	Company Name
1	深圳市中瑞檢測科技有限公司 Shenzhen Zhongrui Detection Technology Co., Ltd.	11	浩鯨雲(銀川)智慧城市研究院(有限公司) ZTE (Yinchuan) Smart City Academy Limited
2	浩鯨雲計算科技股份有限公司 WHALE CLOUD TECHNOLOGY CO., LTD	12	寧波中興智慧城市研究院有限公司 Ningbo ZTE Smart City Research Institute Limited
3	北京浩鯨雲軟件有限公司 Beijing Whale Cloud Software Co., Ltd.	13	黃岡教育穀投資控股有限公司 Huang Gang Education Valley Investment Holdings Ltd
4	廣州浩鯨雲科技有限公司 Guangzhou Whale Cloud Software Co., Ltd.	14	河南興遠智慧產業發展有限公司 Henan Xingyuan Smart Industrial Park CO., Ltd.
5	淮安中興軟件技術有限公司 HUAIAN ZTESOFT TECHNOLOGY CO., LTD.	15	衡陽網信置業有限公司 HENGYANG ICT REAL-ESTATE CO. , LTD.
6	江蘇中興豐創科技有限公司 Jiangsu ZTE Fengchuang Technology Co., Ltd.	16	中興飛流信息科技有限公司 Zhongxing JETFLOW Information Technology Co.,Ltd.
7	南京中興軟創軟件技術有限公司 ZTESOFT SOFTWARE TECHNOLOGY CO.,LTD.	17	中興九城網絡科技無錫有限公司 Zhongxing Jiucheng Network Technology Wuxi Co.,Ltd.
8	廈門浩鯨雲軟件有限公司 Xiamen Whale Cloud Software Co., Ltd.	18	中興能源有限公司 Zonergy Company Limited
9	玄雀數據科技(南京)有限公司 XuanQue Datatech (NanJing) Co. Ltd	19	深圳市中鑫新能源科技有限公司 Shenzhen Zhongxing New Energy Vehicle Technology Co., Ltd.
10	長沙浩鯨雲軟件有限公司 Changsha Whale Cloud Software Co., Ltd.	20	深圳市恒電新能源科技有限責任公司 Shenzhen Hengdian New Energy Vehicle Technology Co., Ltd.

*For identification purposes only.