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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 on the Approval of Registration for the Issue of Medium Term Note**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.*

ZTE Corporation (hereinafter referred to as “the Company”) passed the “Resolution on the Proposed Registration and Issue of Perpetual Medium Term Note of the Company” at the First Extraordinary General Meeting of 2014 of the Company held on 15 October 2014 and approved the issue of perpetual medium term note with a size of not more than RMB9 billion (hereinafter referred to as the “Medium Term Note”) by the Company, details of which were set out in the Announcement on Resolutions of the First Extraordinary General Meeting of 2014 issued by the Company on 15 October 2014. Application for registration has been made to the National Association of Financial Market Institutional Investors for the issue of the Medium Term Note with a size of RMB9 billion (in two tranches with the sizes of RMB6 billion and RMB3 billion respectively) intended to be issued by the Company.

The Company has received notices of acceptance of registration from the National Association of Financial Market Institutional Investors. According to the Notice of Acceptance of Registration (Zhong Shi Xie Zhu No. [2014]MTN438), the lead underwriter for the Medium Term Note with a registered amount of RMB6 billion would be China Merchants Bank Co., Ltd; and according to the Notice of Acceptance of Registration (Zhong Shi Xie Zhu No. [2014]MTN439), the lead underwriter for the Medium Term Note with a registered amount of RMB3 billion would be China Development Bank Corporation.

The registration for the amounts under the aforesaid two notices of acceptance of registration will be effective for a period of two years from their respective issue dates of the notices, during which the Company is allowed to issue the Medium Term Note in tranches and the issue of the first tranche should be completed in two months immediately upon the registration.

The prospectus and other discloseable document(s) in relation to the issue of Medium Term Note of the Company will be published on chinamoney.com (www.chinamoney.com.cn) and the web site of Shanghai Clearing House (www.shclearing.com) according to relevant provisions.

The Company will make further announcement(s) on relevant document(s) of the issue of Medium Term Note in due course according to the provisions of relevant laws and regulations.

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

Shenzhen, the PRC  
15 December 2014

*As at the date of this announcement, 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.*