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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 Forty-third 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.

ZTE Corporation (the “Company” or “ZTE”) issued the “Notice of the Forty-third Meeting of the Eighth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail on 9 December 2021. The Forty-third 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 16 December 2021. The Meeting was presided over by Mr. Li Zixue, Chairman. Of the 9 Directors required to attend the Meeting, 8 Directors attended in person and 1 Director appointed proxy to attend on his behalf. (Mr. Xu Ziyang, Director, was unable to attend the Meeting due to work reasons and has authorized Mr. Gu Junying, Director, to vote on his behalf). 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 ‘2022 Purchase Framework Agreement’ with Zhongxingxin, a connected party”, the details of which are set out as follows:

1. That ZTE and its subsidiaries purchase raw materials from Zhongxingxin Telecom Company Limited (“Zhongxingxin”), its subsidiaries and companies in which it holds equity interests of 30% or above in 2022, with the maximum aggregate amount of transactions (before VAT) estimated at RMB550 million, be approved;

2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2022 Purchase Framework Agreement” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as director of Zhongxingxin, Mr. Zhu Weimin, Director, did not take part in the voting in respect of this resolution at the Meeting.

II. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘2022 ZTE Channel Cooperation Framework Agreement – General Distributor’ with 航天歐華, a connected party”, the details of which are set out as follows:

1. That ZTE and its subsidiaries sell products to 航天歐華信息技術有限公司(“航天歐華”) in 2022, with the maximum aggregate amount of transactions (before VAT) estimated at RMB 1,200 million, be approved;

2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2022 ZTE Channel Cooperation Framework Agreement – General Distributor” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as the 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.

III. Consideration and approval of the “Resolution on connected transactions in relation to the execution of ‘2022-2023 Property and Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai, a connected party”, the details of which are set out as follows:

1. That ZTE and its subsidiaries lease properties and equipment and facilities to Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited (“Zhongxing Hetai”) and its subsidiaries in 2022 and 2023, with transactions amount RMB 57.54 million per year, be approved;

2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2022-2023 Property and Equipment and Facilities Lease Framework Agreement” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to her capacity as director of Zhongxing Hetai, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

IV. Consideration and approval of the “Resolution of the Company on continuing connected transactions in relation to the execution of ‘2022-2023 Purchase Framework Agreement’ for hotel services with Zhongxing Hetai, a connected party”, the details of which are set out as follows:

1. That ZTE and its subsidiaries purchase hotel services from Zhongxing Hetai and its subsidiaries in 2022 and 2023, with the maximum aggregate amount of transactions (before VAT) estimated at RMB 46 million and 48 million, respectively, be approved;
2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2022-2023 Purchase Framework Agreement” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to her capacity as director of Zhongxing Hetai, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

V. Consideration and approval of the “Resolution on Provision 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. and its subsidiaries in respect of composite credit facilities sought from financial institutions for an amount of not more than USD120 million to be applied on a revolving basis for an effective period commencing on 1 January 2022 and ending on 31 December 2022, be approved.
2. That NETAŞ TELEKOMÜNİKASYON A.Ş. 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 of resolution I to IV set out above, please refer to the “CONTINUING CONNECTED TRANSACTIONS PURCHASES OF RAW MATERIALS FROM ZHONGXINGXIN”, “Overseas Regulatory Announcement” published on the same date as this announcement.

For details of resolution V set out above, please refer to the “Overseas Regulatory Announcement Announcement on the Provision of Guarantee Between Subsidiaries” published on the same date as this announcement.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
16 December 2021

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.