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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 Resignation of Independent Non-executive Director**

***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.***

Independent Non-executive Director Mr. Tan Zhenhui (“Mr. Tan”) has tendered his resignation to ZTE Corporation (the “Company”) to resign as Independent Non-executive Director, as well as the member of Audit Committee and Remuneration and Evaluation Committee and the convener of Nomination Committee of the Board of Directors (the “Board”) of the Company due to his other personal commitments. Following his resignation, Mr. Tan will no longer hold any positions with the Company. Mr. Tan has confirmed that he has no disagreement with the Board of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

As Mr. Tan’s resignation will result in the number of Independent Non-executive Directors of the Company being reduced to less than one-third of the total number of Directors on the Board, in accordance with requirements set out in the Company Law of the People’s Republic of China, Guiding Opinion on the Establishment of the Independent Director System at Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) and other pertinent laws and regulations and provisions of the Articles of Association of the Company, Mr. Tan’s resignation will come into effect after a new of Independent Non-executive Director has been elected at the general meeting of the Company. Until then, Mr. Tan will continue to perform his duties as an

Independent Non-executive Director and a member of each of the specialist committees of the Board, in accordance with the pertinent laws and regulations and provisions of the Articles of Association of the Company. The Company will nominate the candidate for Independent Non-executive Director as soon as practicable in accordance with statutory procedures and table the nomination at the general meeting for election.

The Board would like to express sincere gratitude to Mr. Tan for his contributions during the term of his office as Independent Non-executive Director of the Company.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

30 December 2015

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