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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 Twenty-sixth Meeting of the Sixth 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”) issued the “Notice of convening the Twenty-sixth Meeting of the Sixth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 9 April 2015. The Twenty-sixth Meeting of the Sixth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Beijing, Xi’an and Xiamen by way of video conference on 23 April 2015. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to attend the Meeting, 11 Directors attended in person and 3 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons, and has authorised Mr. Wang Zhanchen, Director, to vote on his behalf. Mr. He Shiyou, Director, was unable to attend the Meeting due to work reasons, and has authorised Mr. Shi Lirong, Director, to vote on his behalf. Mr. Wei Wei, Independent Non-executive Director, was unable to attend the Meeting due to work reasons, and has authorised Mr. Tan Zhenhui, Independent Non-executive 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 (the “Articles of Association”), and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

**I. Consideration and approval of the “2015 First Quarterly Report of the Company.”**

Voting result: For: 14; Against: 0; Abstained: 0.

**II. Consideration and approval of the “Resolution on the adjustment of member enterprises of ZTE Group,” the details of which are as follows:**

1. That the adjustment of the list of member enterprises of ZTE Group <sup>1</sup> (Please refer to the Attachment 1 for details of the adjustment of the list of member enterprises of ZTE Group) be approved;

2. That the amendment of Paragraph 2 under Article 7 of the ZTE Group Articles of Association by modifying the list of member enterprises of ZTE Group be approved;

3. That the authorisation of Mr. Hou Weigui, legal representative of the Company, or personnel delegated by Mr. Hou Weigui to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

Voting result: For: 14; Against: 0; Abstained: 0.

**III. Consideration and approval of the “Resolution on continuing connected transactions under the ‘Property and Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai,” the details of which are as follows:**

That the execution of the “Property and Equipment and Facilities Lease Framework Agreement” between the Company and Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited (“Zhongxing Hetai”), a connected party, for a term commencing on 1 July 2015 and ending on 30 June 2016, with the cap of the aggregate

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<sup>1</sup> ZTE Group refers to the Company and certain of its domestic subsidiaries, associates and joint ventures, being legally established enterprises which have adopted the ZTE Group Articles of Association and fulfilled basic conditions for business operation and which have applied to and been approved by the Board of Directors of the Company to become a member of the ZTE Group, 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” and “Announcement of Resolutions of the Seventeenth Meeting of the Sixth Session of the Board of Directors” published on 12 October 2010, 25 April 2012, 26 April 2013 and 17 April 2014, respectively.

transactions amount during the effective period of the contract estimated at RMB85 million be approved.

Voting result: For: 13; Against: 0; Abstained: 0.

**IV. Consideration and approval of the “Resolution on continuing connected transactions under the ‘Purchase Framework Agreement’ for hotel services with Zhongxing Hetai,” the details of which are as follows:**

That the execution of the “Purchase Framework Agreement” for hotel services between the Company and Zhongxing Hetai, a connected party, for a term commencing on 1 July 2015 and ending on 30 June 2016, with the cap of the aggregate transactions amount during the effective period of the contract estimated at RMB90 million be approved.

Voting result: For: 13; Against: 0; Abstained: 0.

Notes to the two aforesaid connected transactions:

1. Mr. Hou Weigui, Chairman of the Company, is also chairman of Zhongxing Development Company Limited (“Zhongxing Development”). Therefore, Zhongxing Development is a connected party of the Company under Paragraph (III) of Rule 10.1.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (“Shenzhen Listing Rules”). Zhongxing Hetai is the subsidiary of Zhongxing Development. Therefore, Zhongxing Hetai is a connected party of the Company, and transactions between the Company and Zhongxing Hetai constitute connected transactions.

Zhongxing Hetai is not a connected party of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. As chairman of Zhongxing Development, the parent company of Zhongxing Hetai, Mr. Hou Weigui, Chairman, did not take part in the voting in respect of the connected transactions with Zhongxing Hetai during the consideration of such matters at the Meeting.

For details of the aforesaid connected transactions, please refer to the Overseas Regulatory Announcement published on the same date as this announcement.

**V. Consideration and approval of the “Resolution on the nomination of candidates for independent non-executive directors,” the details of which are as follows:**

1. The Sixth Session of the Board of Directors of the Company has nominated Mr. Chen Shaohua (陳少華), Mr. Lü Hongbing (呂紅兵) and Mr. Bingsheng Teng (滕斌聖) as candidates for independent non-executive directors of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016).

2. The Sixth Session of the Board of Directors of the Company has approved the tabling of the candidates for independent non-executive directors of the Company at the general meeting of the Company for consideration.

Voting result: For: 14; Against: 0; Abstained: 0.

(Please refer to Attachment 2 for brief biographies of the aforesaid candidates for independent non-executive directors.)

Information on the aforesaid candidates for independent non-executive directors shall be submitted to the Shenzhen Stock Exchange for examination and then tabled at the general meeting for review and voting if such information is approved by the Shenzhen Stock Exchange without dissenting views.

Prior to the Meeting, the Nomination Committee of the Sixth Session of the Board of Directors of the Company had conducted meticulous and stringent examination of the potential candidates for independent non-executive directors and had considered and passed the “Resolution on the nomination of candidates for independent non-executive directors” following deliberation to propose to the Sixth Session of the Board of Directors of the Company to nominate Mr. Chen Shaohua (陳少華), Mr. Lü Hongbing (呂紅兵) and Mr. Bingsheng Teng (滕斌聖) as candidates for independent non-executive directors of the Company, and had approved the submission of the resolution to the Meeting for consideration.

At the Meeting, independent non-executive directors of the Company, including Ms. Qu

Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Richard Xike Zhang furnished an independent opinion on the “Resolution on the nomination of candidates for independent non-executive directors” as follows:

The Nomination Committee of the Sixth Session of the Board of Directors has completed the examination of the qualifications of the recommended potential candidates for independent non-executive directors, formed a proposal of nomination of candidates for independent non-executive directors, and submitted the same to the Board of Directors for consideration and approval in compliance with the requirements of pertinent laws and regulations. The procedure for nominating candidates for independent non-executive directors and their qualifications for appointment are in compliance with provisions of pertinent laws and regulations and the Articles of Association.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

23 April 2015

*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.*

## **Attachment 1: Adjustment of Member Enterprises of ZTE Group**

### **(I) List of new member enterprises of ZTE Group**

1. 深圳市中興智谷科技有限公司  
(Shenzhen Zhongxing Zhigu Technology Company Limited\*)
2. 中興新能源汽車有限責任公司  
(ZTEV Corporation\*)
3. 深圳微品致遠信息科技有限公司  
(Shenzhen Weipin Zhiyuan Information Technology Company Limited\*)
4. 嘉興市興和創業投資管理有限公司  
(Jiaxing Xinghe Capital Management Company Limited\*)
5. 深圳市中興合泰物業管理有限公司  
(Shenzhen Zhongxing Hetai Property Management Company Limited\*)
6. 西安中興通訊終端科技有限公司  
(Xi'an ZTE Terminal Technology Company Limited\*)
7. 河南中興網信科技有限公司  
(Henan ZTEsoft Technology Company Limited\*)
8. 重慶中興網信科技有限公司  
(Chongqing ZTE ICT Company Limited\*)
9. 西安中興和泰酒店管理有限公司  
(Xi'an Zhongxing Hetai Hotel Management Company Limited\*)
10. 北京中興軟創軟件有限公司  
(Beijing ZTEsoft Software Company Limited\*)
11. 廣州中興軟創科技有限公司  
(Guangzhou ZTEsoft Technology Company Limited\*)
12. 江蘇中興豐創科技有限公司  
(Jiangsu Zhongxing Fengchuang Technology Company Limited\*)
13. 河南中興智慧產業發展有限公司  
(Henan Zhongxing Smart Industry Development Company Limited\*)
14. 中興（銀川）智慧城市研究院（有限公司）  
(Zhongxing (Yinchuan) Smart City Research Institute (Company Limited)\*)
15. 山西中興網信科技有限公司  
(Shanxi ZTEICT Company Limited\*)
16. 中興智慧城市產業（太倉）有限公司  
(Zhongxing Smart City Industry (Taicang) Company Limited\*)
17. 前海融資租賃股份有限公司  
(Qianhai Finance Lease Corporation\*)

## **(II) Renaming of member enterprises of ZTE Group**

“深圳市中興移動通信有限公司” (Shenzhen ZTE Mobile Telecom Co., Ltd.) and “深圳市中軟海納技術有限公司” (Shenzhen Zhongruan Haina Technology Company Limited\*), member enterprises of ZTE Group, have been renamed “努比亞技術有限公司” and “深圳市中興通訊資產管理有限公司”, respectively.

## **(III) List of member enterprises removed from ZTE Group**

1. 安徽中興通訊傳媒有限責任公司  
(Anhui ZTE Media Company Limited\*)
2. 安徽亞龍通信技術有限公司  
(Anhui Yalong Communication Technology Company Limited\*)

\* *For identification purposes only.*

## **Attachment 2: Brief biographies of the candidates for independent non-executive directors**

**Mr. Chen Shaohua (陳少華)**, born in 1961, obtained his MBA degree at Dalhousie University, Canada in 1987 and his doctoral degree in Economics (Accounting) at Xiamen University in 1992. With the title of Accounting Professor, Mr. Chen is currently professor and tutor to doctoral candidates of the Accounting Department, School of Management and deputy director of the Accounting Development Research Centre (a key research base for arts disciplines designated by the Ministry of Education) of Xiamen University. Mr. Chen has been teaching assistant, lecturer and associate professor of the Accounting Department of Xiamen University, as well as visiting professor at Virginia Union University. He has also been a certified public accountant at the Xiamen University Accounting Firm and Xiamen Yongda Accounting Firm. Mr. Chen is currently president of the Accounting Association of Xiamen Foreign Investment Enterprises, vice president of the Xiamen Association of Chief Accountants, as well as an independent non-executive director of Sinoma International Engineering Co., Ltd. (a company listed on Shanghai Stock Exchange), Tianma Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange), Xiamen Meiya Pico Information Co., Ltd. (a company listed on Shenzhen Stock Exchange), Fujian Septwolves Industrial Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. During the past three years, Mr. Chen has been an independent non-executive director of Fujian Newchoice Pipe Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Xiamen 35.com Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. Mr. Chen was an independent non-executive director of the Company from July 2003 to July 2009. Mr. Chen has strong academic and professional background as well as proven experience in accounting and finance. Mr. Chen does not hold any shares of the Company. Mr. Chen is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.

**Mr. Lü Hongbing (呂紅兵)**, born in 1966, graduated in 1988 with a bachelor's degree in law and further obtained a master's degree in law in 1991 from East China University of Political Science and Law. Since September, 2009, he has been studying for a doctoral degree in management engineering at University of Science and Technology of China. He is qualified to practice law in China, and now serves as the chief executive partner of Grandall Law Firm. Mr. Lü has worked at East China University of Political Science and Law, Shanghai Wanguo Securities Co., Ltd., Shanghai Wanguo Law Firm,



Grandall (Shanghai) Law Firm. He is currently vice president of All China Lawyers Association, committee member and deputy head of the Society and Legal System Committee of the 12th Shanghai Committee of the Chinese People's Political Consultative Conference, arbitrator of Shanghai International Economic and Trade Arbitration Commission, Shanghai International Arbitration Centre, Shanghai Arbitration Commission and Shanghai Court of Financial Arbitration, respectively, advisory member of the Restructuring Committee of China Securities Regulatory Commission, member of the Listing Committee of Shanghai Stock Exchange, professor or part-time professor of Fudan University and China Renmin University, and the independent non-executive director of Shanghai Jiaoda Onlly Co., Ltd. (a company listed on Shanghai Stock Exchange), Shimao Property Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Shanghai Shentong Metro Co., Ltd. (a company listed on Shanghai Stock Exchange). During the past three years, Mr. Lü has been an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Aerospace Automobile Electromechanical Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Metersbonwe Fashion and Accessories Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Shanghai Pudong Road And Bridge Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. Mr. Lü has profound academic and professional background as well as extensive experience in the legal sector. Mr. Lü does not hold any shares of the Company. Mr. Lü is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.

**Mr. Bingsheng Teng (滕斌聖)**, born in 1970, graduated from the City University of New York with a doctoral degree in strategic management in 1998. Dr. Teng taught at the School of Business of George Washington University from 1998 to 2006, as assistant professor and then associate professor of strategic management (with tenure). He was also in charge of the departmental doctoral program in strategic management and public policy. In 2003, Dr. Teng was honored as a Wendell and Louis Crain Research Scholar at the School of Business of George Washington University. Dr. Teng joined Cheung Kong Group School of Business (CKGSB) in late 2006 and has been an associated professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. He is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). In June 2011 to January 2015, Dr. Teng

was an independent non-executive director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on Shenzhen Stock Exchange). Dr. Teng has strong academic and professional experience as well as proven track record in corporate strategic management. Dr. Teng does not hold any shares of the Company. Mr. Teng is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws and regulations.