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ZTE中兴
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)

**NOTICE OF THE FIRST
EXTRAORDINARY GENERAL MEETING OF 2013**

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.

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting of 2013 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be held on site in accordance with the resolution passed at the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of the Company held on 14 January 2013. Details of the EGM are set out below:

I. INFORMATION REGARDING THE EGM

(I) Date and time of meeting

The EGM will commence at 9:00 a.m. on Thursday, 7 March 2013.

(II) Venue

The EGM will be held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China.

Tel: + 86 (755) 26770282

(III) Convener

The EGM will be convened by the Board of Directors of the Company.

(IV) Legal and regulatory compliance of the convening of the meeting

The Fifth Session of the Board of Directors of the Company gives assurance that the EGM is convened in compliance with the provisions of pertinent laws, administrative regulations, departmental rules, regulatory documents, and the Articles of Association of ZTE Corporation (hereinafter referred to as “Articles of Association”).

(V) Voting method

Voting by poll will be carried out on site at the EGM.

(VI) Attendees

1. All ZTE (000063) shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Monday, 4 February 2013 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”);
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Monday, 4 February 2013 at 4:30 p.m. (hereinafter referred to as “H Shareholders”);
3. Directors, supervisors and senior management of the Company; and
4. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

(VII) Period of closure of H share register

The Company will close its H share register from Tuesday, 5 February 2013 to Wednesday, 6 March 2013 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 4 February 2013.

II. MATTERS TO BE CONSIDER AT THE EGM

The following resolutions will be considered at the EGM:

Ordinary Resolutions

1. To consider the “Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Sixth Session of the Board of Directors.”

At the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of the Company held on 14 January 2013, it was resolved that the re-election of the Board of Directors will be held, as the term of office of the Fifth Session of the Board of Directors will conclude on 29 March 2013. Upon the recommendation of the Nomination Committee of the Board of Directors, the Fifth Session of the Board of Directors of the Company has nominated Mr. Hou Weigui, Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Shi Lirong, Mr. Yin Yimin and Mr. He Shiyong as candidates for Non-independent Directors of the Sixth Session of the Board of Directors of the Company, and Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert as candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of the Company.

In accordance with the “Guidelines for the Establishment of the System of Independent Non-executive Directors in Listed Companies” 《關於在上市公司建立獨立董事制度的指導意見》 issued by the China Securities Regulatory Commission (“CSRC”) which stipulate that “the term of Independent Non-executive Directors of a listed company shall be the same as the term of other directors of that listed company, and Independent Non-executive Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office,” the term of office as candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chen Naiwei, who were first appointed Independent Non-executive Directors of the Fifth Session of the Board of Directors on 22 July 2009, will commence on 30 March 2013 and end on 21 July 2015 following the shareholders’ resolution approving their appointments. The term of office as candidate for Independent Non-executive Director of the Sixth Session of the Board of Mr. Timothy Alexander Steinert, who intends to discontinue his office as Independent Non-executive Director of the Company after 29 June 2013 owing to his work arrangement as chief legal officer of Alibaba Group Holding Limited, will commence on 30 March 2013 and end on 29 June 2013 following the shareholders’ resolution approving his appointment. Upon the conclusion of such term, the Company will actively identify candidates for Independent Non-executive Directors to replace Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert as Independent Non-executive Directors of the Company, in order to fulfill relevant requirements of the laws and the Articles of Association on the proportion of Independent Non-executive Directors on the Board of Directors. Candidates for Directors of the Sixth Session of the Board of Directors other than Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders’ resolution approving their appointments.

Please refer to the circular of the Company dated 18 January 2013 for brief biographies of the candidates for Directors aforementioned.

The Company will submit the information on the aforesaid candidates for Independent Non-executive Directors to the Shenzhen Stock Exchange and then tabled at the general meeting for consideration and voting if such information is approved by the Shenzhen Stock Exchange without dissent.

2. To consider the “Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders’ Representative Supervisors of the Sixth Session of the Supervisory Committee.”

At the Twenty-sixth Meeting of the Fifth Session of the Supervisory Committee of the Company held on 14 January 2013, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Fifth Session of the Supervisory Committee will conclude on 29 March 2013. The Fifth Session of the Supervisory Committee of the Company has nominated Mr. Chang Qing and Ms. Xu Weiyan as candidates for Shareholders’ Representative Supervisors of the Sixth Session of the Supervisory Committee of the Company.

The candidates for Shareholders’ Representative Supervisors of the Sixth Session of the Supervisory Committee shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders’ resolution approving their appointments.

Please refer to the circular of the Company dated 18 January 2013 for brief biographies of the candidates for Shareholders’ Representative Supervisors aforementioned.

In accordance with relevant provisions of the Articles of Association, resolutions No. 1 and 2 set out above shall be determined by way of accumulative voting, whereby each candidate for Director and each candidate for Shareholders’ Representative Supervisor shall be voted upon on an individual basis.

Special Resolution

3. To consider and approve the “Resolution on the Amendment of Relevant Clauses of the Articles of Association.”

To consider and, if thought fit, approve the proposed amendments to the Articles of Association set out in the circular of the Company dated 18 January 2013.

III. REGISTRATION AT THE EGM

(I) Registration of attendance

Shareholders intending to attend the EGM should complete and sign the reply slip and return the same to the Company by hand, post or facsimile (to the address or facsimile number set out below, as the case may be) on or before Thursday, 14 February 2013.

For domestic shareholders:

To the registered office:

ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China

(Facsimile No.: +86 (755) 26770286)

For H shareholders:

To principal place of business of the Company in Hong Kong:

8th Floor Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong

(Facsimile No.: +852 35898555)

(II) Requirements when registering and voting by way of proxy

1. Any shareholder entitled to attend and vote at the meeting may entrust one or more person(s) (whether or not a shareholder) as his proxy (ies) to attend and vote at the meeting on his behalf. The shareholder may attend and vote at the meeting in person notwithstanding that he has completed and submitted the proxy form, in which case, the proxy form is deemed withdrawn. For a shareholder who entrusts two or more proxies, the voting rights to be exercised by such proxies in aggregate shall not exceed the total number of the votes that the shareholder is entitled to exercise at the meeting, and any one share may only be voted upon once by one proxy.
2. A shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorising shareholder or his duly authorised attorney. The proxy form shall be notarized if it is to be signed by any person other than by the authorising shareholder himself. To be valid, this proxy form together with any notarized copy of the power of attorney or other authorisation documents for signing the proxy form (if any) must be deposited, not less than 24 hours before the time appointed for holding the EGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China 518057 for Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.

3. If a shareholder entrusts his proxy(ies) to attend and vote at the meeting on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form, the stock account card of shareholder and evidence of shareholding.

IV. MISCELLANEOUS

(I) The EGM is expected to last less than one day; all accommodation, travel and expenses relating to attendance of the meeting shall be borne by the attendees.

(II) EGM contact person: You Tingting

(III) Contact telephone number: +86 (755) 26770282

(IV) Contact fax number: +86 (755) 26770286

V. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of ZTE Corporation.

Resolutions of the Twenty-sixth Meeting of the Fifth Session of the Supervisory Committee of ZTE Corporation.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
18 January 2013

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 Timothy Alexander Steinert.