

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

Overseas Regulatory Announcement
Announcement Resolutions of Twenty-seventh Meeting of the
Seventh Session of the Board of Directors

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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 (the "Company") issued the "Notice of the Twenty-seventh Meeting of the Seventh Session of the Board of Directors (the "Board") of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 6 February 2018. The Twenty-seventh Meeting of the Seventh Session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via communication means on 9 February 2018. The Meeting was presided over by Mr. Yin Yimin, Chairman. All of the 14 Directors required to attend the Meeting duly attended in person. 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 "Resolution on Matters pertaining to the Entrustment in relation to the Development, Construction, Sales and Operation of Shenzhen Bay Super Headquarters Base", the details of which are set out as follows:

1. That the execution of the "Framework Agreement for Entrustment of Development, Construction, Sales and Operation", "Entrustment of Development, Construction and Sale Agreement", "Entrustment of Operation Agreement" and documents relating to the transaction between the Company and Shenzhen Vanke Real Estate Co., Ltd.* (深圳市萬科房地產有限公司) ("Vanke") be approved;

2. That the legal representative of the Company or his delegated signatory be authorised to sign documents relating to the transaction and that the legal representative of the Company or his attorney appointed in writing be authorised to deal with and determine matters arising in the course of the conduct the transaction;

3. That the resolution be tabled at the general meeting for consideration.

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

For details please refer to the "DISCLOSEABLE TRANSACTION FRAMEWORK

AGREEMENT FOR ENTRUSTMENT OF DEVELOPMENT, CONSTRUCTION, SALES AND OPERATION” published on the same date as this announcement.

II. Consideration and approval of the “Resolution on Matters pertaining to the Disposal of Shares in ZTEsoft Technology Co., Ltd, a Subsidiary”, the details of which are set out as follows:

1. That the disposal of 43.66% shares in ZTEsoft Technology Co., Ltd* (中興軟創科技股份有限公司) (“ZTEsoft”) to Nanjing Xiruan Corporate Management Limited Partnership* (南京溪軟企業管理合夥企業 (有限合夥)) (“Nanjing Xiruan”) by the Company and the injection of RMB100 million as capital into ZTEsoft by Nanjing Xiruan be approved;

2. That the legal representative of the Company or his delegated signatory be authorised to sign on behalf of the Company the “Agreement for Share Transfer and New Share Subscription”, “Shareholders’ Agreement” and documents relating to the transaction, and to process necessary procedures pertaining to the transaction.

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

For details please refer to the “Overseas Regulatory Announcement on Matters pertaining to the Transfer of Certain Shares in ZTEsoft Technology Co., Ltd” published on the same date as this announcement.

By Order of the Board
Yin Yimin
Chairman

Shenzhen, the PRC
9 February 2018

As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Yin Yimin and Zhao Xianming; seven non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang, Zhan Yichao, Wei Zaisheng and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.

** For identification purposes only*