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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-fifth 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”) issued the “Notice of the Forty-fifth Meeting of the Eighth Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail on 22 February 2022. The Forty-fifth Meeting of the Eighth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Beijing and other locations by way of video and telephone conference on 8 March 2022. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. 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 “Full Text of the 2021 Annual Report” and the “2021 Annual Report Summary and Results Announcement” and approval of submission of the 2021 Annual Report (including 2021 Financial Report of the Company Audited by the Auditor) to the general meeting of the Company for consideration.

The Group’s losses for asset impairment and credit impairment for 2021 contained in the Full Text of the 2021 Annual Report amounted to RMB1,790 million. For details, please refer to the note V. 48 and V. 49 in the 2021 financial report.

Voting result: For: 9; Against: 0; Abstained: 0.

II. Consideration and approval of the “Final Financial Accounts for 2021” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

III. Consideration and approval of the “Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment Limits for 2022”, and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the Report on the Feasibility Analysis of Derivative Investment be approved, and Board of Directors is of the view that the derivative investment is feasible.

2. That the Company be authorised by the general meeting to invest in value protection derivative products with a limit of the equivalent of USD2.8 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD2.8 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier. The details of the limit are as follows:

(1) The investment limit for foreign exchange derivatives shall be the equivalent of USD2.5 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future income or forecast of future revenue and expenditure.

(2) The limit for interest rate swap shall be the equivalent of USD0.3 billion, such interest rate swap being used for value protection against foreign currency loans at floating interest rates.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” and “Overseas Regulatory Announcement on the Application for Derivative Investment Limits for 2022” published on the same date as this announcement.

IV. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2022” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the provision of performance guarantee limits for 8 subsidiaries by the Company be approved, the details of which are as follows:

(1) That the provision of performance guarantee (including but not limited to the execution of guarantee agreements by the parent company) with a total amount of not more than USD300 million for 8 subsidiaries by the Company on a revolving basis for an effective term commencing from the date on which the said matter is considered and approved at the general meeting of the Company and ending from the date on which the next annual general meeting of the Company is convened be approved.

(2) That the authorisation of the Board of Directors to approve specific guarantees within the aforesaid limit be approved.

2. That the reciprocal provision of guarantee among NETAŞ TELEKOMÜNİKASYON A.Ş. (“Netaş”), a subsidiary of the Company, and its subsidiaries be approved, the details of which are as follows:

(1) That the proposed reciprocal provision of joint-liability guarantee among Netaş and its subsidiaries in respect of composite credit facilities sought from financial institutions for an amount of the equivalent of not more than USD120 million to be applied on a revolving basis for an effective period commencing from the date on which the said matter is considered and approved at the general meeting of the Company and ending from the date on which the next annual general meeting of the Company is convened be approved.

(2) That Netaş and its subsidiaries be authorised to determine the actual amount and term of guarantee based on negotiations with the financial institutions and actual conditions be approved.

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement Provision of Guarantee Limits for Subsidiaries for 2022” published on the same date as this announcement.

V. Consideration and approval of the “Resolutions on the Proposed Application for Composite Credit Facilities for 2022” on an individual basis, the details of which are as follows:

That the Company applying for composite credit facilities totaling RMB173.70 billion, USD5.76 billion and EUR0.28 billion from 26 domestic and overseas financial institutions including China Development Bank, Shenzhen Branch; Bank of China Limited; Industrial and Commercial Bank of China, Shenzhen Branch; China Construction Bank Co., Ltd., Shenzhen Branch; Agricultural Bank of China, Shenzhen Branch; Bank of Communications,

Shenzhen Branch; Postal Savings Bank of China Co.,Ltd., Shenzhen Branch; Export-Import Bank of China, Shenzhen Branch; China Merchants Bank Co., Ltd., Shenzhen Branch; China CITIC Bank Co., Ltd., Shenzhen branch; China Everbright Bank, Shenzhen Branch; China Guangfa Bank, Shenzhen Branch; Pingan Bank Co.,Ltd., Shenzhen Branch; Industrial Bank Co.,Ltd., Shenzhen Branch; Bank of Beijing Co.,Ltd., Shenzhen Branch; Hua Xia Bank Co.,Ltd., Shenzhen Branch; Bank of Ningbo Co., Ltd. Shenzhen Branch; Hengfeng Bank Co., Ltd. Shenzhen Branch; China Resources Bank of Zhuhai Co.,Ltd., Shenzhen Branch; Guangdong Huaxing Bank, Shenzhen Branch; China Export & Credit Insurance Corporation; Societe Generale (China) Limited; Credit Agricole CIB (China) Limited, Shanghai Branch; DBS Bank (China) Co.,Ltd., Shenzhen Branch; United Overseas Bank (China) Limited and BNP Paribas China Co.,Ltd., be approved. The composite credit facilities are subject to approval by the financial institutions. The Company is required to undergo necessary approval procedures in accordance with its current internal regulations and the requirements of pertinent laws, regulations and the Listing Rules when processing specific transactions under such composite credit facilities.

Note: The above composite credit facilities represent the maximum amounts to be granted by the financial institutions to the Company for its business operations based on their assessments of the Company's conditions. The Company will determine the type(s) of facilities to be utilised, subject to the aforesaid limits, based on the actual requirements of its production operations, after fulfilling internal approval procedures of the Company and corresponding approval procedures required by the financial institutions. The amounts of composite credit facilities set out above represent amounts proposed by the Company to the financial institutions and are subject to final amounts approved by the financial institutions.

Each of the above resolutions, except for the one on the application for composite credit facilities from China Development Bank, Shenzhen Branch, shall be valid with effect from 8 March 2022 until the earlier of (1) the approval of the next new credit facilities with the financial institution by the competent internal authorities of the Company, or (2) 31 March 2023. Unless otherwise stipulated under laws and regulations or the Articles of Association or owing to business requirements, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations within such cap under such composite credit facilities. The legal representative of the Company, or his authorised signatory, is authorised by the Board of Directors to sign, during the effective period of the composite credit facilities granted by the financial institution and to the extent permitted under laws and regulations and the Articles of Association, all legal contracts and documents relating to the composite credit facilities or transactions under the composite credit facilities.

The aforesaid resolution of the Company proposing the applications to China Development Bank, Shenzhen Branch for composite credit facilities amounting to USD5 billion, is subject to consideration and approval by the general meeting of the Company. The Board of Directors requested the general meeting to authorise the Board of Directors to adjust the details and actual duration of the credit facilities pursuant to the Company's requirements or negotiations with the financial institutions, subject to the aforesaid caps of composite credit facilities and within the period considered and approved by the general meeting. The Board

of Directors and legal representative of the Company or his authorised signatory are authorised to negotiate with the financial institutions and sign all legal contracts and documents relating to the aforesaid composite credit facilities or transactions under such composite credit facilities.

Voting result: For: 9; Against: 0; Abstained: 0.

Statement: The composite credit facilities applied by the Company for each financial institution except China Development Bank, Shenzhen Branch does not exceed 50% of the latest audited net assets, and it is not required to be tabled at the general meeting for consideration.

VI. Consideration and approval of the “Special Report on Annual Raised Fund Storage and Use in 2021”

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

VII. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2022” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That Ernst & Young Hua Ming LLP be re-appointed as the auditor of the Company’s financial report for 2022 and the financial report audit fees be in the amount of RMB8.30 million (including relevant tax expenses but excluding meal expenses) be approved.

2. That Ernst & Young Hua Ming LLP be re-appointed as the internal control auditor of the Company for 2022 and the internal control audit fees be in the amount of RMB1.26 million (including relevant tax expenses but excluding meal expenses) be approved.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

VIII. Consideration and approval of the “Report of the Audit Committee on the 2021 Audit of the Company Performed by the Auditor.”

Voting result: For: 9; Against: 0; Abstained: 0.

IX. Consideration and approval of the “Resolution on Adjustments to the Members Enterprises of ZTE Group¹” .

Voting result: For: 9; against: 0; abstained: 0.

X. Consideration and approval of the “2021 Assessment Report on Internal Control.”

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

XI. Consideration and approval of the “2021 Report of the President” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

XII. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for the President for 2021.”

As Mr. Xu Ziyang, Director, served as the President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 8; Against: 0; Abstained: 0.

XIII. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for Other Senior Management Personnel and Annual Bonus Amount for Chairman and Chairman of the Supervisory Committee for 2021.”

Mr. Li Zixue, Chairman, did not take part in the voting in respect of this matter at the Meeting.

As Mr. Gu Junying, Director, served as the Executive Vice President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 7; Against: 0; Abstained: 0.

XIV. Consideration and approval of the “2021 Annual Remuneration Implementation Report.”

¹ ZTE Group is a union of corporate legal persons composed of the parent company and its subsidiaries, joint-stock companies, etc., with ZTE Corporation as the parent company.

Voting result: For: 9; Against: 0; Abstained: 0.

XV. Consideration and approval of the “Resolution on Charitable Donations for 2022”, the details of which are set out as follows:

That the charitable donations for 2022 not exceed RMB37.50 million by the Company and its subsidiaries be approved.

Director Mr. Gu Junying, chairman of the Council of ZTE Charitable Foundation, did not take part in the voting in respect of this matter at the Meeting as the said matter was involved in donation to the Council of ZTE Charitable Foundation.

Voting result: For: 8; Against: 0; Abstained: 0.

XVI. Consideration and approval of the “2021 Sustainability Report.”

Voting result: For: 9; against: 0; abstained: 0.

For details, please refer to the “2021 Sustainability Report” published on the same date as this announcement.

XVII. Consideration and approval of the “2021 Report of the Board of Directors” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

XVIII. Consideration and approval of the “Proposal of Profit Distribution for 2021” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the proposal of profit distribution for 2021 be approved;
2. Proposed the general meeting authorise any Directors or the Secretary to the Board of Directors of the Company to deal in accordance with the law with matters relating to the profit distribution for 2021.

Highlights of the Proposal of Profit Distribution for 2021:

1. Audited net profit attributable to the holders of ordinary shares of the Company for the year 2021 amounted to approximately RMB 8,270,187,000. Together with undistributed profit of approximately RMB5,816,798,000 carried forward at the beginning of the year, dividend distribution to shareholders for 2020 of approximately RMB927,542,000 and after provision for statutory surplus reserves of approximately RMB58,681,000 , profit available for distribution to shareholders amounted to approximately RMB13,100,762,000.

2. The Board of Directors of the Company has recommended the proposal of profit distribution of the Company for 2021 as follows:

Distribution of RMB3 in cash (before tax) for every 10 shares to all shareholders based on the total share capital (including A shares and H shares) as at the record date for profit distribution and dividend payment.

In the event of changes in the Company's total share capital after the announcement of the Company's profit distribution proposal for 2021 but before its implementation, the total amount of distribution shall be readjusted in accordance with the law on the basis of the total share capital (including A shares and H shares) as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2021 according to the existing proportion for distribution.

The Company's total share capital was 4,731,665,005 shares as at 8 March 2022. There are 4,447,503 outstanding options exercisable in the third exercise period under the 2017 A share option incentive scheme of the Company and the third exercise period is the dates on which the share options are exercisable during the period from 14 July 2021 to 5 July 2022. There are 51,375,352 outstanding options exercisable in the first exercise period of the first grant under the 2020 A share option incentive scheme of the Company and the first exercise period is the dates on which the share options are exercisable during the period from 17 November 2021 to 5 November 2022. Assuming the said options are fully exercised prior to the A share record date of dividend distribution, 4,787,487,860 shares in the Company will be entitled to dividend payment, which will result in a total dividend amount of not more than RMB1.44 billion.

3. The Company's profit distribution proposal for 2021 is in compliance with the cash profit distribution policy determined under the Articles of Association and the Company's "Shareholders' Dividend and Return Plan (2021-2023)" and not in violation of pertinent provisions under pertinent laws and regulations, such as the Company Law of the People's Republic of China and Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (2022 Revised), and the Articles of Association.

The exact timing of payment of the Company's 2021 dividend depends on when the general meeting will be held and the progress of working relating to dividend distribution, and that the distribution will be completed no later than 31 August 2022.

Voting result: For: 9; Against: 0; Abstained: 0.

XIX. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2022” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) subject to the approval at the general meeting of the Company, to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

(1) such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

(2) the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H Shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

(3) The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.

2. For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

(1) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(2) the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting;

3. Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to the general mandate as stated under paragraph 1 of this resolution, the Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the mainland of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph 1 of this resolution); and

4. The Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph 1 of this resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

XX. Consideration and approval of the “Resolution on the tabling of the proposed mandate for the repurchase of the Company’s A shares for 2022 at the general meeting for consideration” and approval of submission to the First Extraordinary General Meeting of 2022 of the Company for consideration, the details of which are as follows:

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution to be tabled at the general meeting for consideration seeks to give mandate to the Board of Directors of the Company only to deal with matters pertaining to the share repurchase. At present, the Company has yet to formulate a detailed plan for the share repurchase. Subject to consideration and approval at the general meeting, the Company will confirm whether to proceed with the repurchase based on factors such as conditions in the capital market and volatility and movement in the Company’s share price, among others.

For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement Tabling of the Proposed Mandate for the Repurchase of the Company’s A Shares for 2022 at the General Meeting for Consideration” published on the same date as this announcement.

XXI. Consideration and approval of the “Resolution on the Convening of the First

Extraordinary General Meeting of 2022.”

The Company has resolved to convene the First Extraordinary General Meeting of 2022 (the “EGM”) of the Company on Wednesday 30 March 2022 at the conference room on the 4th floor of the Shenzhen headquarters of the Company.

Voting result: For: 9; Against: 0; Abstained: 0.

“Notice of the First Extraordinary General Meeting of 2022” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

The Company will close its H share register from Friday, 25 March 2022 to Wednesday, 30 March 2022 (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 Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Thursday, 24 March 2022.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
8 March 2022

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.