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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 Thirty-first 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 and misleading statement or material omission in this announcement.

ZTE Corporation (the “Company”) issued the “Notice of the Thirty-first Meeting of the Sixth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 17 September 2015. The Thirty-first Meeting of the Sixth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of video conference on 22 September 2015 at the Shenzhen headquarters of the Company, Beijing, Shanghai. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to vote at the Meeting, 9 Directors duly participated and 5 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 authorized in writing Mr. Wang Zhanchen, Director, to vote on his behalf. Mr. Dong Lianbo, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Hou weigui, Chairman, to vote on his behalf. Mr. Shi Lirong, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Mr. Richard Xike Zhang, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. Mr. Bingsheng Teng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing 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 “Resolution of the Company on the Nomination of Candidates for Non-independent Directors”, the details of which are as follows:

1. That Mr. Wang Yawen (王亞文), Mr. Tian Dongfang (田東方), Mr. Luan Jubao (樂聚寶), Mr. Zhan Yichao (詹毅超) and Mr. Zhao Xianming (趙先明) be nominated by the Sixth Session of the Board of Directors of the Company as candidates for non-independent directors of the Company, whereby Mr. Wang Yawen, Mr. Tian Dongfang, Mr. Luan Jubao, Mr. Zhan Yichao as candidates for non-executive directors, Mr. Zhao Xianming as candidate for executive director, for a term commencing on the date on which the resolution is considered and approved at the First Extraordinary General Meeting of 2015 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. That the tabling of the above-mentioned candidates for non-independent directors at the First Extraordinary General Meeting of 2015 of the Company for consideration be approved by the Sixth Session of the Board of Directors of the Company.

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

(For brief biographies of the above-mentioned candidates for non-independent directors, please refer to the Annex.)

Prior to the Meeting, the Nomination Committee of the Sixth Session of the Board of Directors of the Company had conducted meticulous and stringent vetting of the candidates for non-independent directors. After due discussions, the “Resolution on the Nomination of Candidates for Non-independent Directors” was considered and approved to recommend the nomination by the Sixth Session of the Board of Directors of the Company of Mr. Wang Yawen (王亞文), Mr. Tian Dongfang (田東方), Mr. Luan Jubao (樂聚寶), Mr. Zhan Yichao (詹毅超) and Mr. Zhao Xianming (趙先明) as candidates for non-independent directors of the Sixth Session of the Board of Directors of the Company and the tabling of such resolution at the Meeting was approved.

At the Meeting, independent non-executive directors of the Company, namely Mr. Tan Zhenhui, Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing and Mr. Bingsheng Teng have furnished an independent opinion as follows:

The Nomination Committee of the Sixth Session of the Board of Directors has completed the vetting of qualifications in respect of the recommended candidates for non-independent directors and made a recommendation of the Nomination Committee of the Sixth Session of the Board of Directors on candidates for non-independent directors, which has been submitted to the Board of Directors for consideration and approval. The entire process has been in compliance with the provisions of relevant laws and regulations. The procedures for the nomination of candidates for non-independent directors and their qualifications for appointment are in compliance with provisions of relevant laws and regulations and the Articles of Association.

II. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Purchase of Raw Materials from Zhongxingxin (a Connected Person)” , the details of which are as follows:

That the 2016-2018 Purchase Framework Agreement proposed to be entered into between the Company and Shenzhen Zhongxingxin Telecommunications Equipment Company Limited (“Zhongxingxin”), a connected person, in respect of the purchase of cabinets and related accessories, cases and related accessories, shelters, railings, antenna rods, optical products, refined processed products, packaging materials, flexible printed circuits (FPC), rigid and flexible printed circuits (R-FPC) and its components and other products, with the maximum aggregate amount of transactions for the purchase of raw materials by the Group from Zhongxingxin and its subsidiaries under the framework agreement for each year from 2016 to 2018 estimated at RMB800 million, RMB900 million and RMB1,000 million (before VAT), respectively, be approved; with the view that the terms of the 2016-2018 Purchase Framework Agreement have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

Mr. Xie Weiliang, Vice Chairman of the Company, and Mr. Dong Lianbo, Director of the Company, who acted as chairman and director, respectively, of Zhongxingxin during the past 12 months, and Mr. Yin Yimin, Director of the Company, who is currently chairman of Zhongxingxin, did not participate in the vote in respect of the connected transactions during the consideration of such matters at the Meeting.

Voting results: For: 11; Against: 0; Abstained: 0.

Notes:

1. Zhongxingxin currently holds a 30.78% interest in the Company as the single largest shareholder of the Company. Zhongxingxin is a connected person of the Company under Rule 10.1.3(I) of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the “Shenzhen Listing Rules”).

2. Zhongxingxin is a connected person of the Company as defined under Rule 14A.07 of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”).

3. As one or more of the applicable percentage ratios of the proposed annual caps for the purchase of raw materials by the Group from Zhongxingxin and its subsidiaries exceed 0.1% but are all less than 5%, such continuing connected transactions are subject to the reporting, annual review and announcement requirements but are exempted from the independent shareholders’ approval requirement under the Hong Kong Listing Rules.

III. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Purchase of Raw Materials from Mobi Antenna (a Connected Person)”, the details of which are as follows:

1. That the 2016-2018 Purchase Framework Agreement proposed to be entered into between the Company and Mobi Antenna Technologies (Shenzhen) Company Limited (“Mobi Antenna”), a connected person, in respect of the purchase of products such as various communications antennas, radio frequency modules, feeder cables, terminal antennas and other products, with the maximum aggregate amount of transactions for the purchase of raw materials by the Group from Mobi Antenna under the framework agreement for each year from 2016 to 2018 estimated at RMB1,700 million, RMB1,900 million and RMB2,100 million (before VAT), respectively, be approved; with the view that the terms of the 2016-2018 Purchase Framework Agreement have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

2. That the tabling of this resolution at the First Extraordinary General Meeting of 2015 of the Company for consideration be approved.

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

IV. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Provision of Financial Services to Mobi Antenna (a Connected Person)”, the details of which are as follows:

1. That the 2016-2018 Financial Service Agreement proposed to be entered into between ZTE Group Finance Company Limited (“ZTE Group Finance”), a wholly-owned subsidiary of the Company, and Mobi Antenna, a connected person, with the estimated maximum daily balance (principal cum interest) of outstanding discounted bills under the bill discounting service provided by ZTE Group Finance to Mobi Antenna under the agreement for each year from 2016 to 2018 estimated at RMB400 million, RMB450 million and RMB500 million, respectively, be approved; with the view that the terms of the 2016-2018 Financial Service Agreement have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

2. That the tabling of this resolution at the First Extraordinary General Meeting of 2015 of the Company for consideration be approved.

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

Notes to Resolutions III and IV above:

In accordance with the Shenzhen Listing Rules, the connected relationship between Mobi Antenna and the Company falls within the scope of Rule 10.1.3 (III) of the Shenzhen Listing Rules by virtue of the fact that the capacity of Mr. Qu Deqian, supervisor of Zhongxingxin, controlling shareholder of the Company, as director of Mobi Antenna.

Mobi Antenna is not a connected person of the Company as defined under the Hong Kong Listing Rules.

V. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Sales of Products to 航天歐華 (a Connected Person)”, the details of which are as follows:

1. That the 2016-2018 Channel Cooperation Framework Agreement proposed to be entered into between the Company and 深圳市航天歐華科技發展有限責任公司 (“航天歐華”), a connected person, with the maximum aggregate amount of continuing connected transactions for the sales of digital communication products, communication products and other products, by the Group to 航天歐華 under the framework agreement for each year from 2016 to 2018 estimated at RMB1,000 million, RMB1,100 million and RMB1,100 million (before VAT), respectively, be approved; with the view that the terms of the 2016-2018 Channel Cooperation Framework Agreement have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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

Notes:

1. Mr. Xie Weiliang, Vice Chairman of the Company, who acted as chairman of CASIC Shenzhen (Group) Company Limited (“CASIC”), the parent company of 航天歐華, during the past 12 months, falls within the scope of Rule 10.1.6 (II) of the Shenzhen Listing Rules. CASIC is an associated corporation of the Company, while 航天歐華 is a subsidiary of CASIC. In accordance with Rule 10.1.3 (V) of the Shenzhen Listing Rules, 航天歐華 is a connected person of the Company.

2. 航天歐華 is not a connected person of the Company as defined under the Hong Kong Listing Rules.

3. Mr. Xie Weiliang, Vice Chairman of the Company, did not participate in the vote in respect of the connected transactions with 航天歐華 during the consideration of such matters at the Meeting.

For details of the connected transactions named in Resolutions II to V, please refer to the Overseas Regulatory Announcement published on the same date as this announcement.

For details of the connected transactions named in Resolution II, please refer to the “Continuing Connected Transactions Purchases of Raw Materials from Zhongxingxin” published on 22 September 2015 on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

VI. Consideration and approval of the “Resolution of the Company on the Convening of the First Extraordinary General Meeting of 2015”, the details of which are as follows:

The Company has resolved to convene the First Extraordinary General Meeting of 2015 of the Company (the “EGM”) on Wednesday, 25 November 2015 at the conference room on the 4th floor of the Company’s headquarters in Shenzhen.

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

“Notice of the First Extraordinary General Meeting of 2015” 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 Monday, 26 October 2015 to Tuesday, 24 November 2015 (both dates 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., Friday, 23 October 2015.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
22 September 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, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.

Annex: Brief biographies of candidates for non-independent directors

Mr. Wang Yawen (王亞文), born 1963, graduated from the Department of Physics of Central China Normal University in 1985 with a bachelor's degree in science and from Harbin Institute of Technology in 2006 with a master's degree in management specialising in management science and engineering, and currently holds the professional title of researcher. From 1985 to 2000, Mr. Wang worked with Institute No. 19 of China Academy of Launch Vehicle Technology successively as deputy head of the editorial office, head of the offset printing office, head of the phototypesetting centre, head of the technology department, deputy head of the Institute and head of the Institute. From September 2000 to January 2003, he was executive deputy general manager of 中國遠望（集團）總公司. Since February 2003, he has been deputy general manager of 中國航天時代電子公司. From February 2003 to January 2015, he also served successively as general manager and chairman of 中國時代遠望科技有限公司. He has been deputy dean of China Aerospace Electronics Technology Research Institute since February 2009. He has also been director and president since June 2008 and vice chairman since June 2014 of China Aerospace Times Electronics Company Limited (a company listed on the Shanghai Stock Exchange). Mr. Wang has extensive experience in management and operations. He is not interested in any shares of the Company. He is deputy dean of China Aerospace Electronics Technology Research Institute, an indirect shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by China Securities Regulatory Commission (the "CSRC") or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the 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, regulations and provisions.

Mr. Tian Dongfang (田東方), born 1960, graduated from Chengdu Institute of Telecommunication Engineering in 1982 majoring in solid state devices and currently holds the professional title of researcher. From August 1982 to January 2014, he had been section head, deputy chief engineer and executive deputy head of Xi'an Microelectronics Technology Research Institute. He has been head of Xi'an Microelectronics Technology Research Institute since January 2014, as well as chief economist of China Aerospace Electronics Technology Research Institute since September 2014. Mr. Tian has extensive experience in management and operations. He is not interested in any shares of the Company. He is vice chairman of Shenzhen

Zhongxingxin Telecommunications Equipment Company Limited and head of Xi'an Microelectronics Technology Research Institute, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the 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, regulations and provisions.

Mr. Luan Jubao (樂聚寶), born 1962, graduated from the Department of Metal Materials and Processes of Harbin Institute of Technology in 1983 majoring in welding and from Zhongnan University of Economics and Law in 2000 with an MBA degree, and currently holds the professional title of researcher-grade senior engineer. Mr. Luan worked with Wanshan Plant of the 066 Base of the Ministry of Aerospace Industry from 1983 to 1993. From 1993 to 2000, he was successively principal deputy plant manager and plant manager of Wanshan Plant of the 066 Base of the headquarters of Aerospace. From 2000 to 2006, he was plant manager of Hongfeng Plant of the 066 Base of China Aerospace Science and Industry Corporation. From 2006 to 2008, he was head of the technology centre of Research Institute No. 9 of China Aerospace Science and Industry Corporation. From February 2008 to July 2008, he was chairman of 萬山特種車輛有限公司 under Research Institute No. 9 of China Aerospace Science and Industry Corporation. From July 2008 to October 2014, he was general manager of Henan Aerospace Science and Industry Corporation and chief of the Henan Aerospace Administration. Since October 2014, he has been director and general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Luan has extensive experience in management and operations. He is not interested in any shares of the Company. He is vice chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the 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, regulations and provisions.

Mr. Zhan Yichao (詹毅超), born 1963, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics in 1986 majoring in accounting and from International East-West University of the United States in 1999 with an MBA degree, and currently holds the professional title of senior accountant. Mr. Zhan had been deputy manager, manager and deputy general manager of Shenzhen Aerospace Guangyu Industrial Company Limited from August 1986 to October 2004. From October 2004 to August 2005, he had been director and deputy general manager of 上海久聯證券經紀有限責任公司. From August 2005 to August 2014, he had been director / deputy general manager and director / general manager of 航天證券有限責任公司. Since August 2014, he has been deputy general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Zhan has extensive experience in management and operations. He is not interested in any shares of the Company. He is director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the 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, regulations and provisions.

Mr. Zhao Xianming (趙先明), born 1966, has been Executive Vice President of the Company since January 2014 and is currently in charge of the Strategic and Platform Operations and the System Products Division of the Company, and concurrently acting as CTO. Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. He joined the Company in 1998 to be engaged in the research, development and management of CDMA products. He had been head of the research and development group, project manager and general product manager from 1998 to 2003. After appointment as Senior Vice President of the Company in 2004, he had been in charge of the CDMA Division and the Wireless Product Division. In January 2014, he was appointed Executive Vice President of the Company in charge of the Strategic and Platform Operations of the Company. Mr. Zhao has many years of experience in the telecommunications industry and over 24 years of management experience. He is interested in 291,515 shares of the Company and has been confirmed as the Scheme Participant of the Share Option Incentive Scheme proposed by the Company in 2013 and was accordingly granted 600,000 share options of the

Company (number of share options adjusted according to the Proposal for Conversion of Capital Reserve of the Company for 2014), which is still within the vesting period. Mr. Zhao is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the 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, regulations and provisions.