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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-third 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 or material omission in this announcement.*

The stipulated length of notice for the Twenty-third Meeting (the "Meeting") of the Eighth Session of the Board of Directors of ZTE Corporation (the "Company") has been waived with the unanimous approval of all Directors. The Company issued the "Notice of the Twenty-third Meeting of the Eighth Session of the Board of Directors of ZTE Corporation" to all Directors of the Company by electronic mail on 8 September 2020. The Meeting was convened at the Shenzhen headquarter of the Company, Nanjing and other locations by way of video and telephone conference on 10 September 2020. 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, and was legal and valid.

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

**I. Consideration and approval of the "Resolution on the Acquisition of 24% Equity Interests in ZTE Microelectronics by Renxing Technology and the Waiver of Preemptive Subscription Rights by the Company", the details of which are as follows:**

1. That the acquisition of 24% equity interests in ZTE Microelectronics Technology Company Limited ("ZTE Microelectronics") (held by National Integrated Circuit Industry Investment Fund Corporation (國家集成電路產業投資基金股份有限公司)) by Shenzhen Renxing Technology Company Limited (深圳市仁興科技有限責任公司) ("Rexing Technology") pursuant to the terms of the "Share Transfer Agreement" be approved;

2. That the legal representative of the Company or his delegated signatory be authorised to sign the “Share Transfer Agreement” and other documents relating to the acquisition, and to perform such other duties as may be required for the implementation of the acquisition document and completion;

3. That the waiver of preemptive subscription rights for equity interests in ZTE Microelectronics by the Company and its subsidiary partnership enterprise Shenzhen Sai Jia Xun Investment Development Enterprise (Limited Partnership) (深圳市賽佳訊投資發展企業(有限合夥)), as shareholders of ZTE Microelectronics, to facilitate the acquisition be approved.

4. That the tabling of the resolution at the general meeting for consideration be approved.

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

For details, please refer to the “Announcement on the Acquisition of 24% Equity Interests in ZTE Microelectronics by Renxing Technology and the Waiver of Preemptive Subscription Rights by the Company” published on the same date as this announcement.

**II. Consideration and approval of the “Resolution on the Signing of the ‘Cooperation Agreement’ with Hengjian Xinxin and Huitong Rongxin”, the details of which are as follows:**

1. That approval be granted to the Company and Renxing Technology, a wholly-owned subsidiary, to enter into cooperation with Guangdong Hengjian Xinxin Investment Partnership Enterprise (Limited Partnership) (廣東恒健欣芯投資合夥企業(有限合夥)) (“Hengjian Xinxin”) and Shenzhen Huitong Rongxin Investment Co., Ltd (深圳市匯通融信投資有限公司) (“Huitong Rongxin”) pursuant to terms agreed under the “Cooperation Agreement” and other documents relating to the cooperation;

2. That the legal representative of the Company or his delegated signatory be authorised to sign the “Cooperation Agreement” and other documents relating to the cooperation, and to perform such other duties as may be required for the implementation of the cooperation document and completion, including the negotiation and execution of relating transaction documents in future with Hengjian Xinxin and Huitong Rongxin under the framework of the “Cooperation Agreement”.

3. That the tabling of the resolution at the general meeting for consideration be approved.

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

For details, please refer to the “Announcement on the Signing of the ‘Cooperation Agreement’ with Hengjian Xinxin and Huitong Rongxin” published on the same date as this announcement.

### **III. Consideration and approval of the “Resolution on the convening of the First Extraordinary General Meeting of 2020”.**

The Company has resolved to convene the First Extraordinary General Meeting of 2020 (“EGM”) on Wednesday, 30 September 2020 at the conference room, 4th floor, Shenzhen headquarters of the Company.

“Notice of the First Extraordinary General Meeting of 2020” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

Voting results: For: 9; against: 0; and abstained: 0.

The Company will close its H share register from Friday, 25 September 2020 to Wednesday, 30 September 2020 (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 September 2020.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
10 September 2020

*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.*