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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 OF THE RESOLUTIONS PASSED AT THE TWENTY-FOURTH MEETING OF THE  
FOURTH 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 Board resolutions is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.

ZTE Corporation (hereinafter referred to as "ZTE" or the "Company") issued the "Notice of convening the Twenty-Fourth Meeting of the Fourth Session of the Board of Directors" to all the Directors of the Company by electronic mail and telephone on 5 May 2009. The Twenty-Fourth Meeting of the Fourth session of the Board of Directors of the Company (the "Meeting") was convened at the Shenzhen headquarters of the Company, Beijing, Shanghai, Xian and Xiamen by way of video conference on 11 May 2009. Of the 14 Directors required to attend the meeting, 11 directors attended in person and 3 directors appointed proxy to attend on their behalfs. Mr. Wang Zongyin, Vice Chairman, 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. Yin Yimin, Director, to vote on his behalf. Mr. Mi Zhengkun, Independent Director, was unable to attend the Meeting due to work reasons, and has authorized in writing Mr. Qiao Wenjun, Independent Director, to vote on his behalf. The meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, and was legal and valid.

The following resolutions were considered and approved at the meeting:

**I. Consideration and approval of the “Resolution on Nomination of Candidates for Independent Directors”**

Mr. Zhu Wuxiang, Mr. Chen Shaohua and Mr. Qiao Wenjun shall have served as Independent Directors of the Company for 6 years by 21 July 2009 and they have indicated their intention to leave the office thereafter. The Fourth Session of the Board of Directors of the Company nominates Ms. Qu Xiaohui, Mr. Chen Naiwei and Mr. Wei Wei as the candidates for independent Directors of the Fourth Session of the Board of Directors, with a term commencing on 22 July 2009 and ending on the conclusion of the fourth session of the Board of Directors (29 March 2010), and approves the submission of the list of the aforesaid candidates for independent Directors for election at the First Extraordinary General Meeting for 2009 of the Company.

Voting result: votes in favour of: 14; votes against: 0; votes abstained: 0

(Please refer to Annex I, Annex II and Annex III for biographies of the said candidates for independent Directors; declaration by the nominator of independent Directors and declaration by the three candidates for independent Directors, respectively.)

Independent Directors of the Company Mr. Zhu Wuxiang, Mr. Chen Shaohua, Mr. Qiao Wenjun, Mr. Mi Zhengkun and Mr. Li Jin have furnished their independent opinions on the nomination of the three aforesaid candidates for independent Directors as follows:

The Nomination Committee of the Fourth Session of the Board of Directors has completed examination of the qualifications of the recommended candidates for independent Directors and has furnished the “Proposal on Candidates for independent Directors of the Fourth Session of the Board of Directors”, which has been submitted to the Board of Directors for consideration and approval. The process has been in compliance with provisions of the relevant laws and regulations. The nomination procedure of the candidates for independent Directors and their qualifications is in compliance with the provisions of the relevant laws and regulations and the Company’s Articles of Associations.

**II. Consideration and approval of the “Resolution on the Provision of Pledge of Equity Interests for Subsidiary Closed Joint-Stock Company CJSC TK Mobile” and approval of submission of the**

resolution to the First Extraordinary General Meeting for 2009 of the Company for consideration. Details of the resolution are as follows:

1. That the provision of a guarantee by the Company by way of the pledge of its 51% equity interests in CJSC TK Mobile against the US\$70,600,000 bank loan with a term of 9 years extended to Closed Joint-Stock Company CJSC TK Mobile (“CJSC TK Mobile”) (with a term from the date on which the Agreement on the Pledge of Equity Interests is executed and becomes effective to the date on which the debts owed by CJSC TK Mobile under the financing documents are fully repaid) be approved;
2. That the tabling of the guarantee to the first extraordinary general meeting for 2009 of the Company for consideration be approved;
3. That the authorization of Mr. Hou Weigui, legal representative of the Company, or any authorized signatory appointed by Mr. Hou Weigui, to sign the relevant legal contracts and documents be approved.

Voting result: votes in favour of: 14; votes against: 0; votes abstained: 0

For details please refer to the “Announcement of ZTE Corporation on the Provision of Guarantee for a Subsidiary” published simultaneously with this announcement.

Independent Directors of the Company Mr. Zhu Wuxiang, Mr. Chen Shaohua, Mr. Qiao Wenjun, Mr. Mi Zhengkun and Mr. Li Jin have furnished their independent opinions on the aforesaid guarantee as follows:

The aforesaid guarantee provided by the Company for its subsidiary CJSC TK Mobile is in compliance with relevant provisions of the Notice Regulating the External Guaranties Provided by Listed Companies (《關於規範上市公司對外擔保行爲的通知》) and the Articles of Association of ZTE Corporation, and that the decision-making procedures are legal and valid.

**III. Consideration and approval of the ‘‘Resolution on the Convening of the First Extraordinary General Meeting for 2009’’.**

The Company has decided to convene the First Extraordinary General Meeting for 2009 on 30 June 2009 at the conference room on the 4th floor of the Shenzhen headquarters of the Company. The ‘‘Notice of the First Extraordinary General Meeting of ZTE Corporation for 2009’’ will be sent to H shareholders of the Company in accordance with relevant provisions of the Articles of Association and applicable laws and regulations.

Voting result: votes in favour of: 14; votes against: 0; votes abstained: 0.

By Order of the Board  
**Hou Weigui**  
*Chairman*

Shenzhen, the PRC  
11 May 2009

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyou; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.*

## Annex I: Biographies of Candidates for Independent Directors:

Ms. Qu Xiaohui, 54, is the first lady PhD in accounting and lady supervisor for doctorate candidates in accounting in China and the promoter of the project hypothesis procedure for the creation of a professional master's degree in accounting (MPAcc) in China. She is currently the director of the center for accounting studies at Xiamen University, a key research base for arts disciplines designated by the Ministry of Education, and an accounting professor. Ms. Qu graduated from Xiamen University in July 1989 with a doctorate degree in Economics (Accounting). Since August 1989, she has been engaged in teaching and academic research at the Department of Accounting of Xiamen University. Ms. Qu is not related in any way to the Company or the Company's controlling shareholder, nor does she hold any shares in the Company. She has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Chen Naiwei, 51, has been the partner of Shanghai Allbright Law Offices since 2001, a senior lawyer and a law professor. Mr. Chen graduated from Macau University of Science and Technology in 2007 with a doctorate degree in Law. He has served as the head of the Law Department and director of the Intellectual Property Research Centre of Shanghai Jiaotong University. Mr. Chen is not related in any way to the Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Wei Wei, 43, has been the associate dean of HSBC Business School of Peking University and the director of the Research Centre of Doers' Group Business Model of HSBC Business School of Peking University since October 2007. Mr. Wei graduated from Huazhong University of Science and Technology in 2004 with a doctorate degree in management science and engineering. He worked in Xinjiang Technology College and Xinjiang University. He was a post-doctorate fellow at Chinese Economic Research Centre at the Peking University from July 2004 to June 2006 and an assistant to the Dean of Shenzhen School of Business of Peking University from July 2006 to September 2007. Mr. Wei is also an independent director of Shenzhen Changyuan Group Company Limited (深圳長園集團股份有限公司) (a company listed on Shanghai Stock Exchange). Mr. Wei is not related in any way to the

Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

## Annex II. Declaration by the Nominator of Independent Directors of ZTE Corporation

### ZTE Corporation Declaration by the Nominator of Independent Directors

The board of directors of ZTE Corporation hereby declares, in connection with its nomination of Ms. Qu Xiaohui, Mr. Chen Naiwei and Mr. Wei Wei as candidates for independent directors of the fourth session of the board of directors of ZTE Corporation, that the nominees are not related to ZTE Corporation in any way that would compromise the independence of the nominees. The declaration is set out as follows:

The nominations have been made following thorough understanding of the professions, academic qualifications, titles, job positions, details of work experience of and all concurrent positions held by the nominees. The nominees have furnished in writing their consent to be nominated as candidates for independent directors of the fourth session of the board of directors of ZTE Corporation. The nominator is of the view that each of the nominees:

- I. Is eligible to be director of a listed company in accordance with the laws, administrative regulations and other relevant requirements;
- II. Meets the requirements for appointment as stipulated in the Articles of ZTE Corporation;
- III. Is independent by virtue of the following facts, as defined in the Guiding Opinion for the Establishment of Independent Directorship at Listed Companies issued by the CSRC:
  1. That neither the nominee nor any of his/her immediate family members or next of kin is under employment with ZTE Corporation or any of its subsidiaries; and that neither the nominee nor any of his/her immediate family members is under employment with the controlling shareholders, effective controllers and its subsidiaries of the listed company;

2. That neither the nominee nor any of his/her immediate family members is a shareholder holding, directly or indirectly, 1% of the issued share capital of ZTE Corporation or a natural person shareholder among the top ten shareholders of the listed company;

3. That neither the nominee nor any of his/her immediate family members is under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of ZTE Corporation or under employment with any of the top five corporate shareholders of the listed company;

4. That the nominee is not providing any financial, legal, management consultancy or technical consultancy services to ZTE Corporation, its subsidiaries or its controlling shareholder;

5. That the nominee did not fall under any of the 4 conditions set out above during the past year;

6. That the nominee is not under employment with a company that carries on significant business transactions with ZTE Corporation and its subsidiaries and its controlling shareholder or their respective subsidiaries, or the controlling shareholder of such company.

IV. Is not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants" from taking up the position of an independent director;

V. Is currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;

VI. Is not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to his/her previous business, within three years after his/her resignation and retirement (departure);



- VII. Is not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without the approval of his/her previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after his/her resignation and retirement (departure);
- VIII. Is not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with his/her previous Party organization (committee) as required, within three years after his/her resignation and retirement (departure);
- IX. Is not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of his/her previous duties, within three years after his/her resignation and retirement (departure);
- X. Is holding independent directorships with no more than 5 listed companies including ZTE Corporation, and he/she has not been under employment with ZTE Corporation for a consecutive period of more than 6 years;
- XI. The nominee has acquired an independent director qualification certificate according to "Guidelines on Training of Senior Management of Listed Companies" (《上市公司高級管理人員培訓工作指引》) of the CSRC;
- XII. After the election of the nominee, independent directors should account for at least one third of the directors of the Board of Directors of ZTE Corporation, and that at least one of the independent directors must be accounting professional;

XIII. That the nominator has verified relevant details of the candidates for independent directors in accordance with Provision 3 of the “Shenzhen Stock Exchange Independent Director Record Measures” (《深圳證券交易所獨立董事備案辦法》).

The nominator warrants that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which the nominator shall assume any legal liabilities arising therefrom and accept any disciplinary actions imposed by Shenzhen Stock Exchange.

Nominator: The board of directors of ZTE Corporation

11 May 2009

### Annex III. Declaration by Candidates for Independent Directors

#### ZTE Corporation

#### Declaration by Candidates for Independent Directors (1)

Qu Xiaohui, as a candidate for independent director of the forth session of the board of directors of ZTE Corporation, hereby declares and warrants that she is not related in any way to ZTE Corporation that would compromise her independence. The declaration is set out as follows:

I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the controlling shareholder or effective controller of the Company or any of its subsidiaries during the past year;

II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;

III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;

IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;

V. Neither myself nor any of my immediate family members was under employment with any of its subsidiaries of the effective controller or controlling shareholder of the Company during the past year;

VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;

VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;

VIII. I was not under employment with a corporate providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services and was not its principal officer or partner during the past year;

IX. I am not under employment with a company that carries on significant business transactions with the Company and its subsidiaries or its controlling shareholder and its subsidiaries, or the controlling shareholder of such company;

X. I am not under employment with any units of any borrowing banks, suppliers or distributors of the Company;

XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;

XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;

XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;

XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);

XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);

XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);

XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);

XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;

XIX. I have acquired an independent director qualification certificate according to

“Guidelines on Training of Senior Management of Listed Companies” (《上市公司高級管理人員培訓工作指引》) of the CSRC;

XX. I meet the requirements for appointment as stipulated in the Articles of the Company;

XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed are true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Important declaration: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. I understand that Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Qu Xiaohui

8 May 2009

## ZTE Corporation

### Declaration by Candidates for Independent Directors (2)

Chen Naiwei, as a candidate for independent director of the forth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the controlling shareholder or effective controller of the Company or any of its subsidiaries during the past year;

II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;

III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;

IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;

V. Neither myself nor any of my immediate family members was under employment with any of its subsidiaries of the effective controller or controlling shareholder of the Company during the past year;

VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;

VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;

VIII. I was not under employment with a corporate providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services and was not its principal officer or partner during the past year;

IX. I am not under employment with a company that carries on significant business transactions with the Company and its subsidiaries or its controlling shareholder and its subsidiaries,

or the controlling shareholder of such company;

X. I am not under employment with any units of any borrowing banks, suppliers or distributors of the Company;

XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;

XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;

XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;

XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);

XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);

XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);

XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);

XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;

XIX. I have acquired an independent director qualification certificate according to "Guidelines on Training of Senior Management of Listed Companies" (《上市公司高級管理人員培訓工作指引》) of the CSRC;

XX. I meet the requirements for appointment as stipulated in the Articles of the Company;

XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed are true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Important declaration: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. I understand that Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Chen Naiwei

8 May 2009



## ZTE Corporation

### Declaration by Candidates for Independent Directors (3)

Wei Wei, as a candidate for independent director of the forth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the controlling shareholder or effective controller of the Company or any of its subsidiaries during the past year;

II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;

III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;

IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;

V. Neither myself nor any of my immediate family members was under employment with any of its subsidiaries of the effective controller or controlling shareholder of the Company during the past year;

VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;

VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;

VIII. I was not under employment with a corporate providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services and was not its principal officer or partner during the past year;

IX. I am not under employment with a company that carries on significant business transactions with the Company and its subsidiaries or its controlling shareholder and its subsidiaries,

or the controlling shareholder of such company;

X. I am not under employment with any units of any borrowing banks, suppliers or distributors of the Company;

XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;

XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;

XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;

XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);

XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);

XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);

XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);

XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;

XIX. I have acquired an independent director qualification certificate according to "Guidelines on Training of Senior Management of Listed Companies" (《上市公司高級管理人員培訓工作指引》) of the CSRC;

XX. I meet the requirements for appointment as stipulated in the Articles of the Company;

XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed are true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Important declaration: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. I understand that Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Wei Wei

8 May 2009