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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 Seventeenth 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 Seventeenth Meeting of the Sixth Session of the Board of Directors of ZTE Corporation" to all Directors of the Company by electronic mail and telephone on 3 April 2014. The Seventeenth Meeting of the Sixth session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via video conference on 17 April 2014 at the Shenzhen headquarters of the Company, Beijing, Shanghai and Xiamen. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to vote at the Meeting, 12 Directors duly participated and 2 Directors appointed proxies to attend on their behalves. Mr. Xie Weiliang, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Dong Lianbo, Director, to vote on his behalf. Mr. He Shiyong, 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. 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 "2014 First Quarterly Report of the Company."

Voting results: For: 14; against: 0; and abstained: 0.

II. Consideration and approval of the “Resolution on the Proposed Capital Contributions to and Subscriptions for Zhonghe Chunsheng Fund II,” the details of which are as follows:

1. That the subscription for Shenzhen Zhonghe Chunsheng Partnership Private Equity Fund II (深圳市中和春生貳號股權投資基金合夥企業) (tentative name subject to the final approval of industrial and commercial registration authorities, hereinafter “Zhonghe Chunsheng Fund II”) with a capital contribution of RMB10 million by Shenzhen ZTE Capital Management Company Limited (“ZTE Capital”), a subsidiary of the Company, or a wholly-owned subsidiary of ZTE Capital (as the case may be) (ZTE Capital or its wholly-owned subsidiary hereinafter collectively referred to as “GP”) be approved;
2. That the subscription for Zhonghe Chunsheng Fund II by the Company with a capital contribution of RMB100 million be approved, and that Mr. Hou Weigui, the legal representative of the Company, or his authorised signatory be authorised to execute pertinent legal contracts and documents relating to the subscription for Zhonghe Chunsheng Fund II.

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

Mr. Yin Yimin, a Director of the Company, is deemed a connected natural person of the Company under Rule 10.1.5 (III) of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange. At the meeting of the Board of Directors, he abstained from voting in respect of the capital contributions to and subscriptions for Zhonghe Chunsheng Fund II by GP and the Company.

For further details of matters pertaining to the aforesaid matter, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

III. Consideration and approval of the “Resolution on the adjustment of member enterprises of ZTE Group,” the details of which are as follows:

1. That the adjustment of the list of member enterprises of ZTE Group¹ (Please refer to the Attachment for details of the adjustment of the list of member enterprises of ZTE Group) be

¹ ZTE Group refers to the Company and certain of its domestic subsidiaries, associates and joint ventures, being legally established enterprises which have adopted the ZTE Group Articles of Association and fulfilled basic conditions for business operation and which have applied to and been approved by the Board of Directors of the Company to become a member of the ZTE Group, the details of which have been set out in the “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors” and “Announcement of Resolutions of the Second Meeting of the Sixth Session of the Board of Directors” published on 12 October 2010, 25 April 2012 and 26 April 2013, respectively.

approved;

2. That the amendment of Paragraph 2 under Article 7 of the ZTE Group Articles of Association by modifying the list of member enterprises of ZTE Group be approved;

3. That the authorisation of Mr. Hou Weigui, legal representative of the Company, or personnel delegated by Mr. Hou Weigui to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

Voting results: For: 14; against: 0; and abstained: 0.

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

17 April 2014

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, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Richard Xike Zhang.

Attachment: Adjustment of the List of Member Enterprises of ZTE Group

(I) List of new member enterprises of ZTE Group

1. 深圳市中興視通科技有限公司 (Shenzhen ZTE SeeCom Tech. Co., Ltd.)
2. 深圳市訊聯智付網絡有限公司
3. 衡陽網信置業有限公司
4. 南京中興集群軟件有限公司
5. 天津中興智聯科技有限公司 (ZTE Intelligent IOT Technology Co., Ltd.)
6. 福建海絲路科技有限公司

(II) Renaming of member enterprises of ZTE Group

中興通訊集團成員單位“衡陽中興網信科技有限公司” (Hengyang ZTE ICT Technologies Company Limited*), a member enterprise of ZTE Group, has been renamed “湖南中興網信科技有限公司” (Hunan ZTE ICT Technologies Company Limited*).

(III) List of enterprises failing to join ZTE Group

1. 普興移動通訊設備有限公司
2. 思卓中興（杭州）科技有限公司

(IV) List of member enterprises removed from ZTE Group

1. 深圳市長飛投資有限公司 (Shenzhen Changfei Investment Company Limited)
2. 惠州市長飛投資有限公司 (Huizhou Changfei Investment Company Limited*)
3. 深圳市興飛科技有限公司 (Shenzhen X&F Technology Company Limited*)
4. 南昌興飛科技有限公司 (Nanchang Xingfei Technology Company Limited*)
5. 深圳市康銓機電有限公司 (Shenzhen Control Electromechanical Co., Ltd.*)
6. 深圳市立德通訊器材有限公司 (Shenzhen Lead Communications Company Limited)
7. 深圳市睿德電子實業有限公司 (Shenzhen Ruide Electronic Industrial Company Limited)
8. 廣州市鴻昌隆實業有限公司 (Guangzhou Hongchanglong Industrial Co., Ltd.)
9. 上海泰捷通信技術有限公司 (Shanghai Tejet Communications Technology Co., Ltd.)
10. 深圳市德倉科技有限公司 (Shenzhen Techaser Technology Company Limited*)
11. 深圳市微高半導體科技有限公司 (Shenzhen Microkore Semiconductor Technology Co., Ltd.)

12. 深圳萬譽電子技術有限公司 (Shenzhen Wanyu Electronic Technology Company Limited*)
13. 深圳中興力維技術有限公司 (Shenzhen ZNV Technology Co., Ltd.)
14. 深圳市中興力維監控技術服務有限公司 (Shenzhen Zhongxing Netview Surveillance Technology and Services Company Limited*)
15. 南京中興力維軟件有限公司 (Nanjing Zhongxing Netview Software Company Limited*)
16. 無錫市中興光電子技術有限公司 (Wuxi Zhongxing Optoelectronics Technologies Company Limited)
17. 無錫凱爾科技有限公司 (Wuxi A-kerr Technology Co., Ltd.)
18. 武漢市興躍騰科技有限公司 (Wuhan Xytop Technology Co., Ltd.*)
19. 深圳市福斯科技有限公司 (Shenzhen Force Science and Technology Co., Ltd.*)
20. 無錫鴻圖微電子技術有限公司 (Artvision Technologies INC.)

* *For identification purposes only.*