

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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-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 or material omission in this announcement.

The stipulated length of notice for the Twenty-fifth Meeting (the “Meeting”) of the Eighth Session of the Board of Directors (the “Board”) of ZTE Corporation (the “Company”) has been waived with the unanimous approval of all Directors. The Company issued the “Notice of the Twenty-fifth Meeting of the Eighth Session of the Board of Directors of the Company” to all Directors of the Company by electronic mail on 12 October 2020. The Meeting was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 12 October 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 “2020 Share Option Incentive Scheme (Draft) of ZTE Corporation” (the “2020 Scheme”) and its summary and approval of submission to the general meeting of the Company for consideration.

For details please refer to the “Proposed adoption of 2020 A-Share Option Incentive Scheme and Proposed Grant thereunder”, “Overseas Regulatory Announcement” published on the same date as this announcement.

Directors Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong, being proposed participants of the 2020 Scheme, did not take part in the voting.

Voting results: For: 3; against: 0; abstain: 0.

The Independent Non-executive Directors of the Company have furnished an independent opinion in respect of the resolution. For details of the independent opinion furnished by the Independent Non-executive Directors of the Company, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

II. Consideration and approval of the Resolution on the “2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation” and approval of submission to the general meeting of the Company for consideration.

The Company has formulated the 2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation in accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company issued by the CSRC, the prevailing performance appraisal system of the Company and the 2020 Scheme. For details please refer to the “ZTE Corporation 2020 Share Option Incentive Scheme Performance Appraisal System” published on the same date as this announcement.

Directors Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong, being proposed participants of the 2020 Scheme, did not take part in the voting.

Voting results: For: 3; against: 0; abstain: 0.

III. Consideration and approval of the Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Scheme and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

In order to complete matters pertaining to the 2020 Scheme in an efficient and systematic manner, the Board of the Company hereby agrees to request the general meeting of the Company to grant a mandate to the Board giving full discretion in dealing with matters relating to the 2020 Scheme. The terms and scope of the mandate shall include but shall not be limited to:

(1) To confirm the qualifications and conditions of participants for participation in the 2020 Scheme, to confirm the list of participants and the number of share options to be granted and to confirm the grant price of the subject shares;

(2) To examine and confirm whether the Company and the participants are qualified

to exercise their options and are in compliance with the conditions for exercise and to examine and confirm the number and amount of options to be exercised;

(3) To determine the date of grant and method of exercise for the 2020 Scheme, decide whether the Participants may exercise their options, grant share options to participants upon their fulfillment of relevant conditions and handle all matters required for the grant and exercise of share options;

(4) To adjust the number of options or the exercise price of the options in accordance with the principles and in the manner stipulated under the 2020 Scheme in the event of any capitalisation issue, bonus issue, sub-division or rights issue or consolidation of shares in relation to the A shares of the Company;

(5) To decide upon changes in the process of implementation of the 2020 Scheme based on actual conditions, including but not limited to annulling the qualifications of the participants for exercising their options, cancelling outstanding share options of the participants and withdrawal and cancellation of unexercised share options of the participants;

(6) To manage and adjust the 2020 Scheme based on actual conditions and, subject to the terms and principles of the 2020 Scheme, to formulate or modify provisions for the administration and implementation of the 2020 Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval of the general meeting of the Company and / or relevant regulatory authorities, the corresponding approvals for such modifications by the Board must be obtained;

(7) To sign, execute, modify and terminate any agreements relating to the 2020 Scheme and other relevant agreements;

(8) To authorise the Board to adjust the relevant terms of the 2020 Scheme in accordance with any amendments to relevant laws, regulations, rules and regulatory documents in the event of such amendments;

(9) To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the 2020 Scheme;

(10) To conduct other necessary matters required for the implementation of the 2020 Scheme, save for rights expressly stipulated in relevant documents to be exercised by the general meeting of the Company;

(11) To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the 2020 Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection with the 2020

Scheme;

(12) The mandate granted to the Board shall be coterminous with the 2020 Scheme.

Save for matters expressly stipulated by the law, administrative regulations, rules of the CSRC, regulatory documents, the 2020 Scheme or the Articles of Association to be approved by the Board of by way of resolution, other authorisations described above may be exercised by the chairman of the Board or other suitable persons on behalf of the Board upon its delegation.

Directors Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong, being proposed participants of the 2020 Scheme, did not take part in the voting.

Voting results: For: 3; against: 0; abstain: 0.

IV. Consideration and approval of the Resolution on “Management Stock Ownership Scheme (Draft) of ZTE Corporation” (the “Management Stock Ownership Scheme”) and its summary and approval of submission to the general meeting of the Company for consideration.

For details please refer to the “Proposed Adoption of the Management Stock Ownership Scheme”, “Overseas Regulatory Announcement” published on the same date as this announcement.

Directors Mr. Li Zixue, Mr. Xu Ziyang and Mr. Gu Junying, being proposed participants of the Management Stock Ownership Scheme, did not take part in the voting.

Voting results: For: 6; against: 0; abstain: 0.

The Independent Non-executive Directors of the Company have furnished an independent opinion in respect of the resolution. For details of the independent opinion furnished by the Independent Non-executive Directors of the Company, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

V. Consideration and approval of the Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation” and approval of submission to the general meeting of the Company for consideration.

The Company has formulated the Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation” in accordance with

relevant provisions of the Guidance for the Pilot Implementation of Management Stock Ownership Scheme by Listed Companies issued by the CSRC and the Management Stock Ownership Scheme. For details please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

Directors Mr. Li Zixue, Mr. Xu Ziyang and Mr. Gu Junying, being proposed participants of the Management Stock Ownership Scheme, did not take part in the voting.

Voting results: For: 6; against: 0; abstain: 0.

VI. Consideration and approval of the Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

In order to complete matters pertaining to the Management Stock Ownership Scheme in an efficient and systematic manner, the Board hereby agrees to request the general meeting of the Company to grant a mandate to the Board giving full discretion in dealing with matters relating to the Management Stock Ownership Scheme. The terms and scope of the mandate shall include but shall not be limited to:

(1) To formulate the specific plan for the Management Stock Ownership Scheme, including but not limited to the determination of the number of target participants, eligibility of target participants, finalised list of target participants, source of fund, size of scheme, volume and price of subject shares, term, lock-up period and management, among others, within the framework of the “Management Stock Ownership Scheme (Draft) of ZTE Corporation” considered and approved at the general meeting based on the actual conditions of the Company in accordance with pertinent provisions of applicable laws, regulations and regulatory authorities and resolutions of the general meeting;

(2) To make adjustments to matters pertaining to the Management Stock Ownership Scheme according to the opinions of regulatory authorities, policy changes or changes in market conditions, other than matters required to be put to vote again at the general meeting under pertinent laws, regulations and the Articles of Association and handling matters pertaining to the Management Stock Ownership Scheme, including consideration of any modifications, extension (including extension of the term) and termination (including early termination), among others;

(3) To process with full discretion various approvals required by the Management Stock Ownership Scheme in accordance with pertinent provisions, including but not limited to the processing of ratifications, filings, registrations and declarations, among

others, as well as the preparation, revision, submission and endorsement of relevant materials, and the disclosure of information in accordance with pertinent provisions of relevant laws, regulations and listing rules of the stock exchange of the place where the Company's securities are listed;

(4) To confirm the asset management agency and custodian of the Management Stock Ownership Scheme in accordance with pertinent provisions of applicable laws, regulations and regulatory authorities and resolutions of the general meeting to assist the Company in the implementation of the Management Stock Ownership Scheme;

(5) To handle formalities relating to the securities accounts, fund accounts and other relevant accounts involved in the Management Stock Ownership Scheme, as well as all matters pertaining to the registration, settlement, lock-up and unlocking of share purchased;

(6) To deal with other matters as are required under the Management Stock Ownership Scheme, other than rights specifically required to be exercised by the general meeting under pertinent provisions;

(7) Authorisation for the Board to delegate authorisations set out in (3) to (5) above to the Company's management for handling in accordance with pertinent regulations and processes, unless otherwise required under pertinent laws, regulations, regulatory documents and the Articles of Association, subject to the obtaining of the aforesaid authorisations.

If any of the aforesaid matters delegated to the Board by the general meeting require consideration at a meeting of the Holders of the Management Stock Ownership Scheme, such matters shall be submitted to the Holders' meeting or the management committee authorised by the Holders' meeting. The aforesaid authorisation shall come into effect on the date on which the Management Stock Ownership Scheme is being considered and approved at the general meeting of the Company and remain effective until the completion of the implementation of the Management Stock Ownership Scheme.

Directors Mr. Li Zixue, Mr. Xu Ziyang and Mr. Gu Junying, being proposed participant of the Management Stock Ownership Scheme, did not take part in the voting.

Voting results: For: 6; against: 0; abstain: 0.

VII. Consideration and approval of the "Resolution on the convening of the Second Extraordinary General Meeting of 2020".

The Company has resolved to convene the Second Extraordinary General Meeting of 2020 ("EGM") on Friday, 6 November 2020 at the conference room, 4th floor,

Shenzhen headquarters of the Company.

“Notice of the Second 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 Tuesday, 3 November 2020 to Friday, 6 November 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., Monday, 2 November 2020.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
12 October 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.