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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 Resolutions of the Twenty-fourth 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 or misleading statement or material omission in this announcement.*

ZTE Corporation (the "Company") issued the "Notice of the Twenty-fourth Meeting of the Sixth Session of the Board of Directors of the Company" to all the Directors of the Company by electronic mail and telephone on 12 January 2015. The Twenty-fourth Meeting of the Sixth Session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via telecommunication means on 15 January 2015. The Meeting was presided over by Mr. Hou Weigui, Chairman. All of the 14 Directors required to vote at the Meeting duly participated in the voting. 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 resolution was considered and approved at the Meeting:**

**Consideration and approval of the "Resolution on the Formulation of 银行间债券市场债务融资工具信息披露管理制度 (Regulations for the Administration of Information Disclosure pertaining to Debt Financing Instruments in the Inter-bank Bond Market\*)".**

Voting result: For: 14; against: 0; abstained: 0.

"中興通訊股份有限公司银行间债券市场债务融资工具信息披露管理制度(ZTE Corporation Regulations for the Administration of Information Disclosure pertaining to Debt Financing Instruments in the Inter-bank Bond Market\*) (January 2015)" have been published

as an Overseas Regulatory Announcement on the same date as this announcement.

*\* For identification purposes only*

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

Shenzhen, the PRC

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