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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 Tenth Meeting of the Ninth 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 in this announcement or material omission therefrom.***

ZTE Corporation (the “Company”) issued the “Notice of the Tenth Meeting of the Ninth Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail on 24 February 2023. The Tenth Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and Beijing by way of video and telephone conference on 10 March 2023. 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 (the “Articles of Association”), and was legal and valid.

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

**I. Consideration and approval of the “2022 Working Report of the Board of Directors” and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

**II. Consideration and approval of the “2022 Annual Report”, “2022 Annual Report**

**Summary”, “2022 Annual Results Announcement” and approval of submission of the 2022 Annual Report to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “2022 ANNUAL RESULTS ANNOUNCEMENT” published on the same date as this announcement.

**III. Consideration and approval of the “Final Financial Accounts for 2022” and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

**IV. Consideration and approval of the “2022 Working Report of the President” and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

**V. Consideration and approval of the “Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2023”, and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2023” published on the same date as this announcement.

**VI. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2023” and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement Provision of Guarantee Limits for Subsidiaries for 2023” published on the same date as this announcement.

**VII. Consideration and approval of the “Resolution on the Proposed Application for**

**Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2023” and approval of submission to the 2022 Annual General Meeting of the Company for consideration, the details of which are as follows:**

1. That the consolidated registration for issuance of multiple types of debt financing instruments by the Company be approved for an effective term commencing from the date on which the said matter is considered and approved at the general meeting of the Company and ending on the date of the Company’s next annual general meeting be approved.

2. That the authorization to the Company’s legal representative or the competent representative authorised by the legal representative to deal with matters pertaining to the registration and issuance of multiple types of debt financing instruments be approved, including but not limited to: (1) to the extent permitted under laws and regulations, the formulation, revision and adjustment of specific issuance plans for debt financing instruments (including but not limited to the type, timing, amount and number of tranches of issuance and all other matters pertaining to the registration and issuance of specific debt financing instruments) in accordance with the issuance policy of regulatory authorities, market conditions and the Company’s requirements, and examination, revision, execution, submission and implementation of and decision to publish agreements, announcements, forms, letters and all other requisite documents, including but not limited to issuance application documents, issue memorandum, underwriting agreements and relevant legal documents, among others, pertaining to the registration and issuance of debt financing instruments; (2) appointment of intermediary institutions, including but not limited to the lead underwriter and bookkeeper, in relation to the registration and issuance; (3) processing the registration, issuance, listing and trading, principal and interest payment and all other matters pertaining to the multiple types of debt financing instruments; (4) in the event of changes in regulatory policies or market conditions, making appropriate adjustments to pertinent matters such as specific plans for the issuance of multiple types of debt financing instruments or determining, based on actual conditions, whether to proceed with procedures relating to the specific issuance of debt financing instruments in accordance with the opinion of regulatory authorities; (5) performing information disclosure in accordance with applicable regulatory provisions; (6) dealing with other matters pertaining to the issuance of multiple types of debt financing instruments not included in the above; (7) the authorisation shall come into effect on the date of consideration and approval at the general meeting and shall remain in effect during the valid period of registration of the multiple types of debt financing instruments.

Voting result: For: 9; Against: 0; Abstained: 0.

**VIII. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2023” and approval of submission to the 2022 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

**IX. Consideration and approval of the “2022 Assessment Report on Internal Control.”**

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

**X. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for Senior Management Personnel for 2022.”**

As Mr. Xu Ziyang, Director, served as the President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

As Mr. Gu Junying, Director, served as the Executive Vice President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 7; Against: 0; Abstained: 0.

**XI. Consideration and approval of the “2022 Sustainability Report.”**

Voting result: For: 9; against: 0; abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

**XII. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Working Rules for Remuneration and Evaluation Committee of the Board of Directors and Working Rules for Nomination Committee of the Board of Directors”, the details of which are as follows:**

1. That the amendment of relevant clauses in the Working Rules for Remuneration and Evaluation Committee of the Board of Directors in accordance with the law be approved, the details of which are as follows:

Existing Article	To be amended as
Article 9 – The principal duties and scope of authority of the Remuneration and Evaluation	Article 9 – The principal duties and scope of authority of the Remuneration and Evaluation

Existing Article	To be amended as
<p>Committee shall be:</p> <p>(I) to make recommendations to the Board in respect of the policy and structure of remuneration and performance management for all Directors and senior management personnel (including but not limited to the criteria, procedures and regimes for performance appraisal) and on the establishment of a formal and transparent procedure for developing policy on such policy and structure of remuneration and performance management;</p> <p>.....</p> <p>(XI) to deal with other matters as authorized by the Board.</p>	<p>Committee shall be:</p> <p>(II) to make recommendations to the Board in respect of the policy and structure of remuneration and performance management for all Directors and senior management personnel (including but not limited to the criteria, procedures and regimes for performance appraisal) and on the establishment of a formal and transparent procedure for developing policy on such policy and structure of remuneration and performance management;</p> <p>.....</p> <p><b>(XI) to review share option incentive scheme, employee stock ownership scheme and other matters related to share schemes; and</b></p> <p>(XII) to deal with other matters as authorized by the Board.</p>

2. That the amendment of relevant clauses in the Working Rules for Nomination Committee of the Board of Directors in accordance with the law be approved, the details of which are as follows:

Existing Article	To be amended as
<p>ZTE Corporation Board Diversity Policy</p> <p>.....</p> <p>2. Policy When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, age, cultural and educational background, expertise, skills and know-how. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.</p>	<p>ZTE Corporation Board Diversity Policy</p> <p>.....</p> <p>2. Policy When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, <b>gender</b>, age, cultural and educational background, expertise, skills and know-how. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.</p>

Voting result: For: 9; against: 0; and abstained: 0

For details, please refer to “The Working Rules for Remuneration and Evaluation Committee of the Board of Directors (March 2023)” and “The Working Rules for Nomination Committee of the Board of Directors (March 2023)” published on the same date as this announcement.

**XIII. Consideration and Approval of the “Resolution on Expansion of the Business Scope and Corresponding Amendment of Relevant Clause in the Articles of Association”, the details of which are as follows:**

1. That the addition of “real estate development and operation” to the business scope of the Company be approved;

2. That the amendment of the relevant clause in the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 14. The Company's scope of business shall be consistent with the scope of business approved by the authority responsible for the Company's registration.</p> <p>The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, technical design, development, consultancy and services for projects of computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing, process control systems, disaster warning system, new energy power generation and application systems.....leasing of owned properties; technological certification services. With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.</p>	<p>Article 14. The Company's scope of business shall be consistent with the scope of business approved by the authority responsible for the Company's registration.</p> <p>The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, technical design, development, consultancy and services for projects of computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing, process control systems, disaster warning system, new energy power generation and application systems.....leasing of owned properties; technological certification services; <b>real estate development and operation</b>. With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.</p>

3. As the amendment of the scope of business is subject to the completion of relevant procedures with the industrial and commercial registration authorities, the amended scope of business of the Company is subject to the finalised scope of business approved by the industrial and commercial registration authorities. Authorisation is sought from the general meeting for the Board of Directors and its delegated parties to process registration, filing of the Articles of Association and other matters in relation to the aforesaid amendment of scope of business with the industrial and commercial registration authorities and to make necessary modifications to matters relating to the amendment of the scope of business of the Company in accordance with the approval opinion or requirements of the industrial and commercial registration authorities or other pertinent authorities;

4. That any Directors or the Secretary to the Board of Directors of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association in accordance with the law on behalf of the Company.

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

On 27 June 2017, the Company won the No. T208-0049 land use rights of Shenzhen Bay Super Headquarters Base. For details, refer to the “DISCLOSEABLE TRANSACTION ACQUISITION OF LAND USE RIGHTS IN SHENZHEN” published by the Company on June 27, 2017. Considering that the Company does not have the capabilities for land development, construction, sales, and operation, and focuses on core businesses, the Company entrusted Shenzhen Vanke Development Co., Ltd. (“Vanke”) to develop, build, sell, and operate the land, and both parties signed the Framework Agreement for Entrustment Development, Construction, Sales, and Operation. For details, refer to the “DISCLOSEABLE TRANSACTION FRAMEWORK AGREEMENT FOR ENTRUSTMENT OF DEVELOPMENT, CONSTRUCTION, SALES AND OPERATION”, “UPDATE ON DISCLOSEABLE TRANSACTION SUPPLEMENTAL AGREEMENT TO THE FRAMEWORK AGREEMENT FOR ENTRUSTMENT OF DEVELOPMENT, CONSTRUCTION, SALES AND OPERATION” published by the Company on 9 February 2018 and 11 July 2019, respectively.

Based on the smooth progress of the project, it is expected to reach the pre-sale status. In accordance with the agreement between the Company and Vanke, the Company is obliged to cooperate with Vanke in handling the relevant certificates of pre-sale license for the project. It is necessary for the Company to add the content of “real estate development and operation” in the business scope and modify the Articles of Association to ensure the implementation of the project.

**XIV. Consideration and approval of the “Proposal of Profit Distribution for 2022” and approval of submission to the 2022 Annual General Meeting of the Company for consideration, the details of which are as follows:**

1. That the proposal for profit distribution for 2022 be approved;
2. Proposed the general meeting authorise any Directors or the Secretary to the Board of Directors to deal in accordance with the law with matters relating to the profit distribution for 2022.

**Highlights of the Proposal of Profit Distribution for 2022:**

1. Audited net profit attributable to the holders of ordinary shares of the Company for 2022 amounted to approximately RMB7,705,350,000. Together with undistributed profit of approximately RMB13,100,762,000 carried forward at the beginning of the year, dividend distribution to shareholders for 2021 of approximately RMB1,420,213,000 and after provision for statutory surplus reserves of approximately RMB2,657,000, profit available for distribution to shareholders amounted to approximately RMB19,383,242,000.

2. The Board of Directors of the Company has recommended the proposal of profit distribution of the Company for 2022 as follows:

Distribution of RMB 4 in cash (before tax) for every 10 shares to all shareholders based on the total share capital as at the record date for profit distribution and dividend payment. In the event of changes in the Company's total share capital after the announcement of the Company's profit distribution proposal but before its implementation, the total share capital shall be readjusted on the basis of the total share capital as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2022 according to the existing proportion for distribution.

The Company's total share capital was 4,736,112,508 shares as at 10 March 2023. There are total 52,644,995 outstanding options exercisable in the second exercise period of the initial grant and the first exercise period of the reserved grant under the 2020 A share option incentive scheme of the Company. Assuming the said options are fully exercised prior to the A share record date of dividend distribution, 4,788,757,503 shares in the Company will be entitled to dividend payment, which will result in a total dividend amount of not more than RMB1.916 billion.

3. The Company's profit distribution proposal for 2022 is in compliance with the cash profit distribution policy determined under the Articles of Association and not in violation of pertinent provisions under pertinent laws and regulations, such as the Company Law of the People's Republic of China, and the Articles of Association.

The exact timing of payment of the Company's 2022 dividend depends on when the general meeting will be held and the progress of working relating to dividend distribution, and that the distribution will be completed no later than 31 August 2023.

Voting result: For: 9; Against: 0; Abstained: 0.

**XV. Consideration and approval of the “Resolution on the Application for General Mandate of the Issuance of Shares for 2023” and approval of submission to the 2022 Annual General Meeting of the Company for consideration, the details of which are as follows:**



1. Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) subject to the approval at the general meeting of the Company, to separately or concurrently allot, issue and deal with additional RMB ordinary shares (A Shares) and overseas-listed foreign shares (H Shares) of the Company (including securities convertible into A Shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

(1) such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

(2) the aggregate nominal amount of the share capital of A Shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the A Shares and H Shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

(3) The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.

2. For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

(1) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(2) the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting;

3. Where the Board of Directors resolves to issue shares (including securities convertible into A Shares and/or H Shares of the Company) pursuant to the general mandate for 2023 as stated under paragraph 1 of this resolution, the Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares,

submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the mainland of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph 1 of this resolution); and

4. The Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph 1 of this resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

**XVI. Consideration and approval of the “Resolution on the Application for Mandate of the Repurchase of A Shares for 2023” and approval of submission to the 2022 Annual General Meeting of the Company for consideration, the details of which are as follows:**

1. The Board of Directors of the Company proposed to request the general meeting to the A share repurchase for 2023 (“share repurchase”) mandate granted to the Board, the share repurchase shall be used in the employee share ownership schemes or share incentives, and shall be conducted by way of call auction in the share trading system of Shenzhen Stock Exchange. Funds shall be the Company’s internal funds or other funds in compliance with the requirements of laws and regulations. The price of the share repurchase shall be determined and finalised by the Board as authorised by the general meeting in accordance with pertinent laws and regulations, taking into account a number of factors, such as conditions in the capital market, movements in the share price of the Company and the Company’s financial and operating conditions, among others. The volume to be repurchased shall be determined by the Board as authorised by the general meeting in accordance with pertinent laws and regulations within the limit of its mandate subject to a cap of 2% of the issued A share capital of the Company as at the date on which the resolution is considered and passed at the general meeting.

2. In order to capture market opportunities in a timely manner, the general meeting shall grant to the Board a mandate, which may be delegated by the Board to relevant persons, with full discretion to deal with matters relating to the share repurchase. The scope of the mandate shall include, but not be limited to, the following:

- (1) To confirm the final plan and terms of repurchase and deal with matters pertaining to the Share Repurchase in accordance with the provisions of laws, regulations, rules and regulatory documents, taking into account the actual conditions of the Company and the market;
- (2) To amend, adjust or determine at its discretion based on prevailing circumstances matters

relating to the repurchase plan, including but not limited to: the specific use of the Share Repurchase, the total repurchase amount, the price of the Share Repurchase, the volume of the Share Repurchase, implementation of the repurchase, or whether the repurchase plan shall proceed or be terminated, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, rules, regulatory documents, requirements of regulatory authorities and the Articles of Association;

(3) To open a dedicated securities account and other relevant securities accounts for the repurchase;

(4) To repurchase shares at timings deemed appropriate during the repurchase period, including the timing, price and volume of repurchase;

(5) To adjust the repurchase plan and continue to deal with matters pertaining to the Share Repurchase in accordance with pertinent laws and regulations and requirements of securities regulatory authorities, taking into account market conditions and the actual conditions of the Company, in the event of new requirements on the policy for share repurchases stipulated under laws and regulations or announced by securities regulatory authorities or changes in market conditions, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, requirements of securities regulatory authorities or the Articles;

(6) To prepare, amend, supplement, execute, deliver, submit and implement all agreements, contracts and documents incurred in the course of the Share Repurchase and to report as required;

(7) To notify creditors and communicate with creditor to reach debt settlements;

(8) To deal with all other matters that are not stated above but are necessary for the Share Repurchase.

3. The mandate shall be in effect from the date on which the resolution is considered and passed at the general meeting to the earlier of the following: (i) the date on which the 2023 Annual General Meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

The application for the mandate for share repurchase for 2023, to be tabled at the general meeting for consideration seeks to give mandate to the Board of Directors of the Company to deal with matters pertaining to the share repurchase. Subject to consideration and approval at the general meeting, the Company will consider whether to proceed with the repurchase based on factors such as conditions in the capital market, volatility and movement in the Company's share price and incentive effect, among others. In the event of subsequent repurchases, the Company will formulate a specific share repurchase plan, which shall be reviewed and approved by the Board of Directors attended by more than two-thirds of the Directors.

**XVII. Consideration and approval of the “Resolution on the Convening of the 2022 Annual General Meeting.”**

1. That the convening of the 2022 Annual General Meeting be approved;
2. That the Chairman of the Company be authorised to determine the exact timing of the 2022 Annual General Meeting and issue relevant announcements based on the actual conditions of the Company and in accordance with pertinent provisions of the laws, regulations, regulatory documents and the Articles of Association.

Voting result: For: 9; Against: 0; Abstained: 0.

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

Shenzhen, the PRC  
10 March 2023

*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.*