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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 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” or “ZTE”) issued the “Notice of the Seventeenth Meeting of the Ninth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail on 22 December 2023. The Seventeenth 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 other locations by way of video and telephone conference on 27 December 2023. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors required to attend the Meeting and duly attend 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 continuing connected transactions in relation to the execution of ‘2024 Purchase Framework Agreement’ with Zhongxingxin, a connected party”, the details of which are set out as follows:**

1. That the Company and its subsidiaries purchase raw materials from Zhongxingxin Telecom Company Limited (“Zhongxingxin”), its subsidiaries and companies in which it holds equity interests of 30% or above in 2024, with the maximum aggregate amount of transactions (excluding VAT) estimated at RMB450 million, be approved.

2. That in 2024, as long as the actual aggregate transaction amount does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.

3. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2024 Purchase Framework Agreement” in accordance with the law, be approved.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as director of Zhongxingxin, Mr. Zhu Weimin, Director, did not take part in the voting in respect of this resolution at the Meeting.

**II. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘2024-2025 Purchase Framework Agreement’ for hotel services with Zhongxing Hetai, a connected party”, the details of which are set out as follows:**

1. That the Company and its subsidiaries purchase hotel services from Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited and its subsidiaries in 2024 and 2025, with the maximum aggregate amount of transactions (excluding VAT) estimated at RMB65 million per year, be approved.

2. That in 2024 and 2025, as long as the annually actual aggregate transaction amount does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.

3. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2024-2025 Purchase Framework Agreement” in accordance with the law, be approved.

Voting result: For: 8; against: 0; abstained: 0.

Owing to her capacity as director of Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**III. Consideration and approval of the “Resolution on connected transactions in relation to the execution of ‘2024-2025 Houses and Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai, a connected party”, the details of which are set out**

**as follows:**

1. That the Company and its subsidiaries lease houses and equipment and facilities to Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited and its subsidiaries in 2024 and 2025, with transactions amount RMB53.408 million per year, be approved.
2. Referring to the rent reduction and exemption policies issued in Shenzhen, Nanjing, Shanghai, and Xi'an in 2022 to support the sustained operation of small and medium-sized enterprises, it is approved that the Company and its subsidiaries reduce the houses rent of RMB15.79 million for Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited and its subsidiaries in 2022.
3. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2024-2025 Houses and Equipment and Facilities Lease Framework Agreement” in accordance with the law, be approved.

Voting result: For: 8; against: 0; abstained: 0.

Owing to her capacity as director of Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**IV. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘2024 ZTE Channel Cooperation Framework Agreement–General Distributor’ with 航天歐華, a connected party”, the details of which are set out as follows:**

1. That the Company and its subsidiaries sell products to 航天歐華信息技術有限公司(“航天歐華”) in 2024, with the maximum aggregate amount of transactions (excluding VAT) estimated at RMB 1,150 million, be approved.
2. That in 2024, as long as the actual aggregate transaction amount does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.
3. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2024 ZTE Channel Cooperation Framework Agreement – General Distributor” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as the chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited, the parent company of 航天歐華, for the past twelve months, Mr. Li Buqing, Director, did not take part in the voting in respect of this resolution at the Meeting.

The Company held the First Meeting of Independent Non-executive Directors of the Ninth Session of the Board of Directors on 20 December, 2023, and the above proposals were approved on the meeting. The Independent Non-executive Directors agreed to submit the above proposals to the Seventeenth Meeting of the Ninth Session of the Board of Directors of the Company for consideration.

For details of resolution I, II and resolution IV set out above, please refer to the “CONTINUING CONNECTED TRANSACTIONS PURCHASES OF RAW MATERIALS FROM ZHONGXINGXIN” and “Overseas Regulatory Announcement”. For details of resolution III set out above, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

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

Shenzhen, the PRC  
27 December 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.*