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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 Fortieth 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 Fortieth Meeting of the Sixth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 28 January 2016. The Fortieth Meeting of the Sixth session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Beijing, Xi’an, Xiamen and Yinchuan by way of video conference on 2 February 2016. The Meeting was presided over by Hou Weigui, Chairman. Of the 14 Directors required to attend the Meeting, 9 Directors attended in person and 5 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice chairman, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Tian Dongfang, Director, to vote on his behalf. Mr. Wang Yawen, Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Tian Dongfang, Director, to vote on his behalf. Mr. Zhan Yichao, Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Luan Jubao, Vice chairman, to vote on his behalf. Mr. Shi Lirong, Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Zhao Xianming, Director, to vote on his behalf. Mr. Yin Yimin, Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Zhao Xianming, Director, 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 (the “Articles of Association”), and was legal and valid.

**The “Resolution on the Amendment of Certain Clauses under the Articles of Association” was considered and approved at the Meeting. Details of the resolution are as follows:**

1. That the amendment of relevant clauses under the Articles of Association in accordance with the law be approved, the details of which are as follows:

The original article	The amended article
<p><b>Article 10.</b> .....For the purposes of the Articles of Association, the term “other senior officers” means the executive vice presidents, senior vice presidents, secretary to the Board of Directors and chief financial officer and personnel designated or confirmed by the Board of Directors of the Company from time to time as necessary.</p> <p>.....</p>	<p><b>Article 10.</b> .....For the purposes of the Articles of Association, the term “other senior officers” means the executive vice presidents, <del>senior vice presidents,</del> secretary to the Board of Directors and chief financial officer and personnel designated or confirmed by the Board of Directors of the Company from time to time as necessary.</p> <p>.....</p>
<p><b>Article 160.</b> The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <p>.....</p> <p>9) to appoint or remove the Company’s president and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents, senior vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty;</p> <p>.....</p>	<p><b>Article 160.</b> The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <p>.....</p> <p>9) to appoint or remove the Company’s president and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents, <del>senior vice presidents</del> and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty;</p> <p>.....</p>
<p><b>Article 179.</b> The Company shall have one president who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of executive vice presidents, senior vice presidents and one chief financial officer to assist the president in his work. The executive vice presidents, senior vice presidents and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.</p>	<p><b>Article 179.</b> The Company shall have one president who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of executive vice presidents, <del>senior vice presidents</del> and one chief financial officer to assist the president in his work. The executive vice presidents, <del>senior vice presidents</del> and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.</p>
<p><b>Article 181.</b> The president shall be accountable to the Board of Directors and exercise the following powers:</p> <p>.....</p> <p>6) to propose to the Board of Directors the appointment or dismissal of the Company’s executive vice presidents, senior vice presidents and the chief financial officer;</p> <p>.....</p>	<p><b>Article 181.</b> The president shall be accountable to the Board of Directors and exercise the following powers:</p> <p>.....</p> <p>6) to propose to the Board of Directors the appointment or dismissal of the Company’s executive vice presidents, <del>senior vice presidents</del> and the chief financial officer;</p> <p>.....</p>
<p><b>Article 186.</b> The detailed working rules for the president shall include the following:</p> <p>.....</p> <p>2) the respective duties and division of responsibility between the president, executive vice presidents, senior vice presidents and other senior officers;</p> <p>.....</p>	<p><b>Article 186.</b> The detailed working rules for the president shall include the following:</p> <p>.....</p> <p>2) the respective duties and division of responsibility between the president, executive vice presidents, <del>senior vice presidents</del> and other senior officers;</p> <p>.....</p>

2. That the tabling of the aforesaid matter at the general meeting of the Company for consideration be approved;

3. That any Director or the Secretary to the Board of Directors be authorised to handle on behalf of the Company any procedures for filing, amendment and registration (where necessary) and other pertinent matters in relation to the amendment of the Articles of Association.

Voting results: For: 14; Against: 0; Abstained: 0.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

2 February 2016

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and Zhao Xianming; six non-executive directors, Hou Weigui, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.*