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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 Thirty-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 and misleading statement or material omission in this announcement.

ZTE Corporation (“ZTE” or the “Company”) issued the “Notice of the Thirty-fourth 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 19 November 2015. The Thirty-fourth Meeting of the Sixth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of video conference on 23 November 2015 at the Shenzhen headquarters of the Company, Beijing and Shanghai. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to vote at the Meeting, 10 Directors duly participated and 4 Directors appointed proxies to attend on their behalves. Mr. Dong Lianbo, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf. Mr. Shi Lirong, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Hou weigui, Chairman, to vote on his behalf. Mr. Tan Zhenhui, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Richard Xike Zhang, Independent Non-executive Director, to vote on his behalf. Mr. Bingsheng Teng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Chen Shaohua, Independent Non-executive 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 Introduction of a Strategic Investor by ZTE Microelectronics Technology Company Limited* (深圳市中興微電子技術有限公司)” was considered and approved at the Meeting, the details of which are as follows:

1. That the increase in the share capital of ZTE Microelectronics Technology Company Limited* by way of introduction by the Company of National Integrated Circuit Industry Investment Fund Corporation* (國家集成電路產業投資基金股份有限公司) as a new shareholder, and the execution of the Capital Increase Agreement, the Shareholders Agreement and all documents pertaining to the capital increase (collectively the “Transaction Documents”) be approved;
2. That Mr. Hou Weigui, the legal representative of the Company, or an authorised signatory appointed by Mr. Hou Weigui be authorised to execute the Transaction Documents and perform other duties required for the implementation of the Transaction Documents and the completion of the transaction on behalf of the Company;
3. That the waiver of the preemptive subscription right by the Company in connection with the 24% additional equity interests to be issued by ZTE Microelectronics Technology Company Limited* as shareholder of ZTE Microelectronics Technology Company Limited* to procure the completion of the transaction be approved, and Mr. Hou Weigui, the legal representative of the Company, or an authorised signatory appointed by Mr. Hou Weigui be authorised to execute pertinent documents on behalf of the Company.

Voting results: For: 14; against: 0; and abstained: 0.

For details, please refer to the “Announcement Introduction of a Strategic Investor by a Subsidiary and Waiver of Preemptive Subscription Rights by the Company” published by the Company on 23 November 2015.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
23 November 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, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.

** For identification purposes only*