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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 on Resolutions of the 2013 Annual General Meeting**

*The Company and the Directors, supervisors and members of the senior management confirm that all the information contained in this announcement is true, accurate and complete and that there is no false or misleading statement or material omission in this announcement.*

The 2013 Annual General Meeting (the "AGM") of ZTE Corporation (the "Company") was held at the venue on 29 May 2014. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

There was no addition, rejection or amendment to any proposed resolution during the AGM.

### **II. INFORMATION REGARDING THE CONVENING OF THE AGM**

#### **1. Date and time**

The AGM was held from 9:00 a.m. to 11:00 a.m. on 29 May 2014.

#### **2. Venue**

The AGM was held at the Conference Room on the 4th Floor of A Wing of the Company's headquarters in Shenzhen.

#### **3. Voting method**

The AGM was convened with on-site voting by poll.

#### **4. Convener**

The AGM was convened by the Board of Directors of the Company.

#### **5. Chairman of the AGM**

Mr. Hou Weigui, the Chairman of the Board of Directors of the Company, presided over the AGM.

6. The convening of the AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's

Republic of China, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the “Shenzhen Listing Rules”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of ZTE Corporation (the “Articles of Association”), and was legal and valid.

### **III. INFORMATION REGARDING ATTENDANCE AT THE AGM**

On the date of the AGM, the Company’s total issued shares is 3,437,541,278 shares, with domestic shares (A shares) of 2,807,955,833 shares and overseas-listed foreign shares (H shares) of 629,585,445 shares.

20 shareholders (including proxies), holding 1,294,967,954 shares, accounting for 37.67% of the total number of shares carrying voting rights at the AGM of the Company. None of the shares entitled the shareholders to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules and no shareholders were required to abstain from voting at the AGM according to the Shenzhen Listing Rules and the Hong Kong Listing Rules. Of which:

*(1) Attendance of holders of domestic shares (A shares)*

19 holders (including proxies) of A shares, holding 1,139,743,922 shares, accounting for 40.59% of the total number of A shares carrying voting rights of the Company.

*(2) Attendance of holders of overseas-listed foreign shares (H shares)*

1 holder (including proxy) of H shares, holding 155,224,032 shares, accounting for 24.65% of the total number of H shares carrying voting rights of the Company.

In addition, certain Directors, Supervisors, senior management of the Company, the Company’s PRC lawyers and the Company’s auditors attended the AGM.

### **IV. CONSIDERATION AND VOTING OF RESOLUTIONS**

The following resolutions were considered and passed by voting by open ballot at the AGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM, all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM. For details of the voting results, please refer to the Annex: “Statistics of Voting Results in respect of Resolutions Proposed at the 2013 Annual General Meeting of ZTE Corporation”):

## **Ordinary Resolutions**

**(I) To consider and approve the “2013 Annual Report of the Company (including 2013 financial statements of the Company audited by PRC and Hong Kong auditors”;**

**(II) To consider and approve the “2013 Report of the Board of Directors of the Company”;**

**(III) To consider and approve the “2013 Report of the Supervisory Committee of the Company”;**

**(IV) To consider and approve the “2013 Report of the President of the Company”;**

**(V) To consider and approve the “Final Financial Accounts of the Company for 2013”;**

**(VI) To consider and approve the “Proposals of Profit Distribution of the Company for 2013”, with details as follows:**

1. The proposals of profit distribution for 2013 tabled by the Board of Directors of the Company is hereby approved: cash dividend of RMB0.3 (before tax) for every 10 shares held based on the total share capital of the Company of 3,437,541,278 shares as at 31 December 2013.

2. The Board of Directors is hereby authorised by the AGM to deal with matters relating to the profit distribution for 2013.

**(VII) To consider and approve on an individual basis the “Resolutions of the Company on the proposed application for composite credit facilities”, with details as follows:**

**7.1 To consider and approve the “Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion”, with details as follows:**

1. That the application by the Company to Bank of China Limited, Shenzhen Branch for a RMB23.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB23.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2013 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2015. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

**7.2 To consider and approve the “Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB12.5 billion”, with details as follows:**

1. That the application by the Company to China Construction Bank Corporation, Shenzhen Branch for a RMB12.5 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB12.5 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2013 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2015. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

**7.3 To consider and approve the “Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion”, with details as follows:**

1. That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a USD6.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid USD6.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2013 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2015. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

**(VIII) To consider and approve on an individual basis the “Resolutions on the appointment of the PRC auditor and the Hong Kong auditor of the Company for 2014”, with details as follows:**

**8.1 To approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company’s financial report for 2014 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2014 based on the specific audit work to be conducted;**

**8.2 To approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company’s financial report for 2014 and authorize the Board of Directors to fix the financial report audit fees of Ernst & Young for 2014 based on the specific audit work to be conducted;**

**8.3 To approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2014 and authorize the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2014 based on the specific audit work to be conducted.**

**(IX) To consider and approve the “Resolution on the application for investment limits in derivative products of the Company in 2014”, with details as follows:**

To approve the authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for an net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.

**(X) To consider and approve on an individual basis the “Resolution on matters pertaining to debt financing of ZTE (H.K.) Limited”, with details as follows:**

10.1 That the provision of guarantee in respect of overseas medium / long-term debt financing of ZTE (H.K.) Limited (“ZTE HK”), the details of which are as follows, be approved:

(a) That the provision of guarantee by way of joint liability assurance for an amount of not more than USD600 million (or not more than RMB4 billion) for a term of not more than five years (from the date on which the debt financing agreement comes into effect) by the Company in respect of overseas medium / long-term debt financing (including but not limited to syndicate loans, bank facilities and the issue of corporate bonds) of ZTE HK be approved.

(b) That Mr. Hou Weigui, the legal representative of the Company, or his authorized signatory be authorised to determine the specific amount and period of guarantee based on the results of negotiations between ZTE HK and the relevant debt financing parties subject to the aforesaid limit and period of guarantee and to negotiate with the relevant debt financing parties and execute all guarantee agreements and other pertinent legal contracts and documents relating to the said guarantee, and deal with other matters pertaining to such guarantee.

10.2. That ZTE HK be authorised to conduct interest rate swap transactions with a nominal principal amount of not more than USD600 million at selected timing for its medium / long-term

debt financing with matched time limits between the interest rate swap transactions and the medium/long-term debt financing.

### **Special Resolutions**

**(XI) To consider and approve the “Resolution of the Company on the application for general mandate for 2014”, with details 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 to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period (as defined below), 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;

II. the aggregate nominal amount of the share capital of domestic 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, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to Directors, Supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

III. 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 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 by the general meeting until the earliest of:



I. the conclusion of the next annual general meeting of the Company following the passing of this resolution;

II. the expiration of a 12-month period following the passing of this resolution; or

III. 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; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

3. Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to paragraph 1 of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things 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 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 be hereby authorised to amend the Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph 1 of this resolution.

**(XII) To consider and approve the “Resolution on additions to the scope of business and the amendment of relevant clauses of the ‘Articles of Association’ to reflect the same”, with details as follows:**



1. That the addition of “technical design, development, consultancy and services for new energy power generation and application systems” to the scope of business of the Company be approved;
2. That the amendment of relevant clauses of the Articles of Association in accordance with the law be approved. Amendments are set out as follows:

The original article	The amended article
<p><b>Article 14.</b> 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; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); purchase and sales of electronic equipment and micro-electronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications); leasing of owned properties. 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</p>	<p><b>Article 14.</b> 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, <b><u>new energy power generation and application systems</u></b>; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); purchase and sales of electronic equipment and micro-electronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications); leasing of owned properties. 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</p>

The original article	The amended article
capabilities.	international markets and its business development and capabilities.

3. As the amended scope of business shall be subject to the final version as registered with authorities for the administration of industry and commerce, given that any modifications to the scope of business shall require the completion of relevant procedures with, among others, authorities for the administration of industry and commerce. That the authorization to the Board of Directors to deal with matters relating to the modification of the scope of business and the amendment of the Articles of Association be approved.

**The Independent Non-executive Directors of the Company delivered the “2013 work report of the Independent Non-executive Directors” at the AGM.**

The Company appointed Computershare Hong Kong Investor Services Limited, the witnessing lawyer, two shareholder representatives and two supervisor representatives to act as scrutineers for vote taking at the AGM.

**V. LEGAL OPINION OF LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Attorneys: Zhang Yuqing and Wei Wei
3. Conclusive opinion:

In the view of Beijing Jun He Law Offices (Shenzhen Office), matters relating to the notice, the convening and holding procedures, qualifications of the attendees and the voting procedures of the AGM complied with the relevant provisions of the laws, regulations and rules including the Company Law of the People’s Republic of China and the Rules for General Meetings of Listed Companies as well as the Articles of Association and the “Resolutions of the 2013 Annual General Meeting of ZTE Corporation” passed at the AGM were legal and valid.

**VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Documents of the 2013 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2013 Annual General Meeting of ZTE Corporation;
3. Legal Opinion furnished by Beijing Jun He Law Offices (Shenzhen Office) in respect of the 2013 Annual General Meeting of ZTE Corporation.

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

Shenzhen, PRC  
29 May 2014

*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.*

**Annex:**

**Statistics of Voting Results in respect of Resolutions Proposed  
at the 2013 Annual General Meeting of ZTE Corporation**

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
<b>Ordinary Resolutions (10 resolutions)</b>								
1	2013 Annual Report of the Company (including 2013 financial statements of the Company audited by PRC and Hong Kong auditors)	Total	1,294,848,554	99.9946%	69,600	0.0054%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,104,632	99.9551%	69,600	0.0449%	0	0.0000%
2	2013 Report of the Board of Directors of the Company	Total	1,294,848,554	99.9946%	69,600	0.0054%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,104,632	99.9551%	69,600	0.0449%	0	0.0000%
3	2013 Report of the Supervisory Committee of the Company	Total	1,294,848,554	99.9946%	69,600	0.0054%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,104,632	99.9551%	69,600	0.0449%	0	0.0000%
4	2013 Report of the President of the Company	Total	1,294,848,554	99.9946%	69,600	0.0054%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,104,632	99.9551%	69,600	0.0449%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
5	Final Financial Accounts of the Company for 2013	Total	1,294,848,554	99.9946%	69,600	0.0054%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,104,632	99.9551%	69,600	0.0449%	0	0.0000%
6	Proposals of Profit Distribution of the Company for 2013	Total	1,294,967,954	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,224,032	100.0000%	0	0.0000%	0	0.0000%
7	Resolutions of the Company on the proposed application for composite credit facilities							
7.1	Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion	Total	1,294,399,548	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	154,655,626	100.0000%	0	0.0000%	0	0.0000%
7.2	Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB12.5 billion	Total	1,294,399,548	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	154,655,626	100.0000%	0	0.0000%	0	0.0000%
7.3	Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion	Total	1,294,399,548	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares	154,655,626	100.0000%	0	0.0000%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
		(H shares)						
8	Resolutions on the appointment of the PRC auditor and the Hong Kong auditor of the Company for 2014							
8.1	The re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2014 and authorization to the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2014 based on the specific audit work to be conducted	Total	1,294,844,754	99.9905%	123,200	0.0095%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,100,832	99.9206%	123,200	0.0794%	0	0.0000%
8.2	The re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2014 and authorization to the Board of Directors to fix the financial report audit fees of Ernst & Young for 2014 based on the specific audit work to be conducted	Total	1,294,844,754	99.9905%	123,200	0.0095%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,100,832	99.9206%	123,200	0.0794%	0	0.0000%
8.3	the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2014 and authorization to the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2014 based on the specific audit work to be conducted	Total	1,294,634,754	99.9743%	333,200	0.0257%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	154,890,832	99.7853%	333,200	0.2147%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
9	Resolution on the application for investment limits in derivative products of the Company in 2014	Total	1,294,732,748	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	154,988,826	100.0000%	0	0.0000%	0	0.0000%
10	Resolution on matters pertaining to debt financing of ZTE (H.K.) Limited							
10.1	The provision of guarantee in respect of overseas medium / long-term debt financing of ZTE (H.K.) Limited (“ZTE HK”)	Total	1,294,967,954	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,224,032	100.0000%	0	0.0000%	0	0.0000%
10.2	The authorization to ZTE HK to conduct interest rate swap transactions with a nominal principal amount of not more than USD600 million at selected timing for its medium / long-term debt financing with matched time limits between the interest rate swap transactions and the medium/long-term debt financing	Total	1,294,967,954	100.0000%	0	0.0000%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	155,224,032	100.0000%	0	0.0000%	0	0.0000%
<b>Special Resolutions (2 resolutions)</b>								
11	Resolution of the Company on the application for general mandate for 2014	Total	1,169,721,291	90.3282%	125,246,663	9.6718%	0	0.0000%
		Domestic shares (A shares)	1,138,044,907	99.8509%	1,699,015	0.1491%	0	0.0000%
		Overseas-listed foreign shares (H shares)	31,676,384	20.4069%	123,547,648	79.5931%	0	0.0000%



No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
12	Resolution on additions to the scope of business and the amendment of relevant clauses of the 'Articles of Association' to reflect the same	Total	1,293,979,724	99.9237%	988,230	0.0763%	0	0.0000%
		Domestic shares (A shares)	1,139,743,922	100.0000%	0	0.0000%	0	0.0000%
		Overseas-listed foreign shares (H shares)	154,235,802	99.3634%	988,230	0.6366%	0	0.0000%