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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 Sixth 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 Sixth Meeting of the Sixth Session of the Board of Directors (the “**Board**”) of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 18 July 2013. The Sixth Meeting of the Sixth session of the Board of the Company (the “**Meeting**”) was convened by way of video conference on 22 July 2013 at the Shenzhen headquarters of the Company, Beijing, Xi’an, Xiamen and Shanghai. Of the 14 Directors required to vote at the Meeting, 12 Directors duly participated and 2 Directors appointed proxies to attend on their behalf. Mr. Wei Wei, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. Mr. Chen Naiwei, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. 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 the “ZTE Corporation Share Option**

**Incentive Scheme (Draft)” (the “Scheme”) and its summary and approval of the tabling of this at the General Meeting of the Company for consideration.**

For details please refer to the “(1)Proposed adoption of A-Share Option Incentive Scheme and Proposed Grant thereunder and (2) Resumption of Trading” and “Overseas Regulatory Announcement” published on the same date as this announcement.

Directors Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, being beneficiaries of the Scheme, did not take part in the voting.

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

The Independent Non-executive Directors of the Company have furnished an independent opinion in respect of the resolution, giving unanimous consent to the Company’s implementation of the Scheme. For details of the independent opinion furnished by the Independent Non-executive Directors of the Company, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

**II. Consideration and approval of the resolution on the “ZTE Corporation Share Option Incentive Scheme Performance Appraisal System” and approval of the tabling of this at the General Meeting of the Company for consideration.**

The Company has formulated the ZTE Corporation Share Option Incentive Scheme Performance Appraisal System in accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company (Trial) issued by the CSRC, the prevailing performance appraisal system of the Company and the Scheme. For details please refer to the “ZTE Corporation Share Option Incentive Scheme Performance Appraisal System” published on the same date as this announcement.

Directors Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, being beneficiaries of the Scheme, did not take part in the voting.

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

**III. Consideration and approval of the “Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme” and approval of the tabling of this at the General Meeting of the Company for consideration, the details of which are as follows:**

In order to complete matters pertaining to the Scheme in an efficient and orderly manner, the Board of the Company hereby agrees to request the General Meeting of the Company to grant a mandate to the Board to give the Board full discretion in dealing with matters relating to the Scheme, and the substance and scope of the mandate shall include but not limited to:

- (1) To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares;
- (2) To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares;
- (3) To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company’s ex-right or ex-dividend shares or for other reasons;
- (4) Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval of the General Meeting and / or relevant regulatory authorities, such modifications by the Board must obtain the corresponding approvals;
- (5) To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements;
- (6) To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme;

(7) To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting;

(8) To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection with the Scheme; and

(9) The mandate granted to the Board shall be coterminous with the Scheme.

Directors Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, being beneficiaries of the Scheme, did not take part in the voting.

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

The aforesaid resolution will be tabled at the General Meeting for consideration after the Share Option Incentive Scheme has been filed with the CSRC without objection. Matters pertaining to the convening of the General Meeting shall be separately notified by the Board of Directors in accordance with stipulated procedures.

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

Shenzhen, the PRC

22 July 2013

*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.*