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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 Third Meeting of the Seventh 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 convening the Third Meeting of the Seventh Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 14 April 2016. The Third Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Beijing, Xi’an and Xiamen by way of video conference on 28 April 2016. The Meeting was presided over by Mr. Zhao Xianming, 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. Luan Jubao, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorised 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 Mr. Shi Lirong, Director, to vote on his behalf. Mr. Zhan Yichao, Director, was unable to attend the Meeting due to work reasons and has authorised Mr. Tian Dongfang, Director, to vote on his behalf. Mr. Yin Yimin, Director, was unable to attend the Meeting due to work reasons and has authorised Mr. Zhao Xianming, Chairman, to vote on his behalf. Mr. Zhu Wuxiang, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorised 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, and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

## **I. Consideration and approval of the “2016 First Quarterly Report of the Company.”**

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

## **II. Consideration and approval of the “Resolution of the Company on the adjustment of member enterprises of ZTE Group,” the details of which are as follows:**

1. That the adjustment of the list of member enterprises of ZTE Group<sup>1</sup> (Please refer to the Attachment I for details of the adjustment of the list of member enterprises of ZTE Group) be approved;
2. That the amendment of Paragraph 2 under Article 7 of ZTE Group Articles of Association by adjusting the list of member enterprises of ZTE Group be approved;
3. That the authorisation of the legal representative of the Company or personnel delegated by the legal representative to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

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

## **III. Consideration and approval of the “Resolution of the Company on continuing connected transactions under the ‘Property and Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai,” the details of which are as follows:**

That the execution of the “Property and Equipment and Facilities Lease Framework Agreement” between the Company and Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited (“Zhongxing Hetai”), a connected party, with the cap of the aggregate amount of continuing connected transactions in connection with the lease of properties and equipment and facilities by the Company to Zhongxing Hetai or its subsidiaries under the agreement for the periods from 1 July 2016 to 30 June 2017 and from 1 July 2017 to 30 June 2018 estimated at RMB85 million, RMB85 million, respectively, be approved.

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

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<sup>1</sup> ZTE Group refers to the Company and certain of its domestic subsidiaries, associates and joint ventures, being legally established enterprises which have adopted the standard form of ZTE Group Articles of Association and fulfilled basic conditions for business operation and which have applied to and been approved by the Board of the Company to become a member of the ZTE Group, the details of which have been set out in the “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Second Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Seventeenth Meeting of the Sixth Session of the Board of Directors” and “Announcement of Resolutions of the Twenty-sixth Meeting of the Sixth Session of the Board of Directors” published on 12 October 2010, 25 April 2012, 26 April 2013, 17 April 2014 and on 23 April 2015, respectively.

**IV. Consideration and approval of the “Resolution of the Company on continuing connected transactions under the ‘Purchase Framework Agreement’ for hotel services with Zhongxing Hetai,” the details of which are as follows:**

That the execution of the “Purchase Framework Agreement” for hotel services between the Company and Zhongxing Hetai, a connected party, with the cap of the aggregate amount of continuing connected transactions in connection with the purchase of hotel services by the Company from Zhongxing Hetai or its subsidiaries under the agreement for the periods from 1 July 2016 to 30 June 2017 and from 1 July 2017 to 30 June 2018 estimated at RMB90 million, RMB90 million, respectively, be approved.

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

An explanatory statement in connection with the two connected transactions aforesaid is set out as follows:

Mr. Hou Weigui, former Chairman of the Company, being the chairman of Zhongxing Development Company Limited (“Zhongxing Development”) falls under Paragraph (II) of Rule 10.1.6 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the “Shenzhen Listing Rules”), while Mr. Zhai Weidong, director and general manager of Shenzhen Zhongxingxin Telecommunication Equipment Company Limited (“Zhongxingxin”), the controlling shareholder of the Company, being a director of Zhongxing Development falls under Paragraph (III) of Rule 10.1.3 of the Shenzhen Listing Rules. Therefore, Zhongxing Development is a connected party of the Company. Zhongxing Hetai as a subsidiary of Zhongxing Development falls under Paragraph (V) of Rule 10.1.3 of the Shenzhen Listing Rules. Therefore, Zhongxing Hetai is a connected party of the Company, and transactions between the Company and Zhongxing Hetai are connected transactions.

In accordance with relevant provisions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Zhongxing Hetai is not a connected party of the Company.

For details of the aforesaid connected transactions, please refer to the Overseas Regulatory Announcement published on the same date as this announcement.

**V. Consideration and approval of the “Resolution of the Company on the Change of Authorised Representatives and Company Secretary,” the details of which are as follows:**

1. That the appointment of Zhao Xianming as the authorised representative under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong (the “Authorised Representative”) of the Company with effect from the date on which this resolution is considered and approved by the Board of the Company (namely, 28 April 2016) be approved;

2. That the appointment of Ms. Cao Wei as the Authorised Representative of the Company and the Company Secretary of the Company with effect from the date on which this resolution is considered and approved by the Board of the Company (namely, 28 April 2016) be approved.

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

By Order of the Board  
**Zhao Xianming**  
*Chairman*

Shenzhen, the PRC  
28 April 2016

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

## **Attachment I: The Adjustment of Member Enterprises of ZTE Group**

### **(I) List of new member enterprises of ZTE Group**

1. 深圳智衡技術有限公司  
(Shenzhen Zhiheng Technology Company Limited\*)
2. 北京市中保網盾科技有限公司  
(Beijing Zhongbao Net Shield Technology Company Limited\*)
3. 深圳市中瑞檢測科技有限公司  
(Shenzhen Zhongrui Testing Technology Company Limited\*)
4. 中興（瀋陽）金融科技有限公司  
(ZTE (Shenyang) Financial Technology Company Limited\*)
5. 長沙中興智能技術有限公司  
(Changsha ZTE Smart Technology Company Limited\*)
6. 河南中興光伏科技有限責任公司  
(Henan ZTE Photovoltaic Technology Company Limited\*)
7. 中興（淮安）智慧產業有限公司  
(ZTE (Huai'an) Smart Industries Company Limited\*)
8. 深圳市中興金控商業保理有限公司  
(Shenzhen ZTE Financial Holding Factoring Limited Company\*)
9. 大連中興網信科技有限公司  
(Dalian ZTE ICT Technology Company\*)
10. 中興網信南通科技有限公司  
(ZTE ICT Nantong Technology Company Limited\*)
11. 中山中興網信科技有限公司  
(Zhongshan ZTE ICT Technology Company Limited\*)
12. 深圳市中興新能源汽車科技有限公司  
(Shenzhen ZTE New Energy Auto Technology Company Limited\*)
13. 蕪湖中興迅捷信息科技有限公司  
(Wuhu ZTE Xunjie Information Technology Company Limited\*)
14. 山東中興網信科技有限公司  
(Shandong ZTE ICT Technology Company Limited\*)
15. 山東興濟置業有限公司  
(Shandong Xingji Real Estates Company Limited\*)
16. 深圳青豆教育科技有限公司  
(Shenzhen Green Pea Education Technology Company Limited\*)
17. 廣西中興網信有限公司  
(Guangxi ZTE ICT Company Limited\*)
18. 上海中興網森信息科技有限公司  
(Shanghai ZTE Wangsen Information Technology Company Limited\*)
19. 中興（蘭州）智慧產業有限公司  
(ZTE (Lanzhou) Smart Industries Company Limited\*)
20. 廣州慧鑒檢測技術有限公司  
(Guangzhou Huijian Testing Technology Company Limited\*)
21. 成都興新新能源汽車有限公司  
(Chengdu Xingxin New Energy Automobile Company Limited\*)
22. 長春市中興新能源汽車銷售有限公司  
(Changchun ZTE New Energy Auto Sales Company Limited\*)

23. 北京中興綠能汽車有限責任公司  
(Beijing ZTE Green Energy Automobile Company Limited\*)
24. 廈門震坤新能源汽車有限公司  
(Xiamen Zhenkun New Energy Automobile Company Limited\*)
25. 上海興新新能源汽車有限公司  
(Shanghai Xingxin New Energy Automobile Company Limited\*)
26. 無錫中興慧通科技有限公司  
(Wuxi ZTE Huitong Technology Company Limited\*)
27. 深圳市深大赫雲技術有限公司  
(Shenzhen Shendaheyun Technology Company Limited\*)
28. 深圳中興金雲科技有限公司  
(Shenzhen Zhongxing Jinyun Technology Company Limited\*)

## **(II) Renaming of member enterprises of ZTE Group**

Formerly known as:	Renamed as:
廣東新支點技術服務有限公司 (Guangdong New Pivot Technology & Service Company Limited*)	廣東中興新支點技術有限公司 (Guangdong ZTE New Pivot Technology Company Limited*)
上海中興通訊技術有限責任公司 (Shanghai Zhongxing Telecom Equipment Technologies Company Limited*)	上海中興通訊技術股份有限公司 (Shanghai Zhongxing Telecom Equipment Technologies Corporation*)
深圳市中興高達技術有限公司 (Shenzhen ZTE Gaoda Technology Company Limited*)	北京中興高達通信技術有限公司 (Beijing ZTE Gaoda Telecom Technology Company Limited*)
合肥中興電子科技有限責任公司 (Hefei ZTE Electronic Technology Company Limited*)	中興捷維通訊技術有限責任公司 (ZTE Jiewei Telecom Technology Company Limited*)
濟南中興通訊技術有限責任公司 (Jinan ZTE Telecom Technology Company Limited*)	山東中興通訊科技有限公司 (Shandong Telecom Technology Company Limited*)
深圳市中興物聯科技有限公司 (Shenzhen ZTE We Link Technology Company*)	深圳市中興物聯科技股份有限公司 (Shenzhen ZTE We Link Technology Corporation*)
深圳小蜜蜂旅行社有限公司 (Shenzhen BTRAVEL Service Company Limited*)	深圳中興易路通旅行社有限公司 (Shenzhen ZTE Yilutong Travel Agency Company Limited*)

## **(III) List of member enterprises removed from ZTE Group**

- 愛訊達科技（深圳）有限公司  
(Aixunda Technology (Shenzhen) Company Limited\*)
- 鄭州中興通訊技術有限責任公司  
(Zhengzhou ZTE Communications Technology Company Limited\*)

\* For identification purposes only.