

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2022 Annual General Meeting

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

The 2022 Annual General Meeting (the “AGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 6 April 2023. Details in respect of the resolutions and voting results of the AGM are as follows:

I. IMPORTANT NOTICE

1. There were no veto resolutions in the AGM.
2. There were no changing resolutions approved by previous general meetings in the AGM.

II. INFORMATION REGARDING THE CONVENING OF THE AGM

(I) Date and time

1. On-site meeting commenced at 3:00 p.m. on Thursday, 6 April 2023.
2. Online voting by A shareholders was conducted on 6 April 2023 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:15 a.m. to 9:25 a.m., from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 6 April 2023; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 9:15 a.m. to 3:00 p.m. on 6 April 2023.

(II) Venue

The on-site meeting was held at the 4th floor of A Wing of the Company’s headquarters in Shenzhen.

(III) Voting method

1. A shareholders voted through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders have voted online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders voted through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

(IV) Convener

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

(V) Chairman of the AGM

Mr. Xu Ziyang, the Board of Directors and President of the Company, presided over the AGM. (Mr. Li Zixue, Chairman of the Board of Directors, did not attend the AGM due to work reasons, and Mr. Xu Ziyang was elected by all the Directors to preside over the AGM according to the Articles of Association of ZTE Corporation).

(VI) 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 record date of the AGM (i.e., March 29, 2023), shares entitling the shareholder to attend and vote on all the resolutions at the AGM are 4,736,586,451 shares, comprising 3,981,083,917 A shares and 755,502,534 H shares.

179 shareholders (or proxies) held 1,605,297,161 shares or 33.89% of the total number of shares carrying voting rights at the AGM of the Company. Of which 172 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 645,617,603 shares or 13.63% of the total number of shares carrying voting rights at the AGM of the Company. There were no shares in the Company which entitled its holders to attend the AGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were

required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

Comprising:

(1) Attendance of holders of A shares

178 A shareholders (or proxies) holding 1,368,963,223 shares or 34.39% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the AGM.

Of which: 19 A shareholders (or proxies) holding 1,030,923,566 shares or 25.90% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 159 A shareholders holding 338,039,657 shares or 8.49% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

1 H shareholder (or proxy) holding 236,333,938 shares or 31.28% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

Mr. Li Zixue, Chairman of the Board of Directors, and Ms. Fang Rong, Director of the Company did not attend the AGM due to work reasons, other 7 Directors attended the AGM. All Supervisors of the Company attended the AGM. Certain senior management did not attend the AGM due to work reasons. The witnessing lawyers and the auditors of the Company attended the AGM.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and approved at the AGM by way of a combination of on-site voting and online voting (of which all the ordinary resolutions were approved by votes representing more than one-half of the voting rights held by shareholders attending the AGM; and all the special resolutions were approved by votes representing more than two-thirds of the voting rights held by shareholders attending the AGM. For details of the voting results, please refer to Annex “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2022 Annual General Meeting”):

Ordinary Resolutions

- 1. Consideration and approval of the “2022 Annual Report (including 2022 financial report of the Company audited by the Auditor)”;**
- 2. Consideration and approval of the “2022 Working Report of the Board of Directors”;**

3. Consideration and approval of the “2022 Working Report of the Supervisory Committee”;

4. Consideration and approval of the “2022 Working Report of the President”;

5. Consideration and approval of the “Final Financial Accounts for 2022”;

6. Consideration and approval of the “Proposal of Profit Distribution for 2022”, with details as follows:

(1) That the Proposal of Profit Distribution for 2022 tabled by the Board of Directors of the Company be approved.

Distribution of RMB4 in cash (before tax) for every 10 shares to all shareholders based on the total share capital as at the record date for profit distribution and dividend payment. In the event of changes in the Company’s total share capital after the announcement of the Company’s profit distribution proposal for 2022 but before its implementation, the total share capital shall be readjusted on the basis of the total share capital as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2022 according to the existing proportion for distribution.

(2) That any Directors or the Secretary to the Board of Directors be authorised to deal in accordance with the law with matters relating to the profit distribution for 2022 be approved.

7. Consideration and approval of the “Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2023”, with details as follows:

(1) That the Report on the Feasibility Analysis of Hedging Derivatives Trading be approved, and is of the view that the derivatives trading is feasible.

(2) That the Company be authorised by the AGM for hedging derivatives trading with a limit of the equivalent of USD4.1 billion for 2023 be approved (namely, the trading balance at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD4.1 billion, and 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 AGM to the date on the Company’s next annual general meeting. The details of the limit are as follows:

i. The limit for foreign exchange derivatives trading shall be the equivalent of USD3.8 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future receipts, future receipt and payment forecast and net investment in overseas operations, among others.

ii. The limit for interest rate swap shall be the equivalent of USD0.3 billion, such interest rate swap being used for value protection against foreign currency loans.

(3) That the authorization to the Company's legal representative or the competent representative authorised by the legal representative to sign the derivatives trading agreement and deal with the related matters be approved.

8. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2023”, with details as follows:

(1) That the provision of performance guarantee limits for 4 subsidiaries for 2023 by the Company be approved, the details of which are as follows:

i. That the provision of performance guarantee with a total amount of not more than USD300 million for 4 subsidiaries by the Company on a revolving basis for an effective term commencing from the date on which the said matter is considered and approved at the AGM and ending on the date of the Company's next annual general meeting be approved.

ii. That the Board of Directors be authorised by the AGM, within the scope and validity of the limits, to make decisions on specific guarantees matters, and the Board of Directors, while obtaining the authorization of the AGM, sub-authorizes the management of the Company to make decisions and timely disclose the guarantee when it occurs.

(2) That the reciprocal provision of guarantee for 2023 among NETAŞ TELEKOMÜ NİKASYON A.Ş. (“Netaş”), a subsidiary of the Company, and its subsidiaries be approved, the details of which are as follows:

i. That the proposed reciprocal provision of joint-liability guarantee among Netaş and its subsidiaries in respect of composite credit facilities sought from financial institutions for an amount of the equivalent of not more than USD120 million to be applied on a revolving basis for an effective period commencing from the date on which the said matter is considered and approved at the AGM and ending on the date of the Company's next annual general meeting be approved.

ii. That Netaş and its subsidiaries be authorised to determine the actual amount and term of guarantee based on negotiations with the financial institutions and actual conditions be approved.

9. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2023”, with details as follows:

(1) That Ernst & Young Hua Ming LLP be re-appointed as the auditor of the Company’s financial report for 2023 and the financial report audit fees be in the amount of RMB8.3 million (including relevant tax expenses but excluding meal expenses) be approved.

(2) That Ernst & Young Hua Ming LLP be re-appointed as the internal control auditor of the Company for 2023 and the internal control audit fees be in the amount of RMB1.26 million (including relevant tax expenses but excluding meal expenses) be approved.

Special Resolutions

10. Consideration and approval of the “Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2023”, with details as follows:

(1) That the consolidated registration for issuance of multiple types of debt financing instruments by the Company be approved for an effective term commencing from the date on which the said matter is considered and approved at the AGM and ending on the date of the Company’s next annual general meeting be approved.

(2) That the authorization to the Company’s legal representative or the competent representative authorised by the legal representative to deal with matters pertaining to the registration and issuance of multiple types of debt financing instruments be approved, including but not limited to: ① to the extent permitted under laws and regulations, the formulation, revision and adjustment of specific issuance plans for debt financing instruments (including but not limited to the type, timing, amount and number of tranches of issuance and all other matters pertaining to the registration and issuance of specific debt financing instruments) in accordance with the issuance policy of regulatory authorities, market conditions and the Company’s requirements, and examination, revision, execution, submission and implementation of and decision to publish agreements, announcements, forms, letters and all other requisite documents, including but not limited to issuance application documents, issue memorandum, underwriting agreements and relevant legal documents, among others, pertaining to the registration and issuance of debt financing instruments; ② appointment of intermediary institutions, including but not limited to the lead underwriter and bookkeeper, in relation to the registration and issuance; ③ processing the registration, issuance, listing and trading, principal and interest payment and all other matters pertaining to the multiple types of debt financing instruments; ④ in the event of changes in regulatory policies or market conditions, making appropriate adjustments to pertinent matters such as specific plans for the issuance of multiple types of

debt financing instruments or determining, based on actual conditions, whether to proceed with procedures relating to the specific issuance of debt financing instruments in accordance with the opinion of regulatory authorities; ⑤ performing information disclosure in accordance with applicable regulatory provisions; ⑥ dealing with other matters pertaining to the issuance of multiple types of debt financing instruments not included in the above; ⑦ the authorisation shall come into effect on the date of consideration and approval at the AGM and shall remain in effect during the valid period of registration of the multiple types of debt financing instruments.

11. Consideration and approval of the “Resolution on Expansion of the Business Scope and Corresponding Amendment of Relevant Clause in the Articles of Association”, with details as follows:

(1) That the addition of “real estate development and operation” to the business scope of the Company be approved;

(2) That the amendment of the relevant clause in the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

Existing Article	Amended Article
<p>Article 14. 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, new energy power generation and application systems; 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);</p>	<p>Article 14. 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, new energy power generation and application systems; 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);</p>

<p>research and development, production, sales, technical servicing, work installation and maintenance of communication power source and power distribution systems; research and development, production, sales, technical servicing, work installation and maintenance of data centre infrastructure and ancillary products (including power supply and distribution, air-conditioning refrigeration equipment, cooling passage and smart management systems); 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; technological certification services. 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 capabilities.</p>	<p>research and development, production, sales, technical servicing, work installation and maintenance of communication power source and power distribution systems; research and development, production, sales, technical servicing, work installation and maintenance of data centre infrastructure and ancillary products (including power supply and distribution, air-conditioning refrigeration equipment, cooling passage and smart management systems); 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; technological certification services; real estate development and operation. 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 capabilities.</p>
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

(3) As the amendment of the scope of business is subject to the completion of relevant procedures with the industrial and commercial registration authorities, the amended scope of business of the Company is subject to the finalised scope of business approved by the industrial and commercial registration authorities. The Board of Directors and its delegated parties be authorised to process registration, filing of the Articles of Association and other matters in relation to the aforesaid amendment of scope of business with the industrial and commercial registration authorities and to make necessary modifications to matters relating to

the amendment of the scope of business of the Company in accordance with the approval opinion or requirements of the industrial and commercial registration authorities or other pertinent authorities;

(4) That any Directors or the Secretary to the Board of Directors of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association in accordance with the law on behalf of the Company be approved.

12. Consideration and approval of the “Resolution on the Application for General Mandate of the Issuance of Shares for 2023”, 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 (as defined below), to separately or concurrently allot, issue and deal with additional RMB ordinary shares (A Shares) and overseas-listed foreign shares (H Shares) of the Company (including securities convertible into A 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, 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 A 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, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the A Shares and H Shares of the Company in issue at the date on which this resolution is passed at the AGM; 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 the 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 at the AGM until the earliest of:

i. The conclusion of the next annual general meeting of the Company following the passing of this resolution; or

ii. 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;

(3) Where the Board of Directors resolves to issue shares (including securities convertible into A Shares and/or H Shares of the Company) pursuant to the general mandate for 2023 as stated under paragraph (1) of this resolution, the Board of Directors be authorised to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters 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 mainland 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 authorised to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph (1) of this resolution.

13. Consideration and approval of the “Resolution on the Application for Mandate of the Repurchase of A Shares for 2023”, with details as follows:

(1) That the A share repurchase for 2023 (“Share Repurchase”) mandate granted to the Board of Directors be approved. The Share Repurchase shall be used in the employee share ownership schemes or share incentives, and shall be conducted by way of call auction in the share trading system of Shenzhen Stock Exchange. Funds shall be the Company’s internal funds or other funds in compliance with the requirements of laws and regulations. The price shall be determined and finalised by the Board of Directors as authorised by the AGM in accordance with pertinent laws and regulations, taking into account a number of factors, such as conditions in the capital market, movements in the share price of the Company and the Company’s financial and operating conditions, among others. The volume to be repurchased shall be determined by the Board of Directors as authorised by the AGM in accordance with pertinent laws and regulations within the limit of its mandate subject to a cap of 2% of the

issued A share capital of the Company as at the date on which the resolution is considered and passed at the AGM.

(2) That the grant to the Board of Directors a mandate, which may be delegated by the Board of Directors to relevant persons, with full discretion to deal with matters relating to the Share Repurchase, be approved. The scope of the mandate shall include, but not be limited to, the following:

i. To confirm the final plan and terms of repurchase and deal with matters pertaining to the Share Repurchase in accordance with the provisions of laws, regulations, rules and regulatory documents, taking into account the actual conditions of the Company and the market;

ii. To amend, adjust or determine at its discretion based on prevailing circumstances matters relating to the repurchase plan, including but not limited to: the specific use of the Share Repurchase, the total repurchase amount, the price of the Share Repurchase, the volume of the Share Repurchase, implementation of the repurchase, or whether the repurchase plan shall proceed or be terminated, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, rules, regulatory documents, requirements of regulatory authorities and the Articles of Association;

iii. To open a dedicated securities account and other relevant securities accounts for the repurchase;

iv. To repurchase shares at timings deemed appropriate during the repurchase period, including the timing, price and volume of repurchase;

v. To adjust the repurchase plan and continue to deal with matters pertaining to the Share Repurchase in accordance with pertinent laws and regulations and requirements of securities regulatory authorities, taking into account market conditions and the actual conditions of the Company, in the event of new requirements on the policy for share repurchase stipulated under laws and regulations or announced by securities regulatory authorities or changes in market conditions, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, requirements of securities regulatory authorities or the Articles;

vi. To prepare, amend, supplement, execute, deliver, submit and implement all agreements, contracts and documents incurred in the course of the Share Repurchase and to report as required;

vii. To notify creditors and communicate with creditor to reach debt settlements;

viii. To deal with all other matters that are not stated above but are necessary for the Share Repurchase.

(3) The mandate shall be in effect from the date on which the resolution is considered and passed at the AGM to the earlier of the following: (i) the date on which the 2023 Annual General Meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

The application for the mandate for Share Repurchase for 2023 which tabled at the AGM for consideration seeks to give mandate to the Board of Directors of the Company to deal with matters pertaining to the Share Repurchase. The Company will consider whether to proceed with the repurchase based on factors such as conditions in the capital market, volatility and movement in the Company's share price and incentive effect, among others. In the event of subsequent repurchases, the Company will formulate a specific share repurchase plan, which shall be reviewed and approved by the Board of Directors attended by more than two-thirds of the Directors.

The Company appointed Computershare Hong Kong Investor Services Limited (the H share registrar of the Company), the witnessing lawyers, two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the AGM.

V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)

2. Name of Lawyers: Huang Wei and Chen Shanshan

3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the 2022 Annual General Meeting are in compliance with relevant provisions of laws and regulations of the People's Republic of China, and of the Articles of Association, and the "Resolutions of the 2022 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the 2022 Annual General Meeting of ZTE Corporation;

2. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2022 Annual

General Meeting of ZTE Corporation.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
6 April 2023

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Gordon Ng, Zhuang Jiansheng.

Annex:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the 2022 Annual General Meeting

No.	Matters considered	Class of shares	For		Against		Abstain	
			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
Ordinary Resolutions (9 resolutions)								
1.00	2022 Annual Report (including 2022 financial report of the Company audited by the Auditor)	Total	1,603,170,474	99.8675%	780,303	0.0486%	1,346,384	0.0839%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	643,490,916	99.6706%	780,303	0.1209%	1,346,384	0.2085%
		A shares	1,368,626,520	99.9754%	229,103	0.0167%	107,600	0.0079%
		H shares	234,543,954	99.2426%	551,200	0.2332%	1,238,784	0.5242%
2.00	2022 Working Report of the Board of Directors	Total	1,548,719,103	96.4755%	55,231,674	3.4406%	1,346,384	0.0839%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	589,039,545	91.2366%	55,231,674	8.5549%	1,346,384	0.2085%
		A shares	1,348,718,553	98.5212%	20,137,070	1.4710%	107,600	0.0079%
		H shares	200,000,550	84.6263%	35,094,604	14.8496%	1,238,784	0.5242%
3.00	2022 Working Report of the Supervisory Committee	Total	1,603,094,174	99.8628%	856,503	0.0534%	1,346,484	0.0839%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	643,414,616	99.6588%	856,503	0.1327%	1,346,484	0.2086%
		A shares	1,368,550,220	99.9698%	305,303	0.0223%	107,700	0.0079%
		H shares	234,543,954	99.2426%	551,200	0.2332%	1,238,784	0.5242%

No.	Matters considered	Class of shares	For		Against		Abstain	
			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
4.00	2022 Working Report of the President	Total	1,603,094,174	99.8628%	856,603	0.0534%	1,346,384	0.0839%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	643,414,616	99.6588%	856,603	0.1327%	1,346,384	0.2085%
		A shares	1,368,550,220	99.9698%	305,403	0.0223%	107,600	0.0079%
		H shares	234,543,954	99.2426%	551,200	0.2332%	1,238,784	0.5242%
5.00	Final Financial Accounts for 2022	Total	1,603,099,374	99.8631%	851,403	0.0530%	1,346,384	0.0839%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	643,419,816	99.6596%	851,403	0.1319%	1,346,384	0.2085%
		A shares	1,368,608,820	99.9741%	246,803	0.0180%	107,600	0.0079%
		H shares	234,490,554	99.2200%	604,600	0.2558%	1,238,784	0.5242%
6.00	Proposal of Profit Distribution for 2022	Total	1,605,062,158	99.9854%	234,603	0.0146%	400	0.0000%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	645,382,600	99.9636%	234,603	0.0363%	400	0.0001%
		A shares	1,368,728,220	99.9828%	234,603	0.0171%	400	0.0000%
		H shares	236,333,938	100.0000%	0	0.0000%	0	0.0000%
7.00	Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2023	Total	1,603,959,199	99.9854%	230,603	0.0144%	3,500	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	644,279,641	99.9637%	230,603	0.0358%	3,500	0.0005%
		A shares	1,368,729,120	99.9829%	230,603	0.0168%	3,500	0.0003%
		H shares	235,230,079	100.0000%	0	0.0000%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			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
8.00	Resolution on the Provision of Guarantee Limits for Subsidiaries for 2023	Total	1,589,598,235	99.0221%	15,694,426	0.9777%	4,500	0.0003%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	629,918,677	97.5684%	15,694,426	2.4309%	4,500	0.0007%
		A shares	1,366,441,220	99.8158%	2,517,503	0.1839%	4,500	0.0003%
		H shares	223,157,015	94.4244%	13,176,923	5.5756%	0	0.0000%
9.00	Resolution on the Appointment of the Auditor for 2023	Total	1,595,401,833	99.3836%	9,891,828	0.6162%	3,500	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	635,722,275	98.4673%	9,891,828	1.5321%	3,500	0.0005%
		A shares	1,368,208,870	99.9449%	750,853	0.0548%	3,500	0.0003%
		H shares	227,192,963	96.1322%	9,140,975	3.8678%	0	0.0000%
Special Resolutions (4 resolutions)								
10.00	Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2023	Total	1,399,607,554	87.1868%	205,686,107	12.8130%	3,500	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	439,927,996	68.1406%	205,686,107	31.8588%	3,500	0.0005%
		A shares	1,327,246,117	96.9526%	41,713,606	3.0471%	3,500	0.0003%
		H shares	72,361,437	30.6183%	163,972,501	69.3817%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			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
11.00	Resolution on Expansion of the Business Scope and Corresponding Amendment of Relevant Clause in the Articles of Association	Total	1,604,969,658	99.9796%	306,103	0.0191%	21,400	0.0013%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	645,290,100	99.9493%	306,103	0.0474%	21,400	0.0033%
		A shares	1,368,635,720	99.9761%	306,103	0.0224%	21,400	0.0016%
		H shares	236,333,938	100.0000%	0	0.0000%	0	0.0000%
12.00	Resolution on the Application for General Mandate of the Issuance of Shares for 2023	Total	1,362,789,841	84.8933%	242,386,880	15.0992%	120,440	0.0075%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	403,110,283	62.4379%	242,386,880	37.5434%	120,440	0.0187%
		A shares	1,317,690,981	96.2547%	51,268,042	3.7450%	4,200	0.0003%
		H shares	45,098,860	19.0827%	191,118,838	80.8681%	116,240	0.0492%
13.00	Resolution on the Application for Mandate of the Repurchase of A Shares for 2023	Total	1,601,977,709	99.7932%	3,200,012	0.1993%	116,340	0.0072%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	642,298,151	99.4858%	3,200,012	0.4957%	116,340	0.0180%
		A shares	1,368,168,389	99.9419%	791,634	0.0578%	100	0.0000%
		H shares	233,809,320	98.9318%	2,408,378	1.0191%	116,240	0.0492%