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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 First Extraordinary General Meeting of 2015

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

The First Extraordinary General Meeting of 2015 (the “EGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 25 November 2015. Details in respect of the resolutions and voting results of the EGM are as follows:

I. IMPORTANT NOTICE

There were no additional, veto or altered resolutions during the EGM.

II. INFORMATION REGARDING THE CONVENING OF THE EGM

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Wednesday, 25 November 2015.
2. On-line voting by domestic shareholders was conducted from 24 November 2015 to 25 November 2015 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 25 November 2015; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 24 November 2014 to 15:00 on 25 November 2015.

(II) Venue

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

(III) Voting method

1. Domestic shareholders may vote through:

- on-site voting, including attendance 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 domestic shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. Domestic shareholders should vote on-line via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

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

(IV) Convener

The EGM were convened by the Board of Directors of the Company.

(V) Chairman of the EGM

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

(VI) The convening of the EGM 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 "Company law"), 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 EGM

Shares entitling the shareholder to attend and vote on all the resolutions at the EGM are 4,125,049,533 shares, comprising 3,369,546,999 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

30 shareholders (or proxies) held 1,649,877,128 shares or 40.00% of the total number of shares carrying voting rights at the EGM of the Company. Of which, 29 shareholders (or proxies) each interested in less than 5% of the Company's shares held 380,046,795 shares or 9.21% of the total number of shares carrying voting rights at the EGM of the Company. There were no shares in the Company which entitled its holders to attend the EGM 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 EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

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

29 A shareholders (or proxies) holding 1,348,917,515 shares or 40.03% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 28 A shareholders (or proxies) holding 1,348,783,515 shares or 40.03% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting; and 1 A shareholder holding 134,000 shares or 0.0040% of the total number of A shares carrying voting rights of the Company participated in the online voting of the EGM.

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

1 H shareholder (or proxy) holding 300,959,613 shares or 39.84% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, certain Directors, Supervisors and senior management of the Company and the PRC lawyers of the Company attended the EGM.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and passed by voting by open ballot at the EGM (there were all ordinary resolutions at the EGM and all were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM. For details of the voting results, please refer to the Annex I - “Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2015 of ZTE Corporation”):

Ordinary Resolutions

1. Consideration and approval on an individual basis of the “Resolution on the Election of Non-Independent Directors”, the details of which are as follows:

1.1 That Mr. Wang Yawen be elected by way of accumulative voting as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016);

1.2 That Mr. Tian Dongfang be elected by way of accumulative voting as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016);

1.3 That Mr. Luan Jubao be elected by way of accumulative voting as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term

commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016);

1.4 That Mr. Zhan Yichao be elected by way of accumulative voting as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016);

1.5 That Mr. Zhao Xianming be elected by way of accumulative voting as an executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016).

Please refer to Annex II for brief biographies of the non-independent directors listed above. Non-executive directors listed above shall each receive an annual allowance of RMB100,000 (before tax) from the Company in accordance with the rates for non-executive directors' allowance approved at the 2009 Annual General Meeting of the Company. Non-executive directors' personal income tax shall be withheld and paid by the Company on behalf of them. Executive director receives remuneration according to remuneration and performance management policy of the Company and does not have allowance.

2. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Purchase of Raw Materials from Mobi Antenna (a Connected Person)” , the details of which are as follows:

That the 2016-2018 Purchase Framework Agreement proposed to be entered into between the Company and Mobi Antenna Technologies (Shenzhen) Company Limited (“Mobi Antenna”), a connected person, in respect of the purchase of products such as various communications antennas, radio frequency modules, feeder cables, terminal antennas and other products, with the maximum aggregate amount of transactions for the purchase of raw materials by the Group from Mobi Antenna under the framework agreement for each year from 2016 to 2018 estimated at RMB1,700 million, RMB1,900 million and RMB2,100 million (before VAT), respectively, be approved; with the view that the terms of the 2016-2018 Purchase Framework Agreement have been arrived at after arm's length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

3. Consideration and approval of the “Resolution of the Company on Continuing Connected Transactions in respect of the Provision of Financial Services to Mobi

Antenna (a Connected Person)”, the details of which are as follows:

That the 2016-2018 Financial Service Agreement proposed to be entered into between ZTE Group Finance Company Limited (“ZTE Group Finance”), a wholly-owned subsidiary of the Company, and Mobi Antenna, a connected person, with the estimated maximum daily balance (principal cum interest) of outstanding discounted bills under the bill discounting service provided by ZTE Group Finance to Mobi Antenna under the agreement for each year from 2016 to 2018 estimated at RMB400 million, RMB450 million and RMB500 million, respectively, be approved; with the view that the terms of the 2016-2018 Financial Service Agreement have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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

V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Lawyers: Wei Wei and Zhang Yuqing
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 and the convener and the voting procedures of the First Extraordinary General Meeting of 2015 of the Company are in compliance with relevant provisions of the Company Law, the Securities Law of the People’s Republic of China, the Rules for General Meetings of Listed Companies and other existing laws, regulations and rules and of the Articles of Association, and the “Resolutions of the First Extraordinary General Meeting of 2015 of ZTE Corporation,” approved at the EGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the First Extraordinary General Meeting of 2015 of ZTE Corporation;
2. Resolutions of the First Extraordinary General Meeting of 2015 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the First Extraordinary General Meeting of 2015 of ZTE Corporation.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC

25 November 2015

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

Annex I:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2015

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Ordinary resolution (3 resolutions)				
1	Resolution of the Company on the Election of Non-Independent Directors (by way of accumulative voting)			
1.1	Election of Mr. Wang Yawen as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Total	1,645,953,953	99.7622%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	376,123,620	98.9677%
		Domestic shares (A shares)	1,348,283,431	99.9530%
		Overseas-listed foreign shares (H shares)	297,670,522	98.9071%
1.2	Election of Mr. Tian Dongfang as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Total	1,638,953,953	99.3379%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	369,123,620	97.1258%
		Domestic shares (A shares)	1,348,283,431	99.9530%
		Overseas-listed foreign shares (H shares)	290,670,522	96.5812%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
1.3	Election of Mr. Luan Jubao as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Total	1,638,953,953	99.3379%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	369,123,620	97.1258%
		Domestic shares (A shares)	1,348,283,431	99.9530%
		Overseas-listed foreign shares (H shares)	290,670,522	96.5812%
1.4	Election of Mr. Zhan Yichao as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Total	1,636,766,679	99.2054%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	366,936,346	96.5503%
		Domestic shares (A shares)	1,348,283,431	99.9530%
		Overseas-listed foreign shares (H shares)	288,483,248	95.8545%
1.5	Election of Mr. Zhao Xianming as an executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Total	1,642,146,001	99.5314%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	372,315,668	97.9657%
		Domestic shares (A shares)	1,348,283,431	99.9530%
		Overseas-listed foreign shares (H shares)	293,862,570	97.6419%

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 EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
2	Resolution of the Company on Continuing Connected Transactions in respect of the Purchase of Raw Materials from Mobi Antenna (a Connected Person)	Total	1,649,377,044	99.9697%	0	0.0000%	500,084	0.0303%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	379,546,711	99.8684%	0	0.0000%	500,084	0.1316%
		Domestic shares (A shares)	1,348,417,431	99.9629%	0	0.0000%	500,084	0.0371%
		Overseas-listed foreign shares (H shares)	300,959,613	100.0000%	0	0.0000%	0	0.0000%
3	Resolution of the Company on Continuing Connected Transactions in respect of the Provision of Financial Services to Mobi Antenna (a Connected Person)	Total	1,438,914,661	89.0096%	177,168,943	10.9595%	500,084	0.0309%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	169,084,328	48.7621%	177,168,943	51.0936%	500,084	0.1442%
		Domestic shares (A shares)	1,346,840,924	99.8461%	1,576,507	0.1169%	500,084	0.0371%
		Overseas-listed foreign shares (H shares)	92,073,737	34.3987%	175,592,436	65.6013%	0	0.0000%

Annex II: Brief biographies of candidates for non-independent directors

Mr. Wang Yawen (王亞文), born 1963, graduated from the Department of Physics of Central China Normal University in 1985 with a bachelor's degree in science and from Harbin Institute of Technology in 2006 with a master's degree in management specialising in management science and engineering, and currently holds the professional title of researcher. From 1985 to 2000, Mr. Wang worked with Institute No. 19 of China Academy of Launch Vehicle Technology successively as deputy head of the editorial office, head of the offset printing office, head of the phototypesetting centre, head of the technology department, deputy head of the Institute and head of the Institute. From September 2000 to January 2003, he was executive deputy general manager of 中國遠望(集團)總公司. Since February 2003, he has been deputy general manager of 中國航天時代電子公司. From February 2003 to January 2015, he also served successively as general manager and chairman of 中國時代遠望科技有限公司. He has been deputy dean of China Aerospace Electronics Technology Research Institute since February 2009. He has also been director and president since June 2008 and vice chairman since June 2014 of China Aerospace Times Electronics Company Limited (a company listed on the Shanghai Stock Exchange). Mr. Wang has extensive experience in management and operations. He is not interested in any shares of the Company. He is deputy dean of China Aerospace Electronics Technology Research Institute, an indirect shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by China Securities Regulatory Commission (the "CSRC") or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

Mr. Tian Dongfang (田東方), born 1960, graduated from Chengdu Institute of Telecommunication Engineering in 1982 majoring in solid state devices and currently holds the professional title of researcher. From August 1982 to September 2014, Mr. Tian had been section head, deputy head, executive deputy head and head of Xi'an Microelectronics Technology Research Institute. He has been chief economist of China Aerospace Electronics Technology Research Institute and head of Xi'an Microelectronics Technology Research Institute since September 2014. Mr. Tian has extensive experience in management and operations. He is not interested in any shares of the Company. He is vice chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and head of Xi'an Microelectronics Technology Research Institute, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in

any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

Mr. Luan Jubao (樂聚寶), born 1962, graduated from the Department of Metal Materials and Processes of Harbin Institute of Technology in 1983 majoring in welding and from Zhongnan University of Economics and Law in 2000 with an MBA degree, and currently holds the professional title of researcher-grade senior engineer. Mr. Luan worked with Wanshan Plant of the 066 Base of the Ministry of Aerospace Industry from 1983 to 1993. From 1993 to 2000, he was successively principal deputy plant manager and plant manager of Wanshan Plant of the 066 Base of the headquarters of Aerospace. From 2000 to 2006, he was plant manager of Hongfeng Plant of the 066 Base of China Aerospace Science and Industry Corporation. From 2006 to 2008, he was head of the technology centre of Research Institute No. 9 of China Aerospace Science and Industry Corporation. From February 2008 to July 2008, he was chairman of 萬山特種車輛有限公司 under Research Institute No. 9 of China Aerospace Science and Industry Corporation. From July 2008 to October 2014, he was general manager of Henan Aerospace Science and Industry Corporation and chief of the Henan Aerospace Administration. Since October 2014, he has been director and general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Luan has extensive experience in management and operations. He is not interested in any shares of the Company. He is vice chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

Mr. Zhan Yichao (詹毅超), born 1963, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics in 1986 majoring in accounting and from International East-West University of the United States in 1999 with an MBA degree, and currently holds the professional title of senior accountant. Mr. Zhan had been deputy manager, manager and deputy general manager of Shenzhen Aerospace Guangyu Industrial Company Limited from August 1986 to October 2004. From October 2004 to

August 2005, he had been director and deputy general manager of 上海久聯證券經紀有限責任公司. From August 2005 to August 2014, he had been director / deputy general manager and director / general manager of 航天證券有限責任公司. Since August 2014, he has been deputy general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Zhan has extensive experience in management and operations. He is not interested in any shares of the Company. He is director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

Mr. Zhao Xianming (趙先明), born 1966, has been Chief Technology Officer (“CTO”) and Executive Vice President of the Company since January 2014 and is currently in charge of the Strategic and Platform Operations and the System Products Division of the Company. Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. He joined the Company in 1998 to be engaged in the research, development and management of CDMA products. He had been head of the research and development group, project manager and general product manager from 1998 to 2003. After appointment as Senior Vice President of the Company in 2004, he had been in charge of the CDMA Division and the Wireless Product Division. In January 2014, he was appointed Executive Vice President of the Company in charge of the Strategic and Platform Operations of the Company. From 25 September 2015, the date when the Company dispatched the circular to its shareholders, to the announcement date, there are two more positions held by Mr. Zhao with subsidiaries of the Company, which were chairman of Wuxi Zhongxing Huitong Technology Company Limited* (無錫中興慧通科技有限公司) and chairman of Zhongxing (Shenyang) Finance Technology Company Limited* (中興(瀋陽)金融科技有限公司). Mr. Zhao has many years of experience in the telecommunications industry and over 24 years of management experience. He is interested in 291,515 A shares of the Company. He is interested in 600,000 share options of A shares as the Scheme Participant of the 2013 A Share Option Incentive Scheme of the Company. Mr. Zhao is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in

compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.