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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)**

**Report on the Solicitation of Voting Rights  
by the Independent Non-executive Directors (Complete Version)**

**Important**

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company (Trial) (《上市公司股權激勵管理辦法(試行)》) and the Administrative Measures on Repurchase of Public Shares by Listed Company (Trial) (《上市公司回購社會公眾股份管理辦法(試行)》) issued by the China Securities Regulatory Commission (hereinafter the "CSRC") and pursuant to the appointment by other Independent Non-executive Directors of ZTE Corporation (hereinafter the "Company" or "ZTE"), Independent Non-executive Director Mr. Wei Wei, as the soliciting party, hereby solicit voting rights from all shareholders of the Company in connection with Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking and Resolution on the Amendment of Relevant Clauses of the Articles of Association, to be considered at the Second Extraordinary General Meeting of 2013 of the Company to be held on 28 June 2013.

Whereas the Board of Directors of the Company received, on 13 June 2013, from Shenzhen Zhongxinxin Telecommunication Equipment Company Limited, a shareholder of the Company, an ex tempore motion requesting the Board of Directors of the Company to table the "Resolution on the Election of Independent Non-executive Director" at the Second Extraordinary General Meeting of 2013 for consideration, a supplementary notice to the "Report on the Solicitation of Voting Rights by the Independent Non-executive Directors"

published on 8 May 2013 is hereby given. Apart from the new ex tempore motion as aforesaid, other contents of the original report shall remain unchanged.

CSRC, the Shenzhen Stock Exchange, The Stock Exchange of Hong Kong Limited and other government departments make no representation as to the truthfulness, accuracy or completeness of this report and take no responsibility for the contents of thereof. Any representation to the contrary is a false statement.

## **I. REPRESENTATION FROM THE SOLICITING PARTY**

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company (Trial) and the Administrative Measures on Repurchase of Public Shares by Listed Company (Trial) and the appointment by other Independent Non-executive Directors of the Company, I, Wei Wei, as the soliciting party, have prepared and signed this report in connection with the solicitation from shareholders of voting rights to be exercised at the Second Extraordinary General Meeting of 2013. The soliciting party represents that this report does not contain any false or misleading statement or material omission and accepts legal responsibility for the truthfulness, accuracy and completeness of its contents. The soliciting party also warrants that it will not take advantage of this solicitation of voting rights to engage in any insider dealing, market manipulation or any other fraudulent act in securities transactions.

The current solicitation of voting rights is being conducted without any consideration. This report is being published in newspapers, journals and websites designated by competent authorities and there is no unauthorised dissemination of information. The current solicitation is conducted solely to fulfill the duties of independent non-executive directors of listed companies. The information contained herein has no false or misleading statements. The solicitation of voting rights by the soliciting party has been approved by the other Independent Non-executive Directors of the Company. The report has been signed by the soliciting party and the performance of duties as stated herein will not violate or be in conflict with any clauses of the Articles of Association of ZTE Corporation (hereinafter the “Articles

of Association”) or internal regulations of the Company.

## II. CORPORATE INFORMATION AND THE SUBJECT OF SOLICITATION

### 1. Basic information

Legal name (in Chinese):	中興通訊股份有限公司
Chinese abbreviation:	中興通訊
Legal name (in English):	ZTE Corporation
English abbreviation:	ZTE
Abbreviated name of stock:	中興通訊 (A shares)/ZTE (H shares)
Stock code:	000063 (A shares)/763 (H shares)
Abbreviated name of bond:	12 中興 01
Bond code:	112090
Legal representative:	Hou Weigui (侯為貴)
Secretary to the Board/ Company Secretary:	Feng Jianxiong (馮健雄)
Securities affairs representative:	Xu Yulong (徐宇龍), Cao Wei (曹巍)
Correspondence address:	No.55 Keji Road South, Shenzhen, Guangdong Province, Peoples’ Republic of China
Telephone:	+86 755 26770282
Facsimile:	+86 755 26770286
E-mail:	fengjianxiong@zte.com.cn
Registered and office address:	ZTE Plaza, Keji Road South, Hi-tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, People’s Republic of China
Postal code:	518057
Website:	<a href="http://www.zte.com.cn">http://www.zte.com.cn</a>
Email:	fengjianxiong@zte.com.cn
Principal place of business in Hong Kong	8/F Gloucester Tower, The Landmark, 15 Queen’s Road Central, Central, Hong Kong

### 2. Subject of solicitation

The solicitation of voting rights from ZTE shareholders by the soliciting party in connection with Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking, Resolution on the Amendment of Relevant Clauses of the Articles of Association and Resolution on the Election of Independent Non-executive Director.

### **III. INFORMATION OF THE GENERAL MEETING**

Please refer to the Notice of Second Extraordinary General Meeting of 2013 dated 14 May 2013 and Change of Book Closure Period dated 22 May 2013, Supplementary Notice of Second Extraordinary General Meeting of 2013 to be published and despatched to the shareholders in due course for detailed information about the convening of the general meeting.

### **IV. BASIC INFORMATION OF THE SOLICITING PARTY**

(I) The soliciting party of the current solicitation of voting rights is Mr. Wei Wei, current Independent Non-executive Director of the Company, the basic information of whom is as follows:

**Mr. Wei Wei**, born 1965, has been Independent Non-executive Director of the Company and convener of the Remuneration and Evaluation Committee under the Board of Directors since July 2009. Mr. Wei graduated from Huazhong University of Science and Technology in 2004 with a doctorate degree in management science and engineering. Mr. Wei was a post-doctorate fellow at Chinese Economic Research Centre at the Peking University from July 2004 to June 2006. He has worked in Xinjiang Technology College and Xinjiang University. He was assistant to the Dean of Shenzhen School of Business of Peking University from July 2006 to September 2007 and has been associate dean of HSBC Business School of Peking University and the head of the Research Centre of Doers' Group Business Model of HSBC Business School of Peking University since October 2007. Mr. Wei is concurrently independent non-executive director of Changyuan Group Company Limited (a company listed on Shanghai Stock Exchange), Dalian Zhangzidao Fishery Group Company Limited (a company listed on Shenzhen Stock Exchange) and Telling Telecommunication Holding Co., Ltd. (a company listed on Shenzhen Stock Exchange). Mr. Wei is well qualified, both academically and professionally, and vastly experienced in corporate management.

(II) The soliciting party has not been subject to any punishment as a result of securities transaction activities in violation of laws or involved in any material civil litigation or arbitration relating to economic disputes.

(III) The soliciting party and his primary direct family members have not reached any agreement or arrangement in respect of the Company's shares and there are no interests at stake between him, as an Independent Non-executive Director of the Company, and the Directors, senior management and substantial shareholders of the Company and their respective connected parties, nor does he have any interest in the subject matter of solicitation.

## **V. THE SOLICITING PARTY'S VOTE IN RESPECT OF THE SUBJECT MATTER OF SOLICITATION**

As an Independent Non-executive Director of the Company, the soliciting party attended the Third Meeting of the Sixth Session of the Board of Directors of the Company held on 8 May 2013 and the Fourth Meeting of the Sixth Session of the Board of Directors of the Company held on 13 June 2013, voted in favour of Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking and Resolution on the Amendment of Relevant Clauses of the Articles of Association considered in the Third Meeting of the Sixth Session of the Board of Directors and in favour of Resolution on the Election of Independent Non-executive Director considered in the Fourth Meeting of the Sixth Session of the Board of Directors.

## **VI. THE SOLICITATION SCHEME**

The soliciting party has prepared a solicitation scheme for the solicitation of voting rights in accordance with the prevailing laws, administrative regulations and regulatory documents of the PRC and the Articles of Association, the details of which are as follows:

(I) Target of solicitation: All ZTE (000063) shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Tuesday, 28 May 2013 at 3 : 00 p.m. (hereinafter referred to as "Domestic Shareholders") and all shareholders registered on the Company's H share register maintained by Computershare Hong Kong Investor Services Limited on Thursday, 30 May 2013 at 4: 30 p.m. (hereinafter referred to as "H

Shareholders’’).

(II) Solicitation Period: From 29 May 2013 to 9:00 a.m. 27 June 2013

(III) Method of solicitation: open solicitation of voting rights by way of announcement on the China Securities Journal, Shanghai Securities News, Securities Times, the website <http://www.cninfo.com.cn> (巨潮資訊網) and the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk>

(IV) Procedures and steps of solicitation

Step 1: Target of solicitation who decide to appoint the soliciting party as proxy to vote on their behalf should complete the Solicitation Proxy Form by the Independent Non-executive Directors (“The Solicitation Proxy Form”) in the annex to this report.

Step 2: The Solicitation Proxy Form should be signed and returned together with the following documents as required:

For domestic shareholders:

1. In case of a legal person shareholder, a duplicate copy of its legal person business licence, the original copy of the identity document of its legal representative, the original copy of the Solicitation Proxy Form and the shareholder’s account card should be furnished. The legal representative should sign and the company seal should be affixed on each page of all documents furnished by the legal person shareholders.
2. In case of an individual shareholder, a duplicate copy of his/her identity document, the original copy of the Solicitation Proxy Form and the shareholder’s account card should be furnished;
3. A Solicitation Proxy Form signed by other persons on behalf of the shareholders should be notarised and the notarisation letter should be furnished together with the original copy of the Solicitation Proxy Form. Notarisation is not required for Solicitation Proxy Forms signed by shareholders themselves or legal representatives of legal person shareholders.

For H shareholders:

A Solicitation Proxy Form signed by other persons on behalf of the shareholders should be notarised and the notarisation letter should be furnished together with the original copy of the Solicitation Proxy Form. Notarisation is not required for Solicitation Proxy Forms signed by shareholders themselves or legal representatives of legal person shareholders.

Step 3: Shareholders appointing the soliciting party as the proxies to vote on their behalf should deliver Solicitation Proxy Forms and relevant documents to the address specified in this report within the solicitation period after the relevant documents have been prepared in accordance with Step 2 above.

Shareholders appointing the soliciting party as the proxies should deliver the Solicitation Proxy Forms and the relevant documents to the address and addressee specified below:

For domestic shareholders:

Address: 6/F, Block A, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park,  
Nanshan District, Shenzhen, Guangdong Province, People's Republic of  
China

Addressee: Securities Affairs and Investors' Relations Department, ZTE Corporation

Postal Code: 518057

Telephone: +86 755 26770282

Facsimile: +86 755 26770286

For H shareholders:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Addressee: Computershare Hong Kong Investor Services Limited

Telephone: +852 2862 8555

Facsimile: +852 2865 0990

All documents submitted should be properly sealed and the contact telephone numbers and contact persons of the shareholders appointing the soliciting party as the proxies should be provided. The words of "Proxy Form for the Solicitation of Voting Rights by Independent Non-executive Directors" should be clearly indicated.

(V) Solicitation Proxy Forms will be confirmed as valid upon full compliance with the following conditions as verified after all the required documents to be furnished by shareholders appointing the soliciting parties as the proxies have been duly delivered:

1. The Solicitation Proxy Form and the required documents having been delivered to the designated address in accordance with the solicitation procedures set out in this report;
2. The Solicitation Proxy Form and the required documents having been submitted within the solicitation period;
3. The Solicitation Proxy Form having been completed and signed by the shareholders in the form specified in the annex to this report with clear and specific authorisation and the required documents submitted being complete and valid;
4. The Solicitation Proxy Form and the required documents furnished being consistent with records of the share register.

(VI) Where a shareholder gives duplicate voting instructions to the soliciting party in respect of the matters for which the voting rights are being solicited, the latest Solicitation Proxy Form signed by the shareholder, or the latest Solicitation Proxy Form received by the Company if the timing of the signature could not be ascertained, shall be deemed as the valid one.

(VII) A shareholder may attend the meeting in person or by appointing persons other than the soliciting party as his/her proxy notwithstanding the appointment of the soliciting party as his/her proxy to exercise the solicited voting rights.

(VIII) The soliciting party may act in accordance with the following with respect to a valid Solicitation Proxy Form:

1. A shareholder may expressly revoke in writing his/her previous appointment of the soliciting party as his/her proxy not less than 24 hours before the holding the general meeting, in which case the soliciting party shall treat such proxy invalid;
2. Where a shareholder has appointed persons other than the soliciting party as proxy to exercise the solicited voting right and to be registered for attending the meeting, and where such shareholder expressly revokes in writing his/her appointment of the soliciting party prior to on-site registration at the meeting, the solicit party shall treat the appointment of the soliciting party as the proxy invalid; in case of duplicate



appointments with different contents of authorisation, the latest signed appointment by the shareholder shall prevail, or the latest received appointment shall prevail if the timing of the signature could not be ascertained;

3. Shareholders should specify in the Solicitation Proxy Form their voting instructions in respect of the matters for which voting rights are being solicited and check either “For”, “Against” or “Abstained” as appropriate. Any proxy for which more than one or no voting direction is indicated shall be deemed invalid;
4. The same voting right may only be exercised by way of either on-site voting, solicitation of votes by Independent Non-executive Directors or online voting in respect of the same resolution. In case of duplicate voting of the same voting right, the first vote shall prevail. In the event that the timing of the votes cannot be determined and there is inconsistency regarding the same resolution between votes cast by way of other methods and votes in the proxy form for the solicitation of voting rights by Independent Non-executive Directors, the latter shall prevail.

(IX) Please refer to the attached Solicitation Proxy Form, which will be despatched to H Shareholders together with the Notice of Second Extraordinary General Meeting of 2013 of the Company.

**Wei Wei**  
*The Soliciting Party*

13 June 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 Timothy Alexander Steinert.*

**Annex: Solicitation Proxy Form (duplicate copies permitted)**

**Proxy Form for the Solicitation of Voting Rights by  
Independent Non-executive Directors of ZTE Corporation (Revised)**

I \_\_\_\_\_/We \_\_\_\_\_ confirm as the appointing party that I/we have, prior to signing this solicitation proxy form, have read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors (Complete Version) prepared and published by the soliciting party for the current solicitation of voting rights, the Notice of Second Extraordinary General Meeting of 2013, the Supplementary Notice of Second Extraordinary General Meeting of 2013 and other relevant documents, and I/ we have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, prior to registering for the on-site meeting, revoke the appointment of the soliciting party under this solicitation proxy form or to amend the contents of this solicitation proxy form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

As the appointing party, I/we hereby appoint Mr. Wei Wei, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the Second Extraordinary General Meeting of 2013 of the ZTE Corporation and to exercise the voting rights in respect of matters stipulated in this solicitation proxy form in accordance with instructions contained herein.

My/our voting directions in respect of the matters for which voting rights are being solicited are as follows:

No.	Matters to be considered	For <sup>Note</sup>	Against <sup>Note</sup>	Abstained <sup>Note</sup>
1	Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking			

No.	Matters to be considered	For <sup>Note</sup>	Against <sup>Note</sup>	Abstained <sup>Note</sup>
2	Resolution on the Amendment of Relevant Clauses of the Articles of Association			
3	Resolution on the Election of Independent Non-executive Director			

Note: Please indicate with a “√” in the appropriate box under the column marked “For” if you wish to vote in favour of a resolution. Please indicate with a “√” in the appropriate box under the column marked “Against” if you wish to vote against the resolution. Please indicate with a “√” in the appropriate box under the column marked “Abstained” if you wish to abstain from voting in respect of a resolution. If more than one or no instruction is given for a proposal, the appointment is deemed to be void.

This proxy shall be valid from the date on which it is signed to the close of the Second Extraordinary General Meeting of 2013.

Number of shares held by appointer: \_\_\_\_\_ shares

Share account number of appointer (applicable to domestic shareholders only):  
\_\_\_\_\_

Identity card number of appointer (or business license number in case of legal person shareholders) (applicable to domestic shareholders only): \_\_\_\_\_

Contact telephone number of appointer: \_\_\_\_\_

Appointer (endorsement by signature, company seal to be affixed in case of legal person shareholders): \_\_\_\_\_

Date of signature: \_\_\_\_\_

**Important Note: If you have submitted the original proxy form, please note that:**

(i) The revised proxy form submitted to the Company by you not later than 24 hours before the time appointed for the EGM shall supersede the original proxy form submitted by you, whereby the original proxy form shall be revoked and the revised proxy form (subject to accuracy of information entered thereon) shall be deemed the valid proxy form submitted by you.

(ii) If you fail to submit a revised proxy form to the Company, the original proxy form previously submitted will remain valid and applicable to the extent permissible (subject to accuracy of information entered thereon). In respect of the resolution relating to the appointment of Mr. Richard Xike Zhang (张曦轲) as Independent Non-executive Director of the Company which has not been set out in the original proxy form, if no direction is given, Mr. Wei Wei, your proxy holding the original proxy form shall be entitled to vote as he thinks fit.