
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

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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)

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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.

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting of 2022 (the “EGM”) of ZTE Corporation (the “**Company**”) will be convened at 3:30 p.m., on Wednesday, 30 March 2022 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 14 March 2022 (the “**Circular**”), unless otherwise required by the context):

Ordinary Resolutions

1. Resolution on the Re-election of the Board of Directors and the Election of Non-independent Directors for the Ninth Session of the Board of Directors;

At the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Board of Directors of the Company has nominated Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong as Candidates for Non-independent Directors of the Ninth Session of the Board of Directors of the Company.

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The term of office of the Candidates for Non-independent Directors of the Ninth Session of the Board of Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting.

2. Resolution on the Re-election of the Board of Directors and the Election of Independent Non-executive Directors for the Ninth Session of the Board of Directors;

At the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Board of Directors of the Company has nominated Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng as Candidates for Independent Non-executive Directors of the Ninth Session of the Board of Directors of the Company.

In accordance with the “Rule of Independent Directors in Listed Companies” (《上市公司獨立董事規則》) issued by the CSRC which stipulates that “the term of office of Independent Directors of a listed company shall be the same as the term of office of other directors of that listed company, and Independent Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office”, the term of office of Candidates for Independent Non-executive Directors of the Ninth Session of the Board of Directors of Ms. Cai Manli and Mr. Gordon Ng, who have been Independent Non-executive Directors of the Company since 29 June 2018, will commence from the date on which the appointment is approved by the general meeting and end on 28 June 2024.

The term of office for Mr. Zhuang Jiansheng, the Candidate for Independent Non-executive Director of the Ninth Session of the Board of Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting.

The brief biographies and other information relating to the Candidates for Directors listed above are included in the Circular.

Qualification and independence for the Candidates for Independent Non-executive Directors have been approved by Shenzhen Stock Exchange without dissent for the record and examination.

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3. Resolution on the Re-election of the Supervisory Committee and the Election of Shareholders' Representative Supervisors for the Ninth Session of the Supervisory Committee;

At the Thirty-fifth Meeting of the Eighth Session of the Supervisory Committee of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Supervisory Committee of the Company has nominated Ms. Jiang Mihua and Mr. Hao Bo as Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee of the Company.

The term of office of the Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee is three years, which shall commence from the date on which the appointment is approved by the general meeting.

The brief biographies and other information relating to the Candidates for Shareholders' Representative Supervisors listed above are included in the Circular.

4. Resolution on the Adjustment of the Non-executive Directors' Allowance;

That the adjustment of the rate of Non-executive Directors' allowance from RMB100,000 (before tax) payable annually by the Company to RMB200,000 (before tax) payable annually by the Company (subject to personal income tax deductible and payable by the Company) be approved. Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

5. Resolution on the Adjustment of the Independent Non-executive Directors' Allowance;

That the adjustment of the rate of Independent Non-executive Directors' allowance from RMB250,000 (before tax) payable annually by the Company to RMB400,000 (before tax) payable annually by the Company (subject to personal income tax deductible and payable by the Company) be approved. Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

6. Resolution on the Tabling of the Proposed Mandate for the Repurchase of the Company's A Shares for 2022 at the General Meeting for Consideration.

The resolution tabled at the EGM for consideration seeks to give mandate to the Board of the Company only to deal with matters pertaining to the A share repurchase. At present, the Company has yet to formulate a detailed plan for the A share repurchase. Subject to consideration and approval at the EGM, the Company will confirm whether to proceed with the repurchase based on factors such as conditions in the capital market and volatility and movement in the Company's share price, among others.

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For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement Tabling of the Proposed Mandate for the Repurchase of the Company’s A Shares for 2022 at the General Meeting for Consideration” published by the Company on 8 March 2022.

Description:

In accordance with relevant provisions of the Articles of Association, Resolutions No. 1, 2 and 3 set out above shall be determined by way of accumulative voting, whereby each Candidate for Director and Candidate for Shareholders’ Representative Supervisor shall be voted upon on an individual basis.

Resolutions No. 1 to No. 5 are ordinary resolutions which shall require the approval of one-second of the voting rights held by shareholders attending the EGM in order to be passed. Resolution No. 6 is special resolution which shall require the approval of two-thirds of the voting rights held by shareholders attending the EGM in order to be passed.

Resolution No. 3 has been considered and approved at the Thirty-fifth Meeting of the Eighth Session of the Supervisory Committee of the Company held on 24 February 2022; resolutions No. 1, 2, 4 and 5 have been considered and approved at the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, for the details, please refer to the relevant announcements published by the Company on 24 February 2022. Resolution No. 6 has been considered and approved at the Forty-fifth Meeting of the Eighth Session of the Board of Directors of the Company held on 8 March 2022. For the details, please refer to the relevant announcements published by the Company on 8 March 2022.

Notes:

- 1. The Company will close its H share register from Friday, 25 March 2022 to Wednesday, 30 March 2022 (both days inclusive)** to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by **4:30 p.m., Thursday, 24 March 2022.**
2. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorization documents (if any) of the signatory or notarized copies of such power of attorney or authorization documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183

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Queen's Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

3. A Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.
4. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.
5. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
14 March 2022

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.