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Resolutions of the Thirty-Second Meeting of the Fourth Session of the Board of Directors

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

The “Notice of the Thirty-Second Meeting of the Fourth Session of the Board of Directors” was dispatched by ZTE Corporation (the “Company”) to all Directors of the Company via electronic mail and by telephone on 29 January 2010. The Thirty-Second Meeting of the Fourth session of the Board of Directors of the Company (the “Meeting”) was held via video conferencing at the Shenzhen headquarters of the Company and Shanghai on 5 February 2010. Of the 14 Directors required to attend the Meeting, 12 Directors duly attended in person and 2 Directors appointed proxies to attend on their behalf. Mr. Wang Zongyin, Vice Chairman, was unable to attend the Meeting due to work reasons, and had authorized in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Mr. Wei Wei, Independent Director, was unable to attend the Meeting due to work reasons, and had authorized in writing Mr. Chen Naiwei, Independent Director, to vote on his behalf. The Meeting, which was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, was legal and valid.

The following resolutions were considered and passed at the Meeting:

I. Consideration and passing of the “Concluding Work Report of the Fourth Session of the Board of Directors”

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

II. Consideration and passing of the “Resolution on the Re-election of the Board of Directors and Nomination of Candidates for Directorships at the Fifth Session of the Board of Directors”

1. The Fourth Session of the Board of Directors of the Company nominated Mr. Hou Weigui, Mr. Lei Fanpei, Mr. Xie Weiliang, Mr. Zhang Junchao, Mr. Wang Zhanchen, Mr. Dong Lianbo, Mr. Yin Yimin, Mr. Shi Lirong and Mr. He Shiyong as candidates for non-independent directorships at the Fifth Session of

the Board of Directors of the Company, and Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Tan Zhenhui as candidates for independent directorships at the Fifth Session of the Board of Directors of the Company.

In accordance with the “Guidelines for the Establishment of the System of Independent Directorship in Listed Companies” 《關於在上市公司建立獨立董事制度的指導意見》 issued by the CSRC which stipulate that “the term of independent directors of a listed company shall be the same as the term 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,” Mr. Li Jin, candidate for independent directorship at the Fifth Session of the Board of Directors who was first appointed as an Independent Director of the Company on 30 June 2004, will serve a term commencing on 30 March 2010 and ending on 29 June 2010 subject to approval of Mr. Li Jin’s appointment by way of shareholders’ resolution, Upon the conclusion of such term, the Company will actively identify candidates for independent directorship to replace Mr. Li Jin as an Independent Director of the Company, in order to fulfill relevant requirements of the laws and the Articles of Association on the proportion of Independent Directors in the Board. Candidates other than Mr. Li Jin for non-independent directorships and independent directorships at the Fifth Session of the Board of Directors shall serve a term commencing on 30 March 2010 and ending on 29 March 2013.

2. It was approved that the list of candidates for directorship at the Fifth Session of the Board of Directors of the Company be submitted to the First Extraordinary General Meeting of 2010 of the Company for its review.

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

(Please refer to Annex I, Annex II and Annex III for biographies of the aforesaid candidates for directorships; declaration by the nominator of Independent Directors and declaration by the five candidates for Independent Directors, respectively.)

Independent Directors of the Company Mi Zhengkun, Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chen Naiwei have furnished an independent opinion on the re-election of the Board of Directors and the nomination of candidates for directorships at the Fifth Session of the Board of Directors as follows:

The Nomination Committee of the Fourth Session of the Board of Directors has completed the examination of qualifications of the recommended candidates for directorships and formed the “Proposal on Candidates for Directorships at the Fifth Session of the Board of Directors by the Nomination Committee of the Board of Directors of the Fourth Session of the Board of Directors,” which has been submitted to the Board of Directors for consideration and approval. The entire process has been in compliance with relevant laws and regulations and the nomination procedures and qualifications for appointment in respect of the candidates for directorships at the Fifth Session of the Board of Directors

have been in compliance with provisions of relevant laws and regulations and of the Articles of Association.

Information on the candidates for independent directorships shall be submitted to the Shenzhen Stock Exchange for examination and then tabled at the general meeting for review and voting if such information is approved by the Shenzhen Stock Exchange without dissenting views.

III. Consideration and passing of the “Resolution on Convening the First Extraordinary General Meeting of the Company of 2010”

The Company has resolved to convene the First Extraordinary General Meeting of the Company of 2010 at the conference room on the 4th floor of the Shenzhen headquarters of the Company on 30 March 2010. For details please refer to the “Notice of the First Extraordinary General Meeting of 2010 of ZTE Corporation” published concurrently with this announcement. The notice of the general meeting will be dispatched to H shareholders of the Company as soon as practicable in accordance with relevant provisions.

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

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
5 February 2010

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyong; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Mi Zhengkun, Li Jin, Qu Xiaohui, Wei Wei and Chen Naiwei.

Annex I: Brief Biographies of the Candidates for Directorships at the Fifth Session of the Board of Directors of ZTE

I. Brief Biographies of Non-independent Candidates

Mr. Hou Weigui, 68, Chairman and a Non-executive Director of the Company, is a senior engineer and one of the founders of Shenzhen Zhongxing Semiconductor Co., Ltd. and Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd. He had been a Director and the President of the Company responsible for the overall daily operational management since the listing of the Company on Shenzhen Stock Exchange in 1997 until February 2004. He has been the Chairman of the Company since February 2004 and is concurrently the Chairman of Zhongxing Weixiantong. Mr. Hou has extensive experience in the telecommunications business with over 40 years of management experience. Mr. Hou holds 659,706 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Xie Weiliang, 54, is a Vice Chairman and a Non-executive Director of the Company. Mr. Xie graduated from the Faculty of Politics, National University of Defense Technology in 1982 and holds the title of professor. He served as the head of Nanjing Aerospace Management Cadres Institute from 2001 to 2003, and as the general manager of Aerospace Technology Shenzhen (Group) Co. Ltd and Shenzhen Aerospace Guangyu Industrial (Group) Co. Ltd since 2003. He has been Vice Chairman of the Company since February 2004 and is concurrently chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, controlling shareholder of the Company. Mr. Xie has substantial experience in management and business operations. Mr. Xie holds 18,200 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Lei Fanpei, 47, graduated from Northwestern Polytechnical University in 1987 majoring in solid rocket engine. He holds a doctorate degree in engineering and the title of research fellow. He worked at the Ministry of Aerospace Industry from 1987 to 2002 and became the head of the Sixth Research Institute of China Aerospace Corporation (“CASC”) in April 2002. He has been deputy general manager of CASC since 2005. Mr. Lei has substantial experience in management and business operations. Mr. Lei does not hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Zhang Junchao, 56, is a Non-executive Director of the Company. Mr. Zhang graduated from the Faculty of Electronic and Wireless Engineering, Xi’an Jiaotong University in 1977 and holds the title of researcher. He served as the secretary general of the Party Committee and deputy head of the Ninth Research Institute of CASC from 2000 to March 2003, and from March 2003 as the deputy secretary general of the Party Committee of China Aerospace Times Electronics Corporation, head of its Shanxi Management Division and head of Xi’an Microelectronics Technology Institute. Since March 2006, he has

acted as the head of the centre of design and manufacture of computers and integrated circuits of China Aerospace Times Electronics Corporation. He has been a Non-executive Director of the Company since February 2004. He is concurrently deputy chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, controlling shareholder of the Company. Mr. Zhang has substantial experience in management and business operations. Mr. Zhang holds 18,200 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Wang Zhanchen, 58, graduated from Xi'an Artillery Engineering Institute in 1976. He has served as secretary general of party committee and factory manager of Beijing Xinghua Machinery Factory of China Academy of Launch Vehicle Technology (CALT). He has been secretary general of party committee of China Aerospace Times Electronics Corporation since February 2003, vice chairman of China Aerospace Times Electronics Co., Ltd. since June 2008 and secretary general of party committee of China Academy of Aerospace Electronics Technology since March 2009. Mr. Wang has substantial experience in management and business operations. Mr. Wang does not hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Dong Lianbo, 53, is a Non-executive Director of the Company. Mr. Dong graduated from Northeastern University majoring in Business Administration in 2001, and holds the titles of researcher-grade senior engineer. He served as the director and deputy general manager of Shenyang Aerospace Xinguang Group from 2001 to 2002, deputy team head of the Shenzhen Business Integration Working Group of CASIC from 2002 to 2003, deputy general manager of Aerospace Technology Shenzhen (Group) Co., Ltd. since 2003, and secretary general of the Party Committee of Aerospace Technology Shenzhen (Group) Co., Ltd. since 2008. He has been a Non-executive Director of the Company since February 2004. He is concurrently director of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, controlling shareholder of the Company. Mr. Dong has substantial experience in management and business operations. Mr. Dong holds 18,200 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Yin Yimin, 46, an Executive Director of the Company, has been the President of the Company since 2004. He oversees the day-to-day management and business of the Company. Mr. Yin is a senior engineer. He graduated from the Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1988 with a Master of Science degree in engineering, majoring in telecommunications and electronic systems. Mr. Yin served as a manager of the Research and Development Department of Shenzhen Zhongxing Semiconductor Co., Ltd. in 1991, and as deputy general manager of Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd between 1993 and 1997. During the periods from 1997 to 1999 and 1999 to 2004, he served as the Company's vice president and senior vice president, respectively, and was in charge of different divisions such as research and

development, marketing, sales and handsets operations. He has been an Executive Director of the Company since November 1997. He has many years of experience in the operation of telecommunications business and over 19 years of management experience. Mr. Yin holds 351,574 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Shi Lirong, 46, an Executive Director of the Company, has been the Executive Vice President of the Company in 1999. He oversees the sales and marketing operations of the Company. Mr. Shi is a senior engineer. He graduated from Tsinghua University in 1984 majoring in wireless and information technology and Shanghai Jiao Tong University in 1989 with a master of science degree in engineering, specializing in telecommunications and electronic engineering. Mr. Shi served as an engineer in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was the deputy general manager of Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd, and from 1997 to 1999, a Senior Vice President and, since 1999, the Executive Vice President of the Company for marketing and sales operations of the Company. He has been an Executive Director of the Company since February 2001. He is concurrently director of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, controlling shareholder of the Company. He has many years of experience in the telecommunications industry and over 19 years of management experience. Mr. Shi holds 200,283 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges

Mr. He Shiyou, 43, an Executive Director of the Company, has been the Executive Vice President of the Company since 1999. He currently oversees the business of handset products of the Company. Mr. He is a senior engineer. He graduated from Beijing University of Posts and Telecommunications in 1990 with a Master of Science degree in engineering, specializing in electromagnetic field and microwave technology. Mr. He joined Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd in 1993 and previously was the chief engineer of the Nanjing Research Centre and deputy head of the Shanghai Research Centre. He was the Company's vice president from 1998 to 1999, responsible for divisions such as research and development and marketing. Since 1999, he has served as a Senior Vice President of the Company, and is responsible for the handsets business of the Company. He has been an Executive Director of the Company since February 2001. He has many years of experience in the telecommunications industry as well as over 17 years of management experience. Mr. He holds 191,633 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges

II. Brief Biographies of Candidates for Independent Directorship

Mr. Li Jin, 42, is an Independent Non-executive Director of the Company. Mr. Li is currently the vice president of Kexun Technology Exchange Ltd. Mr. Li graduated from Peking University in China in 1989, majoring in bio-chemistry and received his juris doctor degree from the Law School of Columbia

University in the United States of America in 1994. From 1997 to 2002, he was a lawyer of Skadden, Arps, Slate, Meagher & Flom LLP, and from 2002 to November 2003 a partner at Linklaters, an international law firm. He has been an Independent Non-executive Director of the Company since June 2004. Mr. Li is concurrently an independent director of Dragon Pharmaceutical Inc., a Canadian company listed on NASDAQ. Mr. Li is not related in any way to the Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Ms. Qu Xiaohui, 55, is an Independent Non-executive Director of the Company. She is the first female PhD in accounting and female tutor for doctorate candidates in accounting in China and the promoter of the project hypothesis procedure for the creation of a professional master's degree in accounting (MPAcc) in China. She is currently the head of the center for accounting studies at Xiamen University, a key research base for arts disciplines designated by the Ministry of Education, and an accounting professor. Ms. Qu graduated from Xiamen University in July 1989 with a doctorate degree in Economics (Accounting). Since August 1989, she has been engaged in teaching and academic research at the Department of Accounting of Xiamen University. She has been an Independent Non-executive Director of the Company since July 2009. Ms. Qu is concurrently an independent director of Yunnan Baiyao Group Co., Ltd., a company listed on the Shenzhen Stock Exchange. Ms. Qu is not related in any way to the Company or the Company's controlling shareholder, nor does she hold any shares in the Company. She has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Wei Wei, 44, is an Independent Non-executive Director of the Company. He has been the 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 graduated from Huazhong University of Science and Technology in 2004 with a doctorate degree in management science and engineering. He worked in Xinjiang Technology College and Xinjiang University. He was a post-doctorate fellow at Chinese Economic Research Centre at the Peking University from July 2004 to June 2006 and an assistant to the Dean of Shenzhen School of Business of Peking University from July 2006 to September 2007. He has been an Independent Non-executive Director of the Company since July 2009. Mr. Wei is also an independent director of Shenzhen Changyuan Group Company Limited (a company listed on Shanghai Stock Exchange). Mr. Wei is not related in any way to the Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Chen Naiwei, 52, is an Independent Non-executive Director of the Company. He has been a partner of Shanghai Allbright Law Offices since 2001, a senior lawyer and a law professor. Mr. Chen graduated from the Graduate School of Macau University of Science and Technology in 2007 with a doctorate degree in Law. He served as the head of the Law Faculty and head of the Intellectual Property Research Centre of Shanghai Jiaotong University. He has been an Independent Non-executive Director of the

Company since July 2009. Mr. Chen is not related in any way to the Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Tan Zhenhui, 65, graduated from Southeast University in 1987, specialising in telecommunications and electronic systems, and has obtained a doctorate degree in engineering. Professor Tan is currently the Chairman of the Academic Committee and a professor of Beijing Jiao Tong University, where he has been working since August 1982 and served as faculty dean, vice chancellor and chancellor. He was appointed an Independent Non-executive Director of the Company at the First Extraordinary General Meeting of 2004 of the Company. However, due to the subsequent regulations of the Ministry of Education which forbade the key management of tertiary education institutes from becoming independent directors of commercial operating entities, as Mr. Tan was the chancellor of Beijing Jiao Tong University, he tendered resignation with the approval of the shareholders at the 2004 General Meeting held on 31 May 2005. Mr. Tan is not related in any way to the Company or the Company's controlling shareholder, nor does he hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Annex II: Declaration by the Nominator of Independent Directors of ZTE Corporation

Declaration by the Nominator of Independent Directors of the Fifth Session of the Board of Directors of ZTE Corporation

The board of directors of ZTE Corporation hereby declares, in connection with its nomination of Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Tan Zhenhui as candidates for independent directors of the fifth session of the board of directors of ZTE Corporation, that the nominees are not related to ZTE Corporation in any way that would compromise the independence of the nominees. The declaration is set out as follows:

The nominations have been made following thorough understanding of the professions, academic qualifications, professional titles, details of work experience of and all concurrent positions held by the nominees. The nominees have furnished in writing their consent to be nominated as candidates for independent directors of the fifth session of the board of directors of ZTE Corporation. The nominator is of the view that each of the nominees:

- I. Is eligible to be director of a listed company in accordance with the laws, administrative regulations and other relevant requirements;
- II. Meets the requirements for appointment as stipulated in the Articles of ZTE Corporation;
- III. Is independent by virtue of the following facts, as defined in the Guiding Opinion for the Establishment of Independent Directorship at Listed Companies issued by the CSRC:
 1. That neither the nominee nor any of his/her immediate family members or next of kin is under employment with ZTE Corporation or any of its subsidiaries; and that neither the nominee nor any of his/her immediate family members is under employment with the listed company' controlling shareholder or effective controller or any of their subsidiaries;
 2. That neither the nominee nor any of his/her immediate family members is a shareholder holding, directly or indirectly, 1% of the issued share capital of ZTE Corporation or a natural person shareholder among the top ten shareholders of the listed company;
 3. That neither the nominee nor any of his/her immediate family members is under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of ZTE Corporation or under employment with any of the top five corporate shareholders of the listed company;
 4. That the nominee is not providing any financial, legal, management consultancy or technical consultancy services to ZTE Corporation, its subsidiaries or its controlling shareholder;

5. That the nominee did not fall under any of the 4 conditions set out above during the past year;
 6. That the nominee is not under employment with a company that carries on significant business transactions with any of ZTE Corporation, its subsidiaries and its controlling shareholder or their respective subsidiaries, or with the controlling shareholder of such company.
- IV. Is not a civil servant or otherwise prohibited by the “Law Governing the Civil Servants” from taking up the position of an independent director;
- V. Is currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People’s Congress, an organ of the Government, an organ of Chinese People’s Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- VI. Is not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to his/her previous business, within three years after his/her resignation and retirement (departure);
- VII. Is not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without the approval of his/her previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after his/her resignation and retirement (departure);
- VIII. Is not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with his/her previous Party organization (committee) as required, within three years after his/her resignation and retirement (departure);
- IX. Is not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of his/her previous duties, within three years after his/her resignation and retirement (departure);
- X. Is holding independent directorships with no more than 5 listed companies including ZTE Corporation, and he/she has not been under employment with ZTE Corporation for a consecutive period of more than 6 years;
- XI. The nominee has acquired an independent director qualification certificate according to “Guidelines on Training of Senior Management of Listed Companies” (《上市公司高級管理員培訓工作指引》) of the CSRC;

XII. After the election of the nominee, independent directors should account for at least one third of the directors of the Board of Directors of ZTE Corporation, and that at least one of the independent directors must be accounting professional;

XIII. That the nominator has verified relevant details of the candidates for independent directors in accordance with Provision 3 of the “Shenzhen Stock Exchange Independent Director Record Measures” (《深圳證券交易所獨立董事備案辦法》).

The nominator warrants that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which the nominator shall assume any legal liabilities arising therefrom and accept any disciplinary actions imposed by Shenzhen Stock Exchange.

Nominator: The board of directors of ZTE Corporation

5 February 2010

Annex III. Declaration by Candidates for Independent Directors

ZTE Corporation

Declaration by Candidates for Independent Directors (1)

Li Jin, as a candidate for independent director of the fifth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

- I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the Company's controlling shareholder or effective controller or any of their subsidiaries during the past year;
- II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;
- III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;
- IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;
- V. Neither myself nor any of my immediate family members was under employment with any of the subsidiaries of the effective controller or controlling shareholder of the Company during the past year;
- VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;
- VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;
- VIII. I was not under employment with a corporation providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services for the Company, and was not the corporation's principal officer or partner during the past year;

- IX. I am not under employment with a company that carries on significant business transactions with any of the Company, its subsidiaries, its controlling shareholder and the controlling shareholder's subsidiaries, or with the controlling shareholder of such company;
- X. I am not under employment with any units of any lending banks, suppliers or distributors of the Company;
- XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;
- XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;
- XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);
- XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);
- XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);
- XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);
- XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;

- XIX. I have acquired an independent director qualification certificate according to “Guidelines on Training of Senior Management of Listed Companies” (《上市公司高級管理人員培訓工作指引》) of the CSRC;
- XX. I meet the requirements for appointment as stipulated in the Articles of the Company;
- XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed is true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Solemn declaration by Li Jin: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. I understand that Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Li Jin
5 February 2010

ZTE Corporation

Declaration by Candidates for Independent Directors (2)

Qu Xiaohui, as a candidate for independent director of the fifth session of the board of directors of ZTE Corporation, hereby declares and warrants that she is not related in any way to ZTE Corporation that would compromise her independence. The declaration is set out as follows:

- I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the Company's controlling shareholder or effective controller or any of their subsidiaries during the past year;
- II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;
- III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;
- IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;
- V. Neither myself nor any of my immediate family members was under employment with any of the subsidiaries of the effective controller or controlling shareholder of the Company during the past year;
- VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;
- VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;
- VIII. I was not under employment with a corporation providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services for the Company, and was not the corporation's principal officer or partner during the past year;
- IX. I am not under employment with a company that carries on significant business transactions with any of the Company, its subsidiaries, its controlling shareholder and

the controlling shareholder's subsidiaries, or with the controlling shareholder of such company;

- X. I am not under employment with any units of any lending banks, suppliers or distributors of the Company;
- XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;
- XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;
- XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);
- XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);
- XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);
- XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);
- XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;

- XIX. I have acquired an independent director qualification certificate according to “Guidelines on Training of Senior Management of Listed Companies” (《上市公司高級管理人員培訓工作指引》) of the CSRC;
- XX. I meet the requirements for appointment as stipulated in the Articles of the Company;
- XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed is true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Solemn declaration by Qu Xiaohui: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Qu Xiaohui

5 February 2010

ZTE Corporation

Declaration by Candidates for Independent Directors (3)

Wei Wei, as a candidate for independent director of the fifth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

- I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the Company's controlling shareholder or effective controller or any of their subsidiaries during the past year;
- II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;
- III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;
- IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;
- V. Neither myself nor any of my immediate family members was under employment with any of the subsidiaries of the effective controller or controlling shareholder of the Company during the past year;
- VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;
- VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;
- VIII. I was not under employment with a corporation providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services for the Company, and was not the corporation's principal officer or partner during the past year;
- IX. I am not under employment with a company that carries on significant business transactions with any of the Company, its subsidiaries, its controlling shareholder and

the controlling shareholder's subsidiaries, or with the controlling shareholder of such company;

- X. I am not under employment with any units of any lending banks, suppliers or distributors of the Company;
- XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;
- XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;
- XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);
- XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);
- XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);
- XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);

- XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;
- XIX. I have acquired an independent director qualification certificate according to "Guidelines on Training of Senior Management of Listed Companies" (《上市公司高級管理人員培訓工作指引》) of the CSRC;
- XX. I meet the requirements for appointment as stipulated in the Articles of the Company;
- XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed is true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Solemn declaration by Wei Wei: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Wei Wei

5 February 2010

ZTE Corporation

Declaration by Candidates for Independent Directors (4)

Chen Naiwei, as a candidate for independent director of the fifth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

- I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the Company's controlling shareholder or effective controller or any of their subsidiaries during the past year;
- II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;
- III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;
- IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;
- V. Neither myself nor any of my immediate family members was under employment with any of its subsidiaries of the effective controller or controlling shareholder of the Company during the past year;
- VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;
- VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;
- VIII. I was not under employment with a corporation providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services for the Company, and was not the corporation's principal officer or partner during the past year;

- IX. I am not under employment with a company that carries on significant business transactions with any of the Company, its subsidiaries, its controlling shareholder and the controlling shareholder's subsidiaries, or with the controlling shareholder of such company;
- X. I am not under employment with any units of any lending banks, suppliers or distributors of the Company;
- XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;
- XII. I am not a civil servant or otherwise prohibited by the "Law Governing the Civil Servants of the People's Republic of China" from taking up the position of an independent director;
- XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People's Congress, an organ of the Government, an organ of Chinese People's Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);
- XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);
- XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);
- XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);

- XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People's Republic of China;
- XIX. I have acquired an independent director qualification certificate according to "Guidelines on Training of Senior Management of Listed Companies" (《上市公司高級管理人員培訓工作指引》) of the CSRC;
- XX. I meet the requirements for appointment as stipulated in the Articles of the Company;
- XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed is true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Solemn declaration by Chen Naiwei: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Chen Naiwei

5 February 2010

ZTE Corporation

Declaration by Candidates for Independent Directors (5)

Tan Zhenhui, as a candidate for independent director of the fifth session of the board of directors of ZTE Corporation, hereby declares and warrants that he is not related in any way to ZTE Corporation that would compromise his independence. The declaration is set out as follows:

- I. Neither myself nor any of my immediate family members or next of kin was under employment with the Company or any of its subsidiaries, and neither myself nor any of my immediate family members was under employment with the Company's controlling shareholder or effective controller or any of their subsidiaries during the past year;
- II. Neither myself nor any of my immediate family members held, directly or indirectly, 1% of the issued share capital of the Company during the past year;
- III. Neither myself nor any of my immediate family members was a shareholder among the top ten shareholders of the Company during the past year;
- IV. Neither myself nor any of my immediate family members was under employment with a corporate shareholder holding, directly or indirectly, more than 5% of the issued share capital of the Company during the past year;
- V. Neither myself nor any of my immediate family members was under employment with any of the subsidiaries of the effective controller or controlling shareholder of the Company during the past year;
- VI. Neither myself nor any of my immediate family members was under employment with any of the top five corporate shareholders of the Company during the past year;
- VII. I did not provide any financial, legal, management consultancy or technical consultancy services to the Company, its subsidiaries or its controlling shareholder during the past year;
- VIII. I was not under employment with a corporation providing any audit, consultancy, evaluation, legal and underwriting services to the Company, or even though I was under employment with such corporation, I was not involved in its intermediary services for the Company, and was not the corporation's principal officer or partner during the past year;
- IX. I am not under employment with a company that carries on significant business transactions with any of the Company, its subsidiaries, its controlling shareholder and the controlling shareholder's subsidiaries, or with the controlling shareholder of such company;

- X. I am not under employment with any units of any lending banks, suppliers or distributors of the Company;
- XI. I have not received other additional and undisclosed interests from such listed company and its substantial shareholders or any organizations or individuals who are interested parties;
- XII. I am not a civil servant or otherwise prohibited by the “Law Governing the Civil Servants of the People’s Republic of China” from taking up the position of an independent director;
- XIII. I am currently not a central management cadre of any organ or unit that is administered in accordance with or by reference to the civil service system, such as an organ of the Communist Party, an organ of National People’s Congress, an organ of the Government, an organ of Chinese People’s Political Consultative Conference, a judicial organ and an organ of prosecuting authority;
- XIV. I am not a resigned and retired (departed) central management cadre who intends to be under employment with a listed company, which is directly related to my previous business, within three years after my resignation and retirement (departure);
- XV. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without approval of my previous Party organization (committee), Central Commission for Discipline Inspection and Central Organization Department as required, within three years after my resignation and retirement (departure);
- XVI. I am not a resigned and retired (departed) central management cadre who intends to hold an independent directorship without reporting to and filing with my previous Party organization (committee) as required, within three years after my resignation and retirement (departure);
- XVII. I am not a resigned and retired (departed) personnel who is under employment with a company with over 25% of foreign investment falling within the managed areas and business scopes of my previous duties, within three years after my resignation and retirement (departure);
- XVIII. I am not prohibited from taking up the position of director under Section 147 of the Company Law of the People’s Republic of China;
- XIX. I have acquired an independent director qualification certificate according to “Guidelines on Training of Senior Management of Listed Companies” (《上市公司高級管理人員培訓工作指引》) of the CSRC;

XX. I meet the requirements for appointment as stipulated in the Articles of the Company;

XXI. My biographical and other personal information furnished to the listed company with whom my appointment is proposed is true, accurate and complete.

I am holding independent directorships with no more than 5 listed companies including ZTE Corporation, and I have not been under employment with ZTE Corporation for a consecutive period of more than 6 years.

Solemn declaration by Tan Zhenhui: I am fully aware of the duties of an independent director and I warrant that the above declaration is true, accurate and complete without any false or misleading statements or material omission; failing which I shall assume any legal liabilities arising therefrom and accept any disciplinary actions by Shenzhen Stock Exchange. Shenzhen Stock Exchange may verify my qualifications and independence on the basis of this declaration. I will comply with the rules and regulations promulgated by the CSRC and Shenzhen Stock Exchange during my tenure as independent director of the Company. I will ensure the dedication of sufficient time and energy to discharge my duties diligently and responsibly and exercise independent judgments free from the influence of the substantial shareholders or effective controller of the Company or other interested organizations or individuals.

Declaration by: Tan Zhenhui

5 February 2010