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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)**

**Overseas Regulatory Announcement**  
**Report on the Solicitation of Voting Rights by the Independent Non-executive Directors**

*This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*

**Important**

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company (《上市公司股權激勵管理辦法》) 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 Ms. Cai Manli, as the soliciting party, hereby solicit voting rights from all shareholders of the Company in connection with the Resolution on the “2020 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary, Resolution on the “2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”, Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Share Option Incentive Scheme, Resolution on “Management Stock Ownership Scheme (Draft) of ZTE Corporation” and its summary, Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation” and Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme, to be considered at the Second Extraordinary General Meeting of 2020 to be held on 6 November 2020.

- The commencing and ending time for solicitation: Commencing on 3 November 2020 and ending 24 hours before the convening of Second Extraordinary General Meeting of 2020
- The soliciting party’s vote on all solicitation matters: For
- The soliciting party does not hold any shares of the Company

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

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company and the appointment by other Independent Non-executive Directors of the Company, I, Cai Manli, as the soliciting party, have prepared and signed this report in connection with the solicitation from shareholders of voting rights in respect of the six aforesaid resolutions at the Second Extraordinary General Meeting of 2020.

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 laws, regulations and 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)
Legal representative:	Li Zixue (李自學)

Secretary to the Board/ Ding Jianzhong (丁建中)  
Company Secretary:  
Securities affairs representative: Xu Yulong (徐宇龍)  
Correspondence address: No.55, Keji Road South, Shenzhen, Guangdong Province,  
The Peoples' Republic of China  
Telephone: +86 755 26770282  
Facsimile: +86 755 26770286  
E-mail: IR@zte.com.cn  
Registered and office address: ZTE Plaza, Keji Road South, Hi-tech Industrial Park,  
Nanshan District, Shenzhen, Guangdong Province,  
The People's Republic of China  
Postal code: 518057  
Website: <http://www.zte.com.cn>  
Principal place of business in Hong Kong: 31/F, Tower Two, Times Square, 1 Matheson Street,  
Causeway Bay, Hong Kong

## 2. Subject of solicitation

The solicitation of voting rights from ZTE shareholders by the soliciting party in connection with the Resolution on the “2020 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary, Resolution on the “2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation” and Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Share Option Incentive Scheme, Resolution on “Management Stock Ownership Scheme (Draft) of ZTE Corporation” and its summary, Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation” and Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme.

## III. INFORMATION OF THE GENERAL MEETING

The Company will convene the Second Extraordinary General Meeting of 2020 on Friday, 6 November 2020 at 15:30 p.m..

### 1. For A Shareholders:

Please refer to the Notice of Second Extraordinary General Meeting of 2020 published by the Company in China Securities Journal, Shanghai Securities News, Securities Times and on <http://www.cninfo.com.cn> on the same date as this Announcement.

### 2. For H Shareholders:

Please refer to the notice of the second extraordinary general meeting of 2020 and circular which will be despatched by the Company to the H Shareholders recently.

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

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

Ms. Cai Manli, born in 1973, is Independent Non-executive Director of the Company. Ms. Cai graduated from Renmin University of China in 1998 with a bachelor's degree in economics majoring in accounting and obtained a master's degree in management from Central University of Finance and Economics in 2006. She is a certified public accountant and certified tax agent of the PRC. From 2002 to 2015, Ms. Cai was involved in regulatory governance of listed companies at CSRC, holding successively the positions of deputy chief of the M&A Governance Office II and chief of the M&A Governance Office I while also serving as the leader of the accounting and evaluation group at the Department for the Governance of Listed Companies. Since 2015, she has been general manager of HEYI Rising Assets Management Co., Ltd. and senior advisor at King & Wood Mallesons. Since 2016, she has been concurrently serving external supervisor of Sichuan Xinwang Bank Co., Ltd. Ms. Cai has been independent director of Shanghai Flyco Electrical Appliance Co., Ltd (a company listed on the Shanghai Stock Exchange) since November 2018. Since February 2019, she has been independent director of SF Diamond Co., Ltd. (a company listed on the GEM of Shenzhen Stock Exchange) and Hubei Radio & Television Information Network Co., Ltd. (a company listed on the main board of Shenzhen Stock Exchange), respectively. Since June 2019, she has been independent director of New Hope Liuhe Co., Ltd. (a company listed on the main board of Shenzhen Stock Exchange). She has been Independent Non-executive Director of the Company since June 2018. Ms. Cai has rich experience in consultation and equity investments relating to capital markets.

(II) The soliciting party does not hold any shares of the Company and 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 her 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 her, 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 she 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 voted in

favour of the Resolution on the “2020 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary, Resolution on the “2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation” and Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Share Option Incentive Scheme, Resolution on “Management Stock Ownership Scheme (Draft) of ZTE Corporation” and its summary, Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation” and Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme at the Twenty-fifth Meeting of the Eighth Session of the Board of Directors of the Company held on 12 October 2020.

## **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) A 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 Monday, 2 November 2020 and all H Shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Monday, 2 November 2020 at 4: 30 p.m..

(II) Solicitation Period: Commencing on 3 November 2020 and ending 24 hours before the convening of Second Extraordinary General Meeting of 2020.

(III) Method of solicitation: open solicitation of voting rights by way of announcement in the China Securities Journal, Shanghai Securities News, Securities Times and on 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.hkexnews.hk](http://www.hkexnews.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 behalves should complete the Proxy Form for the Solicitation of Voting Rights by the Independent Non-executive Directors (“The Independent Director’s Proxy Form”) in the annex to this report (for A Shareholders) or the Independent Director’s Proxy Form annexed to the H shareholders’ circular (for H Shareholders).

Step 2: The Independent Director’s Proxy Form should be signed and returned together with the following documents as required:

### **For A 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 Independent Director's Proxy Form and the shareholder's account card should be furnished. All documents furnished by the legal person shareholders should be signed by the legal representative and affixed with the company seal and seal on the perforation.
2. In case of an individual shareholder, a duplicate copy of his/her identity document, the original copy of the Independent Director's Proxy Form and the shareholder's account card should be furnished;
3. An Independent Director's 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 Independent Director's Proxy Form. Notarisation is not required for Independent Director's Proxy Forms signed by shareholders themselves or legal representatives of legal person shareholders.

**For H Shareholders:**

H Shareholders should complete and sign the Independent Director's Proxy Form in accordance with the instructions set out in the H shareholders' circular and the Independent Director's Proxy Form annexed thereto. An Independent Director's 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 Independent Director's Proxy Form. Notarisation is not required for Independent Director's 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 Independent Director's Proxy Forms and relevant documents to the address specified in this report within the solicitation period by courier or registered mail or express mail after the relevant documents have been prepared in accordance with Step 2 above; delivery by registered mail or express mail shall be deemed to have been received at the time of delivery at the ZTE Securities Department (for A Shareholders) or have been received at the time of delivery at the Computershare Hong Kong Investor Services Limited (for H Shareholders).

A Shareholders appointing the soliciting party as the proxies should deliver the Independent Director's Proxy Forms and the relevant documents to the address and addressee specified below:

Address: 5/F, Block A, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, People's Republic of China

Addressee: Securities Department, ZTE Corporation  
Postal Code: 518057  
Telephone: +86 755 26770282  
Facsimile: +86 755 26770286

H Shareholders appointing the soliciting party as the proxies should deliver the Independent Director's Proxy Forms and the relevant documents to the address and addressee specified below:

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) Independent Director's Proxy Forms will be confirmed by the lawyer 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 Independent Director's 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 Independent Director's Proxy Form and the required documents having been submitted within the solicitation period;
3. The Independent Director's Proxy Form having been completed and signed by the shareholders in the form specified in the annex to this report (for A Shareholders) or the Independent Director's Proxy Form annexed to the H shareholders' circular (for H Shareholders) with clear and specific authorisation and the required documents submitted being complete and valid;
4. The Independent Director's 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 Independent Director's

Proxy Form signed by the shareholder, or the latest Independent Director's Proxy Form received by the Company if the timing of the signature could not be ascertained, shall be deemed as the valid one.

(VII) The 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 Independent Director's Proxy Form:

1. The shareholder may expressly revoke in writing his/her previous appointment of the soliciting party as his/her proxy prior to on-site registration of attendance upon the holding of 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 attend the meeting, and where such shareholder expressly revokes in writing his/her appointment of soliciting party prior to on-site registration at the meeting, the appointment of soliciting party as the proxy shall be deemed invalid; if a shareholder has not revoked in writing his/her previous appointment of the soliciting party as his/her proxy prior to on-site registration of attendance upon the holding of the general meeting, the appointment of the soliciting party as his/her proxy shall be the only valid appointment;
3. Shareholders should specify in the Independent Director's Proxy Form their voting instructions in respect of the matters for which voting rights are being solicited and check either "For", "Against" or "Abstain" as appropriate. In the absence of any instructions, the soliciting party shall be entitled to vote at his discretion;
4. The same voting right may only be exercised by way of either on-site voting (including voting by Independent Non-executive Directors by proxy under the solicitation of voting rights) or online voting in respect of the same resolution. In case of duplicate voting of the same voting right, the first vote shall prevail.

**Cai Manli**  
*The Soliciting Party*

Shenzhen, the PRC

12 October 2020

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



**Annex: Independent Director’s Proxy Form for A Shareholders (Both the original copy and any duplicate copy will be accepted as valid.)**

**Proxy Form for the Solicitation of Voting Rights by  
Independent Non-executive Directors of ZTE Corporation  
For the Second Extraordinary General Meeting of 2020 of ZTE Corporation**

I /We \_\_\_\_\_ confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, have read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors prepared and published by the soliciting party for the current solicitation of voting rights, the Notice of the Second Extraordinary General Meeting of 2020 of ZTE Corporation 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 Independent Director’s Proxy Form or to amend the contents of this Independent Director’s 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 Ms. Cai Manli, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the the Second Extraordinary General Meeting of 2020 of ZTE Corporation and to exercise the voting rights in respect of matters stipulated in this Independent Director’ s 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.	Resolution	For Note 1	Against Note 1	Abstain Note 1
1.00	Resolution on the “2020 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary			
2.00	Resolution on the “2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”			
3.00	Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Share Option Incentive Scheme			
4.00	Resolution on “Management Stock Ownership Scheme (Draft) of ZTE Corporation” and its summary			
5.00	Resolution on “Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation”			
6.00	Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme			

Note 1: 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 “Abstain” if you wish to abstain from voting in respect of a resolution. In the absence of any instructions, the soliciting party shall be entitled to vote at his discretion.

Note 2: You shall be deemed to have cast your votes in respect of the corresponding resolutions at the Second Extraordinary General Meeting of 2020 in the same manner as you have cast your vote in respect of the resolutions set out above.

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

Share account number of appointer (applicable to A Shareholders only): \_\_\_\_\_

Identity card / passport number of appointer (or standardised social credit code / business license number / registration certificate number issued by competent authorities of other places of registration in case of legal person shareholders) (applicable to A 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: \_\_\_\_\_

This proxy shall be valid from the date on which it is signed to the close of the Second Extraordinary General Meeting of 2020.