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**ZTE CORPORATION**

**中興通訊股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 763)**

## **Announcement of the Resolutions of the Nineteenth Meeting of the Fifth 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 or misleading statement or material omission in this announcement.*

ZTE Corporation (hereinafter referred to as "ZTE" or the "Company") issued the "Notice of the Nineteenth Meeting of the Fifth Session of the Board of Directors" to all the Directors of the Company by electronic mail and telephone on 11 May 2011. The Nineteenth meeting of the Fifth session of the Board of Directors of the Company (the "Meeting") was held by way of voting via telecommunications on 17 May 2011. All of the 14 Directors required to attend the Meeting duly attended. The Meeting was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association, and was legal and valid.

In order to meet the requirements of the Company's strategic development and facilitate the development of its principal business, the Company intends to dispose of Nationz Technologies shares at an appropriate timing and a reasonable price range. The "Resolution on the Proposed Disposal of Shares in Nationz Technologies, Inc." was considered and approved at the Meeting, with details as follows:

1. it was approved that the Company shall dispose of Nationz Technologies shares at an appropriate timing and a reasonable price range, the details of which are as follows:

1) The Company may proceed with such disposal as from the date of approval by the Board of Directors;

2) Price range for disposal: as may be reasonable based on market conditions;

3) Volume of disposal: to be determined on a discretionary basis.

2. It was approved that Mr. Hou Weigui, the legal representative of the Company, or his authorised signatory be authorised to execute the transfer agreement and other related legal contracts and documents and deal with other matters relating to such disposal of Nationz Technologies shares.

**Voting results: For: 14; Against: 0; Abstained 0.**

The Company shall fulfill its obligations in reporting and information disclosure in a timely manner in accordance with the provisions of pertinent laws and regulations.

By Order of the Board  
**Hou Weigui**  
*Chairman*

Shenzhen, PRC  
17 May 2011

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Lei Fanpei, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*