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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**

### **Resolutions of the Eighth Meeting of the Sixth 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 (the "Company") issued the "Notice of the Eighth Meeting of the Sixth Session of the Board of Directors (the "Board") of the Company" to all the Directors of the Company by electronic mail and telephone on 23 August 2013. The Eighth Meeting of the Sixth Session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via telecommunication means on 26 August 2013. Of the 14 Directors required to vote at the Meeting, 14 Directors duly participated in the voting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation, and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

**I. Consideration and approval of the resolution on the "ZTE Corporation Share Option Incentive Scheme (Revised Draft)" (the "Scheme") and its summary and approval of the submission of the resolution to the Company's general meeting for consideration, the details of which are as follows:**

**The Board of Directors hereby approves the amendments of the ZTE Corporation Share Option Incentive Scheme (Draft). For details of the amendments please refer to the “Amendments to the Terms of the Proposed A Share Option Incentive Scheme” and the Overseas Regulatory Announcement published by the Company on the same date.**

Directors Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, being beneficiaries of the Company’s share option incentive scheme, did not take part in the voting.

Voting result: For: 9; against: 0; abstained: 0.

The Independent Non-executive Directors of the Company have furnished a supplementary independent opinion in respect of the share option incentive scheme, which gives unanimous approval to the implementation of the share option incentive scheme by the Company. For details of the supplementary independent opinion furnished by the Company, please refer to the Overseas Regulatory Announcement published on the same date as this announcement by the Company.

## **II. Consideration and approval of the “Resolution on the Convening of the Third Extraordinary General Meeting of 2013, the First A Shareholders’ Class Meeting of 2013 and the First H Shareholders’ Class Meeting of 2013”**

The Company has resolved to hold Third Extraordinary General Meeting of 2013 (hereinafter referred to as the “EGM”), the First A Shareholders’ Class Meeting of 2013 and the First H Shareholders’ Class Meeting of 2013 (the “H Shareholders’ Class Meeting”) on Tuesday, 15 October 2013 at the conference room on the 4<sup>th</sup> floor of the Company’s headquarters in Shenzhen.

Voting result: For: 14; against: 0; abstained: 0.

The “Notice of the Third Extraordinary General Meeting of 2013” and the “Notice of the First H Shareholders’ Class Meeting of 2013” will be dispatched to the H shareholders of the Company in accordance with provisions of the Articles of Association and applicable laws and regulations.

The Company will close its H share register from Monday, 16 September 2013 to Monday, 14 October 2013 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM and the H Shareholders’ Class Meeting. Any H Shareholder who wishes to attend and vote at the EGM and the H Shareholders’ Class Meeting shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4 : 30 p.m., Friday, 13 September 2013.

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

Shenzhen, the PRC  
26 August 2013

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