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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 First Meeting of the Eighth 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 First Meeting of the Eighth Session of the Board of Directors of the Company" to all the Directors of the Company by electronic mail and telephone on 27 March 2019. The First Meeting of the Eighth Session of the Board of Directors of the Company (the "Meeting") was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 1 April 2019. The Meeting was presided over by Mr. Li Zixue, Director. All of the 9 Directors required to attend the Meeting duly attended the Meeting. Members of the Supervisory Committee of the Company and certain personnel concerned also attended the Meeting. 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 passed at the Meeting:**

**I. Consideration and approval of the "Resolution on the election of Chairman of the Eighth Session of the Board of Directors", the details of which are as follows:**

That Mr. Li Zixue be elected as Chairman of the Eighth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

**II. Consideration and approval of the "Resolution on the election of Non-executive Directors and Executive Directors of the Eighth Session of the Board of Directors", the details of which are as follows:**

1. That Mr. Li Buqing, Mr. Zhu Weimin and Ms. Fang Rong be elected as Non-executive Directors of the Eighth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Li Zixue, Mr. Xu Ziyang and Mr. Gu Junying be elected as Executive Directors of the Eighth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

**III. Consideration and approval of the “Resolution on the election of members of the specialist committees of the Eighth Session of the Board of Directors”, the details of which are as follows:**

1. That Ms. Cai Manli, Mr. Li Buqing, Mr. Zhu Weimin, Mr. Yuming Bao, Mr. Gordon Ng be elected as members of the Audit Committee of the Eighth Session of the Board of Directors of the Company, with Ms. Cai Manli as convener of the Audit Committee.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Gordon Ng, Mr. Li Zixue, Ms. Fang Rong, Ms. Cai Manli and Mr. Yuming Bao be elected as members of the Nomination Committee of the Eighth Session of the Board of Directors of the Company, with Mr. Gordon Ng as convener of the Nomination Committee.

Voting results: For: 9; against: 0; and abstained: 0.

3. That Ms. Cai Manli, Mr. Gu Junying, Mr. Zhu Weimin, Mr. Yuming Bao and Mr. Gordon Ng be elected as members of the Remuneration and Evaluation Committee of the Eighth Session of the Board of Directors of the Company, with Ms. Cai Manli as convener of the Remuneration and Evaluation Committee.

Voting results: For: 9; against: 0; and abstained: 0.

4. That Mr. Yuming Bao, Mr. Li Zixue, Ms. Fang Rong, Ms. Cai Manli and Mr. Gordon Ng be elected as members of the Export Compliance Committee of the Eighth Session of the Board of Directors of the Company, with Mr. Yuming Bao as convener of the Export Compliance Committee.

Voting results: For: 9; against: 0; and abstained: 0.

**IV. Consideration and approval of the “Resolution on Appointment of New Senior Management of the Company”, the details of which are as follows:**

1. That Mr. Xu Ziyang be re-appointed the President of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Wang Xiyu, Mr. Gu Junying, and Ms. Li Ying each be re-appointed Executive Vice President of the Company, Ms. Li Ying be re-appointed Chief Financial Officer of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

The term of office of the new senior management of the Company commences upon the approval at the Meeting and ends upon the conclusion of the term of office of the Eighth Session of the Board of Directors of the Company (namely 29 March 2022). Please refer to the annex for brief biographies of the new senior management of the Company.

3. In view of the conclusion of the term of the previously Secretary to the Board, it is approved that Ms Li Ying, Chief Financial Officer, shall be appointed by the Board of Director to carry out duties of the Secretary to the Board of Director on an acting basis. The Company will confirm the candidate for the Secretary to the Board of Director as soon as practicable.

Voting results: For: 9; against: 0; and abstained: 0.

#### **V. Consideration and approval of the “Resolution on the Performance Management Measures for the President for 2019.”**

As Mr. Xu Ziyang, Director, served as the President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 8; Against: 0; Abstained: 0.

#### **VI. Consideration and approval of the “Resolution on the Performance Management Measures for Other Senior Management Personnel for 2019.”**

As Mr. Gu Junying, Director, served as the Executive Vice President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 8; Against: 0; Abstained: 0.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
1 April 2019

*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, Yuming Bao, Gordon Ng.*

## **Annex : Brief biographies of senior management**

### **1. President**

**Mr. Xu Ziyang (徐子陽)**, born in 1972. He graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as programmer, section chief of GSM product line development department of Nanjing Research and Development Center, head of PS development department, deputy general manager of core network, and product general manager of core network of the Company, from 1998 to 2011. From 2011 to 2013, Mr. Xu acted as general manager of MKT fourth branch of the Company in charge of European and United States systems products. From 2014 to 2016, Mr. Xu acted as general manager of ZTE Services Deutschland GmbH, a subsidiary of the Company. From 2016 to July 2018, Mr. Xu acted concurrently as assistant to the President of the Company and product general manager of the CCN core network product line products of wireless operation department of the Company. Since July 2018 Mr. Xu has been the President of the Company, and he has been Executive Director of the Company since August 2018. Since July 2018, Mr. Xu has been director of ZTE Microelectronics Technology Company Limited, a subsidiary of the Company, and he has been chairman of the ZTE Microelectronics Technology Company Limited since August 2018. Mr. Xu has many years of operational and management experience in the telecommunication industry. Mr. Xu has been granted 252,000 A share options as a participant of the 2017 Share Option Incentive Scheme of the Company. Mr. Xu is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Xu is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association. The remuneration of Mr. Xu shall be considered and determined by the Board of Directors based on the results of her annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

Save as disclosed above, there are no other matters concerning Mr. Xu that need to be brought to the attention of the shareholders of the Company, nor is there any information that is required to be disclosed pursuant to the requirements of Rule 13.51 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **2. Executive Vice President**

**Mr. Wang Xiyu (王喜瑜)**, born in 1974, graduated from Northern Jiaotong University (now renamed as “Beijing Jiaotong University”) with a bachelor’s degree in engineering in 1995 majoring in power traction and transmission control and further obtained a master’s degree in engineering from Northern Jiaotong University in 1998 majoring in railway traction electrification and automation. Mr. Wang joined the Company in 1998. From 1998 to 2007, he had served successively as engineering, project manager, head of development division and deputy general manager at the CDMA Department of the Company. From 2008 to 2016, he was head of the wireless structure division and deputy head / head of the wireless research institute at the Wireless Department of the Company. He was Deputy CTO and Assistant to the President of the Company from 2016 to July 2018 and has been Executive Vice President of the Company since July 2018. He is concurrently acting as director / general manager of 17 subsidiaries of the Company including Shenzhen Zhongxing Software Company Limited and has been director of Zhuhai Guoxing Ruike Capital Management Company Limited since 2017. Mr. Wang has many years of operational and management experience in the telecommunication industry. Mr. Wang has been granted 262,400 A share options as a scheme participant of the 2017 Share Option Incentive Scheme of the Company. He is a limited partner of Zhuhai Guoxing Ruike Capital Management Centre (Limited Partnership) (“Guoxing Ruike”), the direct shareholder of Zhongxingxin which is in turn the controlling shareholder of the Company, and is also a shareholder and director of Zhuhai Guoxing Ruike Capital Management Company Limited, the general partner of Guoxing Ruike. Mr. Wang is not connected with other directors, supervisors, and senior management of the Company. Mr. Wang has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Wang has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by the CSRC for violation of laws or regulations. Mr. Wang is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Gu Junying (顧軍營)**, born in 1967, graduated from the Department of Aerospace Engineering of Shenyang Institute of Aeronautical Industry with a bachelor’s degree in engineering majoring in aircraft manufacturing in 1989 and from Beijing Institute of Technology with a master’s degree in industrial engineering majoring in management engineering in 2002, and currently holds the professional title of researcher. From 1989 to 2003, Mr. Gu served successively as processor, workshop director, division chief, deputy

plant manager, and deputy plant manager and deputy party secretary at Factory 211. From 2003 to 2009, Mr. Gu served successively as head of human resources department/head of party committee work department, head of manager department and assistant to general manager of China Aerospace Times Electronics Limited. From June 2008 to December 2008, Mr. Gu also concurrently acted as general manager of Aerospace Times Real Estate Development Limited. From 2009 to January 2019, Mr. Gu served as assistant to the dean of China Aerospace Electronics Technology Research Institute, which is an indirect shareholder of the controlling shareholder of the Company, and concurrently acted as director of China Times Prospect Technology Co., Ltd. From 2009 to 2017, Mr. Gu successively acted as general manager of China Times Prospect Technology Co., Ltd., chairman of Beijing Huafeng Test & Control Co., Ltd., chairman of Beijing Aerospace Sed Technology Development Co., Ltd. and vice chairman of Aerospace Electric Group Co., Ltd. From 2017 to September 2018, Mr. Gu acted as chairman of Aerospace IoT Technology Co., Ltd. From 2017 to January 2019, Mr. Gu acted as vice president of China Aerospace Times Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange). Since June 2018, Mr. Gu has been executive Director of the Company, and he has been Executive Vice President of the Company since July 2018. Mr. Gu has rich experience in management and operations. Mr. Gu does not hold any shares of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Gu is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Ms. Li Ying (李莹)**, born in 1978, graduated from Xi'an Jiaotong University with a bachelor's degree in management and a bachelor's degree in engineering in 1999, and from Xi'an Jiaotong University with a master's degree in management majoring in management science and engineering in 2002. Ms. Li joined the Company in 2002 and acted successively as principal of the cost and strategy office, chief of the logistics finance department, chief of the production research finance department, deputy chief of the finance management department and deputy head of the finance management department from 2002 to January 2018. Ms. Li was head of finance management department from January 2018 to July 2018 and has been Executive Vice President and CHIEF FINANCIAL OFFICER of the Company

since July 2018. She is concurrently acting as chairman/director of 4 subsidiaries of the Company including ZTE Group Finance Co., Ltd.. Ms. Li has many years of experience in finance and operational and management experience in the telecommunication industry. Ms. Li currently holds 1,800 A shares in the Company. Ms. Li has been granted 158,400 A share options as a participant of the 2017 Share Option Incentive Scheme of the Company. Ms. Li is not connected with the controlling shareholder of the Company, or with other directors, supervisors, and senior management of the Company. Ms. Li has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Ms. Li has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by the CSRC for violation of laws or regulations. Ms. Li is not a discredited person subject to enforcement or a discredited party subject to liabilities. Her qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association. The remuneration of Ms. Li shall be considered and determined by the Board of Directors based on the results of her annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

Save as disclosed above, there are no other matters concerning Ms. Li that need to be brought to the attention of the shareholders of the Company, nor is there any information that is required to be disclosed pursuant to the requirements of Rule 13.51 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.