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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 Thirty-seventh 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 and misleading statement or material omission in this announcement.

ZTE Corporation (the “Company”) issued the “Notice of the Thirty-seventh Meeting of the Sixth Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail and telephone on 23 December 2015. The Thirty-seventh 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 28 December 2015. The Meeting was presided over by Mr. Hou Weigui, Chairman. 14 Directors required to vote at the Meeting and duly voted at 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 “Resolution of the Company on the Investment in ZTE Changsha Base Project in Changsha Hi-tech Zone and Proposed Execution of the ‘Project Investment Contract’” was considered and approved at the Meeting, the details of which are as follows:

- (1) That the investment in and construction of the “ZTE Changsha Base” project in Changsha Hi-tech Zone by ZTE be approved;
- (2) That Mr. Hou Weigui, the legal representative, or his delegated signatory be authorised to execute relevant legal contracts and documents in relation to “ZTE Changsha Base” project;
- (3) That the aforesaid matters be tabled at the general meeting of the Company for consideration.

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

As the total investment of the “ZTE Changsha Base” project is estimated at RMB4 billion, which exceeds 10% of the audited net assets of the Company for 2014, the Project and its related investment contracts are subject to approval at the general meeting in accordance with relevant provisions of the Articles of Association. The time and venue of the general meeting and other pertinent matters will be separately notified.

For details, please refer to the “Announcement of External Investments” published by the Company on 28 December 2015.

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

28 December 2015

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and Zhao Xianming; six non-executive directors, Hou Weigui, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.