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ZTE

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)

Proposed Election and Appointment of Independent Non-executive Director

Recommended by the Eighth Session of Nomination Committee of the Board of Directors of ZTE Corporation (the "Company"), pursuant to the resolution considered and approved at the Eighteenth Meeting of the Eighth Session of the Board of Directors held on 19 May 2020, it is proposed that Mr. Zhuang Jiansheng be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting and ending upon the conclusion of the term of office of the Eighth Session of the Board of Directors (namely 29 March 2022).

Election and appointment of Mr. Zhuang Jiansheng as Independent Non-executive Director will be submitted, by way of ordinary resolution, for the shareholders' consideration and approval at the general meeting. The notice of the general meeting of the Company, the form of proxy and related documents will be despatched to the H Shareholders in due course.

Please refer to Appendix I and Appendix II for further details of the biography and other information of Mr. Zhuang Jiansheng.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
19 May 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, Yuming Bao, Gordon Ng.

Zhuang Jiansheng, male, born in 1965, a Chinese citizen without permanent residency in other countries. Mr. Zhuang graduated from East China University of Political Science and Law (華東政法大學) with a bachelor's degree in law in 1988, and obtained a master's degree in international and economic law from the University of International Business and Economics in 1991. Mr. Zhuang was admitted as a PRC Attorney. Mr. Zhuang worked in Shanghai WGQ Free Trade Zone Development Corporation, Shanghai WGQ Free Trade Zone United Development Co. Ltd., PricewaterhouseCoopers Consulting Firm, and Baker & McKenzie LLP in the United States. Mr. Zhuang has been the advisory partner of Shanghai Huiye Law Firm with respect to the business of trade compliance and customs since January 2016. Mr. Zhuang has extensive experience in the laws and practices in areas like international trade compliance, corporate regulatory matters, customs & tax laws.

I. Interests of the Candidate for Independent Non-executive Director

As at the date of this announcement, Mr. Zhuang Jiansheng does not have any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”)) that is required to be recorded in the register to be kept under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (“SEHK”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules.

As at the date of this announcement, Mr. Zhuang Jiansheng, or his spouse or children under the age of 18 had not been granted or exercised any rights to subscribe for the share capital or debentures of the Company or its associated corporations.

II. Positions held with the Company or other members of the Group

As at this announcement, Mr. Zhuang Jiansheng does not hold any positions in the Company or other members of the Group.

III. Relationship with substantial or controlling shareholder, other Directors, Supervisors and senior management of the Company

As at the date of this announcement, Mr. Zhuang Jiansheng does not have any relationship with substantial or controlling shareholder, any director, supervisor and senior management of the Company.

IV. Service agreements and emoluments

Upon election, Mr. Zhuang Jiansheng will enter into a service contract with the Company. The term of Mr. Zhuang Jiansheng as the Independent Non-executive Director shall commence on the date on which the resolution is considered and approved at the general meeting and end upon the conclusion of the term of office of the Eighth Session of the Board of Directors (namely 29 March 2022). Mr. Zhuang Jiansheng shall receive an annual subsidy of RMB250,000 (before tax) from the Company in accordance with the rates for independent non-executive Directors’ subsidies approved at the 2017 Annual General Meeting. Personal income tax payable on Mr. Zhuang Jiansheng’s subsidy shall be withheld and paid by the Company.

V. Directorships held at other listed companies and other major appointments and professional qualifications

Save as disclosed in this announcement, Mr. Zhuang Jiansheng has not held any directorship in any other listed companies or other major appointments or professional qualifications in the past three years.

VI. Others

Save as disclosed in this announcement, as at the date of this announcement, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the proposed election and appointment Mr. Zhuang Jiansheng as an Independent Non-executive Director in particular, that need to be brought to the attention of the shareholders of the Company.