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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 Fifth Meeting of the Seventh 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 Fifth Meeting of the Seventh Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 12 June 2016. The Fifth Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication means on 16 June 2016. The Meeting was presided over by Mr. Zhao Xianming, Chairman. 14 Directors required to vote at the Meeting 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 on the Transfer of 90% Equity Interests in 深圳市訊聯智付網絡有限公司” was considered and passed at the Meeting, the details of which are set out as follows:

1. That the strategic cooperation among the Company, E-Capital Transfer Co., Ltd., Shenzhen Zhongxing Software Company Limited (a wholly-owned subsidiary of the Company) and 上海沃芮歐信息科技有限公司 in accordance with the terms and conditions of the Strategic Cooperation Agreement be approved;
2. That the transfer of 90% equity interests in 深圳市訊聯智付網絡有限公司 by

Shenzhen Zhongxing Software Company Limited (a wholly-owned subsidiary of the Company) in accordance with the terms and conditions of the Equity Transfer Agreement for the Transfer of 90% equity interests in 深圳市訊聯智付網絡有限公司 negotiated and agreed between Shenzhen Zhongxing Software Company Limited and 上海沃芮歐信息科技有限公司 be approved;

3. That the legal representative of the Company or his delegated signatory be authorised to execute relevant agreements for the transaction and relevant documents required for the aforesaid matters, and to handle all relevant procedures matters as necessary.

Voting results: For: 14, Against: 0, Abstained: 0.

For details, please refer to the “Announcement on Strategic Cooperation with E-Capital Transfer Co., Ltd. and Disposal of Equity Interests in Subsidiary” published by the Company on the same date as this announcement.

By Order of the Board
Zhao Xianming
Chairman

Shenzhen, the PRC
16 June 2016

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