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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 Second 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 Second Meeting of the Sixth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 12 April 2013. The Second Meeting of the Sixth session of the Board of the Company (the “Meeting”) was convened by way of voting via video conference on 26 April 2013 at the Shenzhen headquarters of the Company, Shanghai, Xiamen, Chongqing and Hong Kong. Of the 14 Directors required to vote at the Meeting, 10 Directors duly participated and 4 Directors appointed proxies to attend on their behalf. Mr. Hou Weigui, Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Wang Zhanchen, Director, to vote on his behalf. Mr. Zhang Junchao, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Wang Zhanchen, Director, to vote on his behalf. Mr. Wei Wei, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Ms. Qu Xiaohui, Independent Non-executive Director, to vote on his behalf. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “2013 First Quarterly Report of the Company.”

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

II. Consideration and approval of the “Resolution on the adjustment of member enterprises of ZTE Group,” the details of which are as follows:

1. That the adjustment of the list of member enterprises and the addition of 29 new member enterprises of ZTE Group^{Note 1} (a list of which has been attached hereto as Attachment) be approved;
2. That the amendment of Paragraph 2 under Article 7 of ZTE Group Articles of Association by adjusting the list of member enterprises of ZTE Group be approved;
3. That the authorisation of Mr. Hou Weigui, legal representative of the Company, or personnel delegated by Mr. Hou Weigui to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

Note 1: ZTE Group refers to the Company and certain of its domestic subsidiaries, associates and joint ventures being legally established enterprises which have adopted the standard form of ZTE Group Articles of Association and fulfilled basic conditions for business operation and which have applied to and been approved by the Board of the Company to become a member of the ZTE Group, the details of which have been set out in the “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors” published on 12 October 2010 and “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors” published on 25 April 2012.

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

III. Consideration and approval of the “Resolution on continuing connected transactions under the ‘Property Lease Framework Agreement’ and ‘Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai,” the details of which are as follows:

1. That the execution of the “Property Lease Framework Agreement” between the Company and Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited (“Zhongxing Hetai”), a connected party, for a term commencing on 1 July 2013 and ending on 30 June 2014, with the cap of the aggregate amount of transactions during the effective period of the contract estimated at RMB40 million be approved.
2. That the execution of the “Equipment and Facilities Lease Framework Agreement” between the Company and Zhongxing Hetai, a connected party, for a term commencing on 1 July 2013 and ending on 30 June 2014, with the cap of the aggregate amount of transactions during the effective period of the contract estimated at RMB8 million be approved.

Voting results: For: 13; against: 0; and abstained: 0.

IV. Consideration and approval of the “Resolution on continuing connected transactions under the ‘Purchase Framework Agreement’ for hotel services with Zhongxing Hetai,”

the details of which are as follows:

That the execution of the “Purchase Framework Agreement” for hotel services between the Company and Zhongxing Hetai, a connected party, for a term commencing on 1 July 2013 and ending on 30 June 2014, with the cap of the aggregate amount of transactions during the effective period of the contract estimated at RMB90 million be approved.

Voting results: For: 13; against: 0; and abstained: 0.

The following statements have been made in connection with the connected transactions set out in paragraphs III and IV above:

1. Mr. Hou Weigui, Chairman, is also chairman of Zhongxing Development Company Limited (“Zhongxing Development”). Therefore, Zhongxing Development is a connected person of the Company under Paragraph (III) of Rule 10.1.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the “Shenzhen Listing Rules”). Zhongxing Hetai is the subsidiary of Zhongxing Development. Therefore, Zhongxing Hetai is a connected person of the Company, and transactions between the Company and Zhongxing Hetai are connected transactions.
2. As chairman of Zhongxing Development (parent company of Zhongxing Hetai), Mr. Hou Weigui, Chairman did not take part in the voting in respect of the connected transaction with Zhongxing Hetai during the consideration of such matter at the Meeting.

For details of the aforesaid connected transactions, please refer to the Overseas Regulatory Announcement on the same date as this announcement.

V. Consideration and approval of the “Resolution on the 2013 performance management measures for newly appointed senior management.”

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

Independent Non-executive Directors of the Company, namely Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert, have expressed their opinion on the matter as follows:

The Board of the Company and the Remuneration and Evaluation Committee of the Board have conducted examination over the 2013 performance management measures for newly appointed senior management of the Company. We are of the view that the 2013 performance management measures for newly appointed senior management of the Company are in compliance with pertinent provisions of the Articles of Association and the Remuneration and Evaluation Committee Working Rules under the Board of Directors of ZTE Corporation.

VI. Consideration and approval of the “Resolution on the formulation of the Board Diversity Policy and the amendment of relevant clauses of the Nomination Committee Working Rules,” the details of which are as follows:

1. That the amendment of relevant clauses of the Nomination Committee Working Rules in accordance with the law be approved, the details of which are as follows:

The original article	The amended article
<p>Article 7 – The principal duties and scope of authority of the Nomination Committee shall be:</p> <p>(I) to review and make recommendations to the Board in respect of the structure, size and composition (including the skills, knowledge and experience) of the Board based on the state of business operations, asset size and shareholding structure of the Company;</p> <p>(II) to study the criteria and procedures for selecting Directors and senior management personnel of the Company and to make recommendations to the Board in respect thereof;</p> <p>(III) to conduct extensive searches for qualified candidates for Directors and senior management personnel;</p> <p>(IV) to assess the independence of independent non-executive directors;</p> <p>(V) to conduct examination of candidates for Directors and senior management personnel and to make recommendations as to the appointment or re-appointment or succession planning for Directors; and</p> <p>(VI) to deal with other matters as authorized by the Board of the Company.</p>	<p>Article 7 – The principal duties and scope of authority of the Nomination Committee shall be:</p> <p>(I) to review and make recommendations to the Board in respect of the structure, size and composition (including the skills, knowledge and experience) of the Board based on the state of business operations, asset size and shareholding structure of the Company;</p> <p>(II) to study the criteria and procedures for selecting Directors and senior management personnel of the Company and to make recommendations to the Board in respect thereof;</p> <p>(III) to conduct extensive searches for qualified candidates for Directors and senior management personnel;</p> <p>(IV) to assess the independence of independent non-executive directors;</p> <p>(V) to conduct examination of candidates for Directors and senior management personnel and to make recommendations as to the appointment or re-appointment or succession planning for Directors;</p> <p>(VI) to give due regard to the benefits of diversity on the Board against objective criteria in reference to the Board Diversity Policy (Annex 1) when performing duties set out in paragraphs (I), (II), (III) and (V);</p> <p>(VII) to review the Board Diversity Policy as appropriate and to review the measurable objectives under the Board Diversity Policy and the progress of attainment, so as to ensure effective implementation; and</p> <p>(VIII) to deal with other matters as authorized by the Board of the Company.</p>

2. That the Board Diversity Policy of ZTE Corporation be added to the Nomination Committee Working Rules as an attachment be approved.

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

The amended Nomination Committee Working Rules (April 2013) will be posted on the website of the Stock Exchange of Hong Kong Limited and the website of the Company on the same date as this announcement.

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

26 April 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 Shiyu; 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 Timothy Alexander Steinert.

Attachment 1: The Adjustment of Member Enterprises of ZTE Group

(I) List of new member enterprises of ZTE Group

1. 愛訊達科技（深圳）有限公司
2. ZTE Anhui Media Co., Ltd. (安徽中興通訊傳媒有限責任公司)
3. 北京億科三友科技發展有限公司
4. Hengyang ICT Digital City Co., Ltd. (衡陽網信數字城市建設有限公司)
5. Huang Gang Education Valley Investment Holdings Ltd (黃岡教育谷投資控股有限公司)
6. 克拉瑪依中興石油科技有限責任公司
7. 南京守護寶信息技術有限公司
8. 南京中興群力信息科技有限公司
9. Nanjing ZTE Welink Technology Co., Ltd. (南京中興物聯科技有限公司)
10. Nanjing ZTE Mobile Telecom Co., Ltd. (南京中興移動通信有限公司)
11. 寧波中興智慧城市研究院有限公司
12. 普興移動通信設備有限公司
13. 上海中興群力信息科技有限公司
14. Shenzhen Xrinda Technology Ltd. (深圳市興聯達科技有限公司)
15. ZTE Trunking Technology Corp. (深圳市中興高達技術有限公司)
16. Shenzhen ZTE Jiuge Co., Ltd. (深圳市中興九歌信息技術有限公司)
17. ZTE Energy Conservation Services Co., Ltd. (深圳市中興通訊節能服務有限責任公司)
18. Shenzhen ZTE Welink Technology Co., Ltd. (深圳市中興物聯科技有限公司)
19. 深圳市中興系統集成技術有限公司
20. Shenzhen ZTE Mobile Software Co., Ltd. (深圳市中興移動軟件有限公司)
21. Shenzhen ZTE Cloudy Service Co., Ltd. (深圳市中興雲服務有限公司)
22. Shenzhen Btravel Service Co., Ltd. (深圳小蜜蜂旅行社有限公司)
23. SITRONICS-ZTE Ltd (思卓中興（杭州）科技有限公司)
24. Wuxi Hong Tu Microelectronics Inc. (無錫鴻圖微電子技術有限公司)
25. Wuhan Xytop Technology Co., Ltd. (武漢市興躍騰科技有限公司)

26. 中興九城網絡科技（無錫）有限公司
27. 中興通訊（河源）有限公司
28. ZTE Group Finance Co., Ltd. (中興通訊集團財務有限公司)
29. ZTEICT Qinhuangdao Technology Co., Ltd. (中興網信秦皇島科技有限公司)

(II) List of member enterprises automatically removed from ZTE Group

Pursuant to the “Resolution on the Disposal of Equity Interests in Shenzhen ZTE Special Equipment Company Limited” considered and passed at the Thirty-fourth Meeting of the Fifth Session of the Board of Directors of the Company held on 21 September 2012, the Company has disposed of its entire equity interest in Shenzhen ZTE Special Equipment Company Limited. Both Nanjing ZTE Special Software Company Limited and Nanjing ZTE Special System Company Limited are the wholly owned subsidiaries of Shenzhen ZTE Special Equipment Company Limited. In accordance with Article 17 of ZTE Group Articles of Association, in the event of “disposal of entire equity interests in subsidiaries by the parent company,” members of the Group shall be automatically removed from the Group, three companies, namely Shenzhen ZTE Special Equipment Company Limited, Nanjing ZTE Special Software Company Limited and Nanjing ZTE Special System Company Limited, have been automatically removed from ZTE Group.

(III) Renaming of member enterprises of ZTE Group

“北京市中兴百纳软件有限责任公司,” a member enterprise of ZTE Group, has been renamed “北京中兴网捷科技有限公司.”