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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)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.*

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2016 (hereinafter referred to as the "EGM") of ZTE Corporation (hereinafter referred to as the "Company") will be convened at 9 a.m., on Thursday, 3 March 2016 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China to consider and if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 11 January 2016, unless otherwise required by the context):

### **Ordinary Resolutions**

#### **1. Resolution of the Company on the Re-election of the Board and Election of Directors of the Seventh Session of the Board**

At the Thirty-ninth Meeting of the Sixth Session of the Board held on 7 January 2016, it was resolved that the re-election of the Board will be held, as the term of office of the Sixth Session of the Board of the Company will conclude on 29 March 2016. Upon the recommendation of the Nomination Committee of the Board, the Sixth Session of the Board of the Company has nominated Mr. Shi Lirong, Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao as candidates for non-executive directors of the Seventh Session of the Board of the Company, Mr. Yin Yimin, Mr. Zhao Xianming and Mr. Wei Zaisheng as candidates for executive directors of the Seventh Session of the Board of the Company, and Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang as candidates for independent non-executive directors of the Seventh Session of the Board of the Company.

Candidates for Directors of the Seventh Session of the Board shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 11 January 2016 for brief biographies and other information relating to the Candidates for Directors listed above.

Qualifications and independence for the aforesaid candidates for independent non-executive directors shall be subject to filing with and examination by SZSE without note of disapproval before being tabled at the EGM for voting.

## **2. Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders' Representative Supervisors of the Seventh Session of the Supervisory Committee**

At the Twenty-eighth Meeting of the Sixth Session of the Supervisory Committee held on 7 January 2016, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Sixth Session of the Supervisory Committee of the Company will conclude on 29 March 2016. The Sixth Session of the Supervisory Committee of the Company has nominated Ms. Xu Weiyan and Mr. Wang Junfeng as candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee of the Company.

The candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 11 January 2016 for brief biographies and other information relating to the Candidates for Supervisors listed above.

In accordance with relevant provisions of the Articles of Association, resolutions No. 1 and 2 set out above shall be determined by way of accumulative voting, whereby each Candidate for Director (separate voting of candidates for non-independent directors and candidates for independent non-executive directors) and Candidate for Supervisor shall be voted upon on an individual basis.

## **3. Resolution of the Company on the Provision of Performance Guarantee for ZTE Malaysia CORPORATION SDN BHD, a Wholly-owned Subsidiary**

(1) That the increase in the amount of joint liability guarantee by the Company for ZTE Malaysia in respect of the performance obligations under the "UM Wireless Capacity Expansion Contract" by USD40 million (i.e., the total amount of guarantee not more than

USD60 million), for a term commencing on the date on which the “UM Wireless Capacity Expansion Contract” came into effect upon execution and ending on the date on which performance of the obligations of ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” is completed, be approved.

(2) That the term of the bank letter of guarantee issued for the Company in respect of the performance obligations by ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” be extended such that the new bank letter of guarantee shall be effective for not more than six years from 4 January 2015 (the date of issuance), be approved.

(3) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute all pertinent legal contracts and documents.

The resolution was considered and approved at the Thirty-ninth Meeting of the Sixth Session of the Board of Directors held on 7 January 2016 by the Company and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Announcement on the Provision of Guarantee for a Wholly-owned Subsidiary” published by the Company on 7 January 2016.

#### **4. 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**

(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.

The resolution was considered and approved at the Thirty-seventh Meeting of the Sixth Session of the Board of Directors held on 28 December 2015 by the Company and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Announcement of External Investments” published by the Company on 28 December 2015.

#### **5. Resolution of the Company on the Investment in the ZTE Guangzhou Research Institute Project in Guangzhou and Proposed Execution of the Project Cooperation Agreement**

(1) That the investment in the ZTE Guangzhou Research Institute Project in Guangzhou by ZTE pursuant to the “ZTE Guangzhou Research Institute Project Cooperation Agreement” be approved;

(2) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute legal contracts and documents pertaining to the ZTE Guangzhou Research Institute Project and to conduct further negotiations with the Guangzhou Municipal Government or its designated government organisation in respect of the project to confirm details and execute relevant supplemental agreements pursuant to the Project Cooperation Agreement.

The resolution was considered and approved at the Thirty-ninth Meeting of the Sixth Session of the Board of Directors held on 7 January 2016 by the Company and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Announcement of External Investments” published by the Company on 7 January 2016.

*Notes:*

1. **The Company will close its H share register from Tuesday, 2 February 2016 to Wednesday, 2 March 2016 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 1 February 2016.**

2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip of EGM by hand, post or facsimile to the Company’s principal place of business in Hong Kong (for H shareholders) on or before Thursday, 11 February 2016. The principal place of business of the Company in Hong Kong is: 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Facsimile No.: +852-35898555).

3. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

4. A shareholder entitled to attend and vote at the EGM shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.

5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.

6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

11 January 2016

*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.*