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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 Tenth 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 Tenth 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 25 November 2016. The Tenth 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 30 November 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 following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “Resolution for the Provision of Guarantee by way of Joint Liability Assurance for Beijing Fuhua Yuqi Information Technology Co., Ltd.*”, the details of which are as follows:

1. That the provision of guarantee by way of joint liability assurance in respect of the obligation for contract performance of Beijing Fuhua Yuqi Information Technology Co., Ltd.* (北京富華宇祺信息技術有限公司) (“Fuhua Yuqi”) under the “Contract for Shendong Daliuta Coal 4G ‘One Net One Station’ Project in Technology Development (Entrustment)”, for an amount of not more than RMB21,019,250 for a term

commencing on the date on which the “Contract for Shendong Daliuta Coal 4G ‘One Net One Station’ Project in Technology Development (Entrustment)” comes into effect upon execution and ending on the date on which the performance of Fuhua Yuqi’s obligations under the “Contract for Shendong Daliuta Coal 4G ‘One Net One Station’ Project in Technology Development (Entrustment)” is completed, be approved.

2. That the legal representative of the Company or his delegated signatory be authorised to execute relevant legal contracts and documents.

Voting result: For: 14; against: 0; abstained: 0.

For details please refer to the “Announcement on Third-party Guarantee” published on the same date as this announcement.

II. Consideration and approval of the “Resolution on the Transfer of Equity Interests in Shenzhen ZTE We Link Technology Company Limited*”, the details of which are as follows:

1. That the transfer of 85.50% equity interests in Shenzhen ZTE We Link Technology Company Limited* (深圳市中興物聯科技有限公司) by the Company and its subsidiary Nubia Technology Limited in accordance with the terms and conditions of the “Equity Transfer Agreement for the Transfer of 85.50% Equity Interests in Shenzhen ZTE We Link Technology Company Limited” determined through negotiations with Gosuncn Technology Group Co., Ltd. (高新興科技集團股份有限公司) and Zhuhai Kaiteng Investment Partnership (Limited Partnership)* (珠海凱騰投資合夥企業 (有限合夥)) be approved;

2. That the acquisition of 4.50% equity interests in Shenzhen ZTE We Link Technology Company Limited* by the Company in accordance with the terms and conditions of the “Equity Transfer Contract” determined through negotiations between the Company and Nubia Technology Limited;

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

Voting result: For: 14; against: 0; abstained: 0.

For details please refer to the “Withdrawal of Application for Quotation of ZTE We Link on the National Equities Exchange and Quotation and Disposal of Equity Interest in ZTE We Link” and “Announcement on the Disposal of Equity Interests in a Subsidiary” published on the same date as this announcement.

By Order of the Board
Zhao Xianming
Chairman

Shenzhen, the PRC
30 November 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.

** For identification purposes only*