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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 First Meeting of the Ninth 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 (“ZTE” or the “Company”) issued the “Notice of the First Meeting of the Ninth Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail on 24 March 2022. The First Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 30 March 2022. The Meeting was presided over by Mr. Li Zixue, Director. All of the 9 Directors required to attend the Meeting duly attended 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 ( the “Articles of Association”), and was legal and valid.

**The following resolutions were considered and passed at the Meeting:**

**I. Consideration and approval of the “Resolution on the election of Chairman of the Ninth Session of the Board of Directors”, the details of which are as follows:**

That Mr. Li Zixue be elected as Chairman of the Ninth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

**II. Consideration and approval of the “Resolution on the election of Executive Directors and Non-executive Directors of the Ninth Session of the Board of Directors”, the details of which are as follows:**

1. That Mr. Li Zixue, Mr. Xu Ziyang and Mr. Gu Junying be elected as Executive Directors of the Ninth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Li Buqing, Mr. Zhu Weimin and Ms. Fang Rong be elected as Non-executive Directors of the Ninth Session of the Board of Directors of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

**III. Consideration and approval of the “Resolution on the election of members of the specialist committees of the Ninth Session of the Board of Directors”, the details of which are as follows:**

1. That Ms. Cai Manli, Mr. Li Buqing, Mr. Zhu Weimin, Mr. Gordon Ng and Mr. Zhuang Jiansheng be elected as members of the Audit Committee of the Ninth Session of the Board of Directors of the Company, with Ms. Cai Manli as convener of the Audit Committee.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Gordon Ng, Mr. Li Zixue, Ms. Fang Rong, Ms. Cai Manli and Mr. Zhuang Jiansheng be elected as members of the Nomination Committee of the Ninth Session of the Board of Directors of the Company, with Mr. Gordon Ng as convener of the Nomination Committee.

Voting results: For: 9; against: 0; and abstained: 0.

3. That Ms. Cai Manli, Mr. Gu Junying, Mr. Zhu Weimin, Mr. Gordon Ng and Mr. Zhuang Jiansheng be elected as members of the Remuneration and Evaluation Committee of the Ninth Session of the Board of Directors of the Company, with Ms. Cai Manli as convener of the Remuneration and Evaluation Committee.

Voting results: For: 9; against: 0; and abstained: 0.

4. That Mr. Zhuang Jiansheng, Mr. Li Zixue, Ms. Fang Rong, Ms. Cai Manli and Mr. Gordon Ng be elected as members of the Export Compliance Committee of the Ninth Session of the Board of Directors of the Company, with Mr. Zhuang Jiansheng as chair of the Export Compliance Committee.

Voting results: For: 9; against: 0; and abstained: 0.

**IV. Consideration and approval of the “Resolution on 2022 Operation Budget”.**

Voting results: For: 9; against: 0; and abstained: 0.

**V. Consideration and approval of the “Resolution on Appointment of New Senior Management of the Company”, the details of which are as follows:**

1. That Mr. Xu Ziyang be re-appointed as the President of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

2. That Mr. Wang Xiyu, Mr. Gu Junying, Ms. Li Ying and Mr. Xie Junshi each be re-appointed as the Executive Vice President of the Company, Ms. Li Ying be concurrently re-appointed as the Chief Financial Officer of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

3. That Mr. Ding Jianzhong be re-appointed as the Secretary to the Board of Director of the Company.

Voting results: For: 9; against: 0; and abstained: 0.

The term of office of the new senior management of the Company commences upon the approval at the Meeting and ends upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025). Please refer to the annex for brief biographies of the new senior management of the Company.

The contacts of Mr. Ding Jianzhong, the Secretary to the Board of Director, are as follows:

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Correspondence address: ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China

**VI. Consideration and approval of the “Resolution on 2022 A Share Repurchase Mandate Proposal (effective from the 2021 Annual General Meeting)” and approval of submission to the 2021 Annual General Meeting of the Company for consideration.**

Voting result: For: 9; Against: 0; Abstained: 0.

The mandate proposal shall be in effect from the date on which the resolution is considered and passed at the 2021 Annual General Meeting to the earlier of the following: (i) the date on which the 2022 Annual General Meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

The resolution to be tabled at the 2021 Annual General Meeting for consideration seeks to give mandate to the Board of Directors of the Company only to deal with matters pertaining to the share repurchase. At present, the Company has yet to formulate a detailed plan for the share repurchase. Subject to consideration and approval at the 2021 Annual General Meeting, the Company will confirm whether to proceed with the repurchase based on factors such as conditions in the capital market and volatility and movement in the Company's share price, among others.

For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement on 2022 A Share Repurchase Mandate Proposal (effective from the 2021

Annual General Meeting)” published on the same date as this announcement.

## **VII. Consideration and approval of the “Resolution on the Convening of the 2021 Annual General Meeting.”**

The Company has resolved to convene the 2021 Annual General Meeting (the “AGM”) of the Company on Thursday, 21 April 2022 at the conference room on the 4th floor of the Shenzhen headquarters of the Company.

Voting result: For: 9; Against: 0; Abstained: 0.

“Notice of the 2021 Annual General Meeting” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

The Company will close its H share register from Thursday, 14 April 2022 to Thursday, 21 April 2022 (both days inclusive) to determine qualifications of shareholders to attend and vote at the AGM. Any H Shareholder who wishes to attend and vote at the AGM 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., Wednesday, 13 April 2022.

By Order of the Board  
**Li Zixue**  
Chairman

Shenzhen, the PRC  
30 March 2022

*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, Gordon Ng, Zhuang Jiansheng.*

## **Annex : Brief biographies of senior management**

### **1. President**

**Mr. Xu Ziyang** (徐子陽), male, born in 1972, graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as programmer and section chief of GSM product line development department of Nanjing Research and Development Center, head of PS development department, deputy general manager of core network product line, and general manager of core network product line of the Company, from 1998 to 2011. From 2011 to 2013, Mr. Xu acted as general manager of MKT Fourth Branch of the Company in charge of European and United States systems products. From 2014 to 2016, Mr. Xu acted as general manager of ZTE Services Deutschland GmbH, a subsidiary of the Company. From 2016 to July 2018, Mr. Xu acted concurrently as assistant to the President of the Company and product general manager of the CCN core network product line of wireless operation department of the Company. From August 2018 to September 2020, Mr. Xu acted as chairman of ZTE Microelectronics Technology Company Limited, a subsidiary of the Company. Since July 2018, Mr. Xu has been the President of the Company, and he has been Executive Director of the Company since August 2018. Mr. Xu has many years of operational and management experience in the telecommunication industry. As for now, Mr. Xu holds 168,000 A shares and 180,000 share options under the 2020 A Share Option Incentive Scheme of the Company. Mr. Xu is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Xu is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association. The remuneration of Mr. Xu shall be considered and determined by the Board of Directors based on the results of his annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

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 Mr. Xu in particular, that need to be brought to the attention of the shareholders of the Company.

## 2. Executive Vice President

**Mr. Wang Xiyu (王喜瑜)**, male, born in 1974. Mr. Wang graduated from Northern Jiaotong University (now renamed as “Beijing Jiaotong University”) in 1995 with a bachelor’s degree in engineering, majoring in power traction and transmission control, and further obtained a master’s degree in engineering from Northern Jiaotong University in 1998 majoring in railway traction electrification and automation. Mr. Wang joined the Company in 1998 and served successively as engineer, project manager, head of development division and deputy general manager at the CDMA Department of the Company from 1998 to 2007. From 2008 to 2016, he was Head of the Wireless Structure Division and Deputy Head/Head of the Wireless Research Institute at the Wireless Department of the Company. He was Deputy CTO and Assistant to the President of the Company from 2016 to July 2018. Mr. Wang has been Executive Vice President of the Company since July 2018. He has many years of operational and management experience in telecommunications industry. As for now, Mr. Wang holds 139,034 A shares and 180,000 share options under the 2020 A Share Option Incentive Scheme of the Company. Mr. Wang is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Wang is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People’s Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Gu Junying (顧軍營)**, male, born in 1967, graduated from the Department of Aerospace Engineering of Shenyang Institute of Aeronautical Industry with a bachelor’s degree in engineering majoring in aircraft manufacturing in 1989 and from Beijing Institute of Technology with a master’s degree in industrial engineering majoring in management engineering in 2002, and currently holds the professional title of researcher. From 1989 to 2003, Mr. Gu served successively as process technician, workshop director, division chief, deputy plant manager, and deputy plant manager and deputy party secretary at Factory 211. From 2003 to 2009, Mr. Gu served successively as head of human resources department/head of party committee work department, head of manager department and assistant to general manager of China Aerospace Times Electronics Limited. From June 2008 to December 2008, Mr. Gu also concurrently acted as general manager of Aerospace Times Real Estate Development Limited. From 2009 to January 2019, Mr. Gu served as assistant to the dean of China Aerospace Electronics Technology Research Institute, which is an indirect shareholder of Zhongxingxin, and concurrently acted as director of China Times Prospect Technology Co., Ltd. From 2009 to 2017, Mr. Gu successively concurrently acted as general manager of

China Times Prospect Technology Co., Ltd., chairman of Beijing Huafeng Test & Control Co., Ltd., chairman of Beijing Aerospace Sed Technology Development Co., Ltd. and vice chairman of Aerospace Electric Group Co., Ltd. From 2017 to September 2018, Mr. Gu acted as chairman of Aerospace IoT Technology Co., Ltd. From 2017 to January 2019, Mr. Gu acted as vice president of China Aerospace Times Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange). Since June 2018, Mr. Gu has been Executive Director of the Company, and he has been Executive Vice President of the Company since July 2018. Mr. Gu is concurrently acting as chairman and manager of Jinseal Information Technology Co., Ltd., a subsidiary of the Company. Mr. Gu has rich experience in management and operations. As for now, Mr. Gu holds 180,000 share options under the 2020 A Share Option Incentive Scheme of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Gu is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Ms. Li Ying (李莹)**, female, born in 1978. Ms. Li graduated from Xi'an Jiaotong University in 1999 with a bachelor's degree in management and a bachelor's degree in engineering, and from Xi'an Jiaotong University in 2002 with a master's degree in management majoring in management science and engineering. Ms. Li joined the Company in 2002 and acted successively as Principal of the Cost and Strategy Office, Chief of the Logistics Finance Department, Chief of the Production Research Finance Department, Deputy Chief of the Finance Management Department and Deputy Head of the Finance Management Department from 2002 to January 2018. From January to July 2018, she was Head of Finance Management Department. She has been Executive Vice President and Chief Financial Officer of the Company since July 2018. She is concurrently acting as chairman/director of 4 subsidiaries of the Company including ZTE Group Finance Co., Ltd. Ms. Li has many years of experience in finance and the operation and management of the telecommunication industry. As for now, Ms. Li holds 95,500 A shares and 180,000 share options under the 2020 A Share Option Incentive Scheme of the Company, and the spouse of Ms. Li holds 20,000 share options under the 2020 A Share Option Incentive Scheme of the Company. Ms. Li is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Ms. Li is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. She has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or

included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which her appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. She is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association. The remuneration of Ms. Li shall be considered and determined by the Board of Directors based on the results of his annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

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 Ms. Li in particular, that need to be brought to the attention of the shareholders of the Company.

**Mr. Xie Junshi (謝峻石)**, male, born in 1975. Mr. Xie graduated from Tsinghua University in 1998 with a bachelor's degree in engineering majoring in engineering mechanics and further obtained a master's degree in engineering majoring in fluid mechanics in 2001, also from Tsinghua University. After joining the Company in 2001, Mr. Xie had been dedicated to the Company's international market development from 2001 to 2018. From 2001 to 2012, he had successively served as the Company's Technology Manager (International Markets), Business Technology Manager (Europe and South Asia) and Deputy General Manager (Europe and North America) in charge of MKT. He served as the Company's Deputy General Manager (Europe) in charge of terminals, corporate business and operations in 2013. From 2014 to July 2018, he was the Company's General Manager (Europe and America) for MKT and Solutions. He was Senior Vice President and Chief Operating Officer from July 2018 to September 2019. Since September 2019, he has been Executive Vice President and Chief Operating Officer of the Company. Mr. Xie has many years of experience in the operation and management of the telecommunication industry. As for now, Mr. Xie holds 112,468 A shares and 180,000 share options under the 2020 A Share Option Incentive Scheme of the Company. Mr. Xie is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Xie is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.



### **3. The Secretary to the Board of Director**

**Mr. Ding Jianzhong (丁建中)**, male, born in 1976. Mr. Ding holds a master's degree in management and is a certified public accountant of the PRC and an Associate Member of China Certified Tax Agents Association. Mr. Ding joined the Company in 2003. From 2003 to March 2019, he had served successively as Financial Principal of the Business Department, Principal of the Cost and Strategy Office, Financial Principal of the Engineering Service Operation Department, Deputy Head of the Engineering Business Department, Deputy Head of the Business Centre, Head of Financial Division II under the Financial Management Department, Head of Supply Chain Procurement Division III and Head of Work Outsourcing Division under the Engineering Service Operation Department. He has been Head of the Securities Department under the Finance Department of the Company since April 2019, Secretary to the Board of the Company since July 2019 and Company Secretary since November 2019. Mr. Ding has many years of experience in finance and the operation and management of the telecommunication industry. As for now, Mr. Ding holds 33,160 A shares and 120,000 share options under the 2020 A Share Option Incentive Scheme of the Company. Mr. Ding is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Ding is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as senior management is not permissible as stipulated in the Company Law and other pertinent laws and regulations. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association. Mr. Ding has obtained the qualification certificate of the secretary of the Board of Directors of the Shenzhen Stock Exchange. He is familiar with the relevant laws and regulations. He has the professional ethics corresponding to the position requirements, the corresponding professional competence and experience.