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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 Twelfth Meeting of the Eighth 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 in this announcement or material omission therefrom.*

The stipulated length of notice for the Twelfth Meeting (the “Meeting”) of the Eighth Session of the Board of Directors of ZTE Corporation (the “Company”) has been waived with the unanimous approval of all Directors. The Company issued the “Notice of the Twelfth Meeting of the Eighth Session of the Board of Directors of ZTE Corporation” to all Directors of the Company by electronic mail and telephone on 28 November 2019. The Meeting was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 29 November 2019. The Meeting was presided over by Mr. Li Zixue, Chairman. Of the 9 Directors required to attend the Meeting, 8 Directors attended in person and 1 Director appointed proxy to attend on his behalf. (Mr. Li Buqing, Director, was unable to attend the meeting due to work reasons and has authorised in writing Mr. Zhu Weimin, Director, to vote on his behalf.) 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 resolution was considered and approved at the Meeting:**

**I. Consideration and approval of the “Resolution on the Change of the Company Secretary and Authorised Representative”, the details of which are set out as follows:**

That the appointment of Mr. Ding Jianzhong as the company secretary and authorised representative<sup>1</sup> of the Company with effect from the date on which this resolution is considered and approved by the board of directors of the Company (namely, 29 November

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<sup>1</sup> The company secretary and authorised representative under Rules 8.17 and 3.05 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

2019) be approved.

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

**II. Consideration and approval of the “Resolutions on determining the 2019 audit fees of the PRC and Hong Kong auditors”, the details of which are set out as follows:**

That the payment of 2019 financial report audit fees to the PRC and Hong Kong auditors on a consolidated basis be confirmed, namely a payment of financial report audit fees in the aggregate amount of RMB8.10million (including relevant tax expenses but excluding meal expenses) to Ernst & Young Hua Ming LLP and Ernst & Young; that the payment of 2019 internal control audit fee in the amount of RMB1.20 million (including relevant tax expenses but excluding meal expenses) to Ernst & Young Hua Ming LLP be confirmed.

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

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

Shenzhen, the PRC  
29 November 2019

*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, Yuming Bao, Gordon Ng.*