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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 Eleventh 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 in or material omission from this announcement.*

ZTE Corporation (the "Company") issued the "Notice of the Eleventh Meeting of the Sixth Session of the Board of Directors (the "Board") of the Company" to all the Directors of the Company by electronic mail and telephone on 28 October 2013. The Eleventh Meeting of the Sixth session of the Board of the Company (the "Meeting") was convened by way of voting via telecommunication means on 31 October 2013. Directors Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, being beneficiaries of the Share Option Incentive Scheme of the Company, abstained from voting at the Meeting. Of the 9 Directors required to vote at the Meeting, 9 Directors duly voted. 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 on Matters pertaining to the Grant of Share Options under the Share Option Incentive Scheme of the Company."**

Voting result: For: 9; against: 0; abstained: 0.

Pursuant to the mandate given at the Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 of the Company held on 15 October 2013, the Board was of the view that the conditions for grant provided for under the "ZTE Corporation Share Option Incentive Scheme (Revised Draft)" had been fulfilled, the Board would grant a total of 102.989 million share options to 1,528 Participants. The date of grant has been set for 31 October 2013 (Thursday). For details, please refer to the "Announcement of Matters relating to the Grant of Share Options" published on 31 October 2013.

The Independent Non-executive Directors, Supervisors and Beijing Jun He Law Offices (Shenzhen Office) have furnished their respective opinions on this matter. For details, please refer to the "Overseas Regulatory Announcement" published on 31 October 2013.

## **II. Consideration and approval of the "Resolution on Adjustments to the List of Participants and the Number of Share Options to be Granted under the Share Option Incentive Scheme of the Company."**

Voting result: For: 9; against: 0; abstained: 0.

The "ZTE Corporation Share Option Incentive Scheme (Revised Draft)" and its summary was considered and passed at the Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 of the Company held on 15 October 2013. As certain Participants confirmed under the Share Option Incentive Scheme had left the Company or deceased and no longer qualified to be Participants, the Company resolved to adjust accordingly the list of Participants and the number of share options to be granted. Following the adjustments, the number of Participants shall be adjusted from 1,531 persons to 1,528 persons and the number of share options to be granted shall be adjusted from 103.20 million to 102.989 million. For details, please refer to the "Announcement of Adjustments to the List of Participants and the Number of Share Options to be Granted under the Share Option Incentive Scheme" published on 31 October

2013.

The Independent Non-executive Directors and Beijing Jun He Law Offices (Shenzhen Office) have furnished their respective opinions on this matter. The Supervisory Committee has furnished its verification opinion on the List of Participants under the Share Option Incentive Scheme (Adjusted). For details, please refer to the “Overseas Regulatory Announcement” published on 31 October 2013.

For the “List of Participants under the Share Option Incentive Scheme (Adjusted),” please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

By Order of the Board  
**Hou Weigui**  
*Chairman*

Shenzhen, the PRC  
31 October 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 Shiyong; 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 Richard Xike Zhang.*