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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 Fourteenth 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.*

ZTE Corporation (the "Company") issued the "Notice of the Fourteenth Meeting of the Eighth Session of the Board of Directors (the "Board") of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 11 February 2020. The Fourteenth Meeting of the Eighth Session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via telecommunication on 14 February 2020. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to vote at the Meeting and 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 passed at the Meeting:**

**I. Consideration and approval of the "Resolution on the Application of Issue Proceeds In Replacement of Internal Funds Previously Invested in Projects for which the Issue Proceeds are Intended", the details of which are set out as follows:**

1. That the application of issue proceeds in replacement of internal funds previously invested in projects for which the issue proceeds are intended with a total fund replacement amount of RMB4,972 million be approved.

2. That the legal representative of the Company or his authorised signatories be delegated to handle in accordance with the law practical matters pertaining to the aforesaid application of issue proceeds in replacement of internal funds previously invested in projects for which the issue proceeds are intended.

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

The Board of Directors is of the view that: the said application of issue proceeds by the Company in replacement of internal funds previously invested in projects for which the issue proceeds are intended is conducive to the proper application and management of the issue proceeds and the lowering of the Company's finance costs. It is not contradictory to the implementation plans of the projects for which the issue proceeds are intended, nor will it affect the normal operation of the projects for which the issue proceeds are intended. It is not a disguised modification of the intended use of the issue proceeds, and it will not compromise the interests of the shareholders. The timing of the replacement is less than 6 months after the receipt of the issue proceeds and is hence in compliance with "Regulatory Guidelines for Listed Companies No. 2 – Regulatory Requirements for the Management and Application of Issue Proceeds of Listed Companies" issued by CSRC, "Guideline for the Regulated Operation of Companies Listed on the Main Board of Shenzhen Stock Exchange" and other pertinent regulations.

For details, please refer to the "Overseas Regulatory Announcement" published on the same date as this announcement.

**II. Consideration and approval of the "Resolution on the Partial Application of Unused Issue Proceeds as Interim Working Capital Replenishment", the details of which are set out as follows:**

1. That the application of unused issue proceeds amounting to not more than RMB2,500 million as interim working capital replenishment to be utilised over a term of not more than 12 months from the date of approval by the Board of Directors be approved.

2. That the legal representative of the Company or his authorised signatories be delegated to handle in accordance with the law practical matters pertaining to the aforesaid partial application of unused issue proceeds as interim working capital replenishment.

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

For details, please refer to the "Overseas Regulatory Announcement" published on the same date as this announcement.

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

Shenzhen, the PRC  
14 February 2020

*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.*