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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 Third 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 or material omission in this announcement.

ZTE Corporation (the "Company") issued the "Notice of the Third 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 April 2013. The Third Meeting of the Sixth session of the Board of Directors of the Company (the "Meeting") was convened by way of voting via telecommunication means on 8 May 2013. Of the 14 Directors required to vote at the Meeting, 13 Directors duly participated in the voting. Mr. Timothy Alexander Steinert, Independent Non-executive Director, due to work reasons, neither participated in the voting nor appointed other Independent Non-executive Directors as his proxies to vote on his behalf. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the "Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking"

1. that the repurchase and cancellation by the Company of a total of 2,536,742 restricted

shares granted to Scheme Participants by the Company and remaining in lock-up at the cost paid by Scheme Participants for the subscription of Subject Shares according to “Phase I of the Share Incentive Scheme (Version Dated 5 February 2007)” be approved;

2. that the reduction of capital by the Company to reflect the repurchase and cancellation of restricted shares be approved;

3. that the authorisation of Mr. Hou Weigui, Chairman of the Company, or other persons delegated by Mr. Hou Weigui in writing to deal with practical matters pertaining to the repurchase and cancellation of restricted shares, including but not limited to the execution and handling of relevant documents and procedures;

4. that the tabling of the resolution at the Second Extraordinary General Meeting of 2013 of the Company for consideration be approved.

For details please refer to the “Announcement Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking” published on the same date as this announcement.

Voting results: For: 13; Against: 0; Abstained: 0.

II. Consideration and approval of the “Resolution on the Amendment of Relevant Clauses of the Articles of Association,” and the tabling of the resolution at the Second Extraordinary General Meeting of the Company of 2013 is hereby approved, the details of the resolution are as follows:

(I) That amendment of Relevant Clauses of the Articles of Association be approved with details as follows:

1. Article 24

The original article which reads: Subsequent to its establishment, the Company issued 3,440,078,020 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.3% of the total number of ordinary shares issuable by the Company; and 2,810,492,575 Domestic Shares, accounting for 81.7% of the total number of ordinary shares issuable by the Company.

Is amended to read: Subsequent to its establishment, the Company issued 3,437,541,278

ordinary shares, comprising 629,585,445 H Shares, accounting for 18.31% of the total number of ordinary shares issuable by the Company; and 2,807,955,833 Domestic Shares, accounting for 81.69% of the total number of ordinary shares issuable by the Company.

2. Article 27

The original article which reads: The registered capital of the Company shall be RMB3,440,078,020.

Is amended to read: The registered capital of the Company shall be RMB3,437,541,278.

(II) To authorize any Director or the Secretary to the Board of Directors of the Company to deal, on behalf of the Company, with the formalities relating to the filing, amendment and registration (where necessary) pertaining to the amendment of the Articles of Association and other pertinent matters.

Voting results: For: 13; Against: 0; Abstained: 0.

III. Consideration and approval of the “Resolution on the Convening of the Second Extraordinary General Meeting of 2013.”

The Company has decided to convene the Second Extraordinary General Meeting of 2013 (the “EGM”) on Friday, 28 June 2013 at the conference room on the 4th floor of the Shenzhen headquarters of the Company.

Voting result: For: 13; Against: 0; Abstained: 0.

“Notice of the Second Extraordinary General Meeting of 2013” of the Company 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 Wednesday, 29 May 2013 to Thursday, 27 June 2013 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM 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., Tuesday, 28 May 2013.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
8 May 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 Timothy Alexander Steinert.