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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)**

## **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

### **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of ZTE Corporation (the “**Company**”) announces that Ms. Cao Wei (“**Ms. Cao**”) has resigned as the company secretary and an authorised representative of the Company under Rules 8.17 and 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) with effect from 29 November 2019. Ms. Cao confirmed that she has no disagreement with the Board and there are no matters in respect of her resignation that need to be brought to the attention of the shareholders of the Company and the Hong Kong Stock Exchange.

The Board further announces that Mr. Ding Jianzhong (“**Mr. Ding**”) has been appointed as the company secretary and an authorised representative of the Company with effect from 29 November 2019.

Mr. Ding holds a master of management degree. He is a member of the Chinese Institute of Certified Public Accountants and an associate member of China Certified Tax Agents Association. Mr. Ding joined the Company in 2003. From 2003 to March 2019, he acted successively as financial officer-in-charge of the Business Department, officer-in-charge of the Cost Strategy Office, financial officer-in-charge 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, Head of Work Outsourcing Division under the Engineering Service Operation Department. Since April 2019, he has been Head of the Securities Department under the Finance Department of the Company. Since 29 July 2019, Mr. Ding has been the secretary of the board of directors of the Company. Mr. Ding has many

years of experience in finance, operations and management in the telecommunication industry.

### **RULES 3.28 AND 8.17 WAIVER**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Ding currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Ding as the company secretary of the Company (the “**Waiver**”) for a period of three years from the date of his appointment as the company secretary of the Company (the “**Waiver Period**”). The conditions of the Waiver include: (1) Mr. Ding will be assisted by Ms. Ng Ka Man (“**Ms. Ng**”), who is an associate member of the Hong Kong Institute of Chartered Secretaries and possesses the qualifications of company secretary under Rule 3.28 of the Listing Rules, during the Waiver Period; (2) the Company will notify the Hong Kong Stock Exchange at the end of the Waiver Period for the Hong Kong Stock Exchange to revisit the situation; and (3) the Company will announce details of the Waiver, including its reasons and conditions.

The Board would like to express its gratitude to Ms. Cao for her contributions to the Company during her tenure of office as the company secretary and an authorised representative.

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.*