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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)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL  
MEETING OF 2018**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.*

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2018 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened at 9 a.m., on Wednesday, 28 March 2018 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meaning as those in the “Proposed Non-public Issuance of A Shares under General Mandate and Proposed Amendments to the Articles of Association” published by the Company on 31 January 2018, unless otherwise required by the context):

**Special Resolutions**

- 1. Resolution on the Company’s fulfillment of criteria for the Proposed Non-public Issuance of A Shares**

**2. Resolution on the Company’s plan for the Proposed Non-public Issuance of A Shares**

That each of the following terms in respect of the Company’s plan for the Proposed Non-public Issuance of A Shares be approved:

- (1) Class and par value of Shares to be issued
- (2) Method and time of issuance
- (3) Target subscribers and method of subscription
- (4) Issue price and pricing principles
- (5) Number of A Shares to be issued
- (6) Lock-up period
- (7) Amount and use of proceeds
- (8) Place of listing
- (9) Arrangement for the retained undistributed profits prior to the Proposed Non-public Issuance of A Shares
- (10) Validity period of the resolutions in relation to the Proposed Non-public Issuance of A Shares

**3. Resolution on the Company’s Proposal for the Proposed Non-public Issuance of A Shares**

**4. Resolution on the Company’s Feasibility Analysis Report on the Use of Proceeds of the Proposed Non-public Issuance of A Shares**

**Ordinary Resolution**

**5. Resolution of the Company on the exemption from the preparation of a report on the use of proceeds from the previous fund raising**

## Special Resolutions

6. **Resolution on the Remedial Measures regarding Dilution on Returns for the Current Period due to the Proposed Non-public Issuance of A Shares and the Undertakings by the Relevant Entities**
7. **Resolution on the Shareholders' Dividend and Return Plan (2018–2020)**
8. **Resolution on the general meeting's authorization to the Board and its authorized representatives to deal with matters in connection with the Company's Proposed Non-public Issuance of A Shares with full discretion**
9. **Resolution on the amendment of relevant clauses in the Articles of Association**

The aforesaid resolutions have been considered and approved at the Twenty-sixth Meeting of the Seventh Session of the Board of Directors held on 31 January 2018 and they were approved that the resolutions be tabled at the general meeting of the Company for consideration. For details, please refer to the relevant overseas regulatory announcements published by the Company on 31 January 2018.

### *Notes:*

1. **The Company will close its H share register from Monday, 26 February 2018 to Tuesday, 27 March 2018 (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., Friday, 23 February 2018.**
2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip of EGM by hand, post or facsimile to the Company's principal place of business in Hong Kong (for H shareholders) on or before Wednesday, 7 March 2018. The principal place of business of the Company in Hong Kong is: 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Facsimile No.: +852-35898555).
3. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.
4. A shareholder entitled to attend and vote at the EGM shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.

5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.
6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board  
**Yin Yimin**  
*Chairman*

Shenzhen, the PRC  
5 February 2018

*As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Yin Yimin, Zhao Xianming; seven non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang Zhan Yichao, Wei Zaisheng and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.*