

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 on Resolutions of the 2021 Annual General Meeting**

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

The 2021 Annual General Meeting (the “AGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 21 April 2022. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

1. There were no veto resolutions in the AGM.
2. There were no changing resolutions approved by previous general meetings in the AGM.

### **II. INFORMATION REGARDING THE CONVENING OF THE AGM**

#### **(I) Date and time**

1. On-site meeting commenced at 3:00 p.m. on Thursday, 21 April 2022.
2. Online voting by A shareholders was conducted on 21 April 2022 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:15 a.m. to 9:25 a.m., from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 21 April 2022; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 9:15 a.m. to 3:00 p.m. on 21 April 2022.

#### **(II) Venue**

The on-site meeting was held at 4th floor of A Wing of the Company’s headquarters in Shenzhen.

#### **(III) Voting method**

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

(IV) Convener

The AGM was convened by the Board of Directors of the Company.

(V) Chairman of the AGM

Mr. Li Zixue, the Chairman of the Board of Directors of the Company, presided over the AGM.

(VI) The convening of the AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules") , the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the articles of association of ZTE Corporation (the "Articles of Association") , and was legal and valid.

### **III. INFORMATION REGARDING ATTENDANCE AT THE AGM**

Shares entitling the shareholder to attend and vote on all the resolutions at the AGM are 4,733,965,508 shares, comprising 3,978,462,974 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

304 shareholders (or proxies) held 1,490,784,056 shares or 31.49% of the total number of shares carrying voting rights at the AGM of the Company. Of which 297 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 484,111,698 shares or 10.23% of the total number of shares carrying voting rights at the AGM of the Company. There were no shares in the Company which entitled its holders to attend the AGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

Comprising:

(1) Attendance of holders of A shares

303 A shareholders (or proxies) holding 1,327,231,364 shares or 33.36% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the AGM.

Of which: 16 A shareholders (or proxies) holding 1,068,441,326 shares or 26.86% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 287 A shareholders holding 258,790,038 shares or 6.50% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

1 H shareholder (or proxy) holding 163,552,692 shares or 21.65% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

In addition, all Directors, Supervisors and certain senior management of the Company, the witnessing lawyers, the auditors and the representative of financial advisor of the Company attended the AGM. Certain senior management of the Company did not attend the AGM due to work reasons.

#### **IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS**

The following resolutions were considered and approved at the AGM by way of a combination of on-site voting and online voting (of which all the ordinary resolutions were approved by votes representing more than one-half of the voting rights held by shareholders attending the AGM; and all the special resolutions were approved by votes representing more than two-thirds of the voting rights held by shareholders attending the AGM. For details of the voting results, please refer to Annex “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2021 Annual General Meeting”):

##### **Ordinary Resolutions**

- 1. Consideration and approval of the “2021 Annual Report (including 2021 financial report of the Company audited by the Auditor)”;**
- 2. Consideration and approval of the “2021 Report of the Board of Directors”;**
- 3. Consideration and approval of the “2021 Report of the Supervisory Committee”;**
- 4. Consideration and approval of the “2021 Report of the President”;**

**5. Consideration and approval of the “Final Financial Accounts for 2021”;**

**6. Consideration and approval of the “Proposal of Profit Distribution for 2021”, with details as follows:**

(1) That the Proposal of Profit Distribution for 2021 tabled by the Board of Directors of the Company be approved:

Distribution of RMB3 in cash (before tax) for every 10 shares to all shareholders based on the total share capital (including A shares and H shares) as at the record date for profit distribution and dividend payment. In the event of changes in the Company’s total share capital after the announcement of the Company’s profit distribution proposal for 2021 but before its implementation, the total amount of distribution shall be readjusted in accordance with the law on the basis of the total share capital (including A shares and H shares) as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2021 according to the existing proportion for distribution.

(2) That any Directors or the Secretary to the Board of Directors be authorised to deal in accordance with the law with matters relating to the profit distribution for 2021.

**7. Consideration and approval of the “Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment Limits for 2022”, with details as follows:**

(1) That the Report on the Feasibility Analysis of Derivative Investment be approved, and is of the view that the derivative investment is feasible.

(2) That the Company be authorised to invest in value protection derivative products with a limit of the equivalent of USD2.8 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD2.8 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier. The details of the limit are as follows:

i. The investment limit for foreign exchange derivatives shall be USD2.5 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future income or forecast of future revenue and expenditure.

ii. The limit for interest rate swap shall be USD0.3 billion, such interest rate swap being used for value protection against foreign currency loans at floating interest rates.

**8. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2022”, with details as follows:**

(1) That the provision of performance guarantee limits for 8 subsidiaries by the Company be approved, the details of which are as follows:

i. That the provision of performance guarantee (including but not limited to the execution of guarantee agreements by the parent company) with a total amount of not more than USD300 million for 8 subsidiaries by the Company on a revolving basis for an effective term commencing from the date on which the said matter is considered and approved at the general meeting of the Company and ending on the date on which the next annual general meeting of the Company is convened be approved.

ii. That the authorisation of the Board of Directors to approve specific guarantees within the aforesaid limit be approved.

(2) That the reciprocal provision of guarantee among NETAŞ TELEKOMÜNİKASYON A.Ş. (“Netaş”), a subsidiary of the Company, and its subsidiaries be approved, the details of which are as follows:

i. That the proposed reciprocal provision of joint-liability guarantee among Netaş and its subsidiaries in respect of composite credit facilities sought from financial institutions for an amount of the equivalent of not more than USD120 million to be applied on a revolving basis for an effective period commencing from the date on which the said matter is considered and approved at the general meeting of the Company and ending from the date on which the next annual general meeting of the Company is convened be approved.

ii. That Netaş and its subsidiaries be authorised to determine the actual amount and term of guarantee based on negotiations with the financial institutions and actual conditions be approved.

**9. Consideration and approval of the “Resolution on the Proposed Application for Composite Credit Facilities for 2022”, with details as follows:**

That the Company’s application to China Development Bank, Shenzhen Branch for USD5.0 billion composite credit facilities be approved. The said composite credit facilities are subject to approval by the financial institution. The Company is required to undergo necessary approval procedures in accordance with its current internal regulations and the requirements of pertinent laws, regulations and the listing rules when processing specific transactions under such composite credit facilities.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities pursuant to the Company's requirements or negotiations with the financial institution, subject to the aforesaid cap of USD5.0 billion for the composite credit facilities and within the period considered and approved by the general meeting. The Board of Directors and legal representative of the Company or his authorised signatory are authorised to negotiate with the banks and sign all legal contracts and documents relating to the aforesaid composite credit facilities or transactions under such composite credit facilities.

The resolution shall be valid with effect from the date on which it is considered and approved at the 2021 Annual General Meeting until (1) the approval of the next new credit facilities with the financial institution by the Company's internal competent authorities, or (2) 30 June 2023 (whichever is earlier). Unless otherwise stipulated under laws and regulations or the Articles of Association or owing to business requirements, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or his authorised signatory, is authorised by the Board of Directors to sign, during the effective period of the composite credit facilities granted by the financial institution and to the extent permitted under laws and regulations and the Articles of Association, all legal contracts and documents relating to the composite credit facilities or transactions under the composite credit facilities.

**10. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2022”, with details as follows:**

(1) That the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company's financial report for 2022 and the financial report audit fees be in the amount of RMB8.30 million (including relevant tax expenses but excluding meal expenses) be approved;

(2) That the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2022 and the internal control audit fees be in the amount of RMB1.26 million (including relevant tax expenses but excluding meal expenses) be approved.

**Special Resolutions**

**11. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2022”, with details as follows:**

(1) Subject to the conditions set out below, the Board of Directors be hereby granted an

unconditional and general mandate during the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

II. the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H Shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

III. The Board of Directors will only exercise the above authority in compliance with the Company Law of the People’s Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.

(2) For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

I. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

II. the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting;

(3) Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to the general mandate as stated under paragraph (1) of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters necessary in their

opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the mainland of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and

(4) The Board of Directors be hereby authorised to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph (1) of this resolution.

## **12. Consideration and approval of the “Resolution on 2022 A Share Repurchase Mandate Proposal (effective from the 2021 Annual General Meeting)”.**

The resolution approved at the AGM seeks to give mandate to the Board of Directors of the Company only to deal with matters pertaining to the share repurchase. At present, the Company has yet to formulate a detailed plan for the share repurchase. The Company will confirm whether to proceed with the repurchase based on factors such as conditions in the capital market and volatility and movement in the Company’s share price, among others.

For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement on 2022 A Share Repurchase Mandate Proposal (effective from the 2021 Annual General Meeting)” published by the Company on 30 March 2022.

The Company appointed Computershare Hong Kong Investor Services Limited (the H share registrar of the Company), the witnessing lawyers, two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the AGM.

## **V. LEGAL OPINION BY LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)

2. Name of Lawyers: Huang Wei and Wang Chun

3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the 2021 Annual General Meeting are in compliance with relevant provisions of laws and regulations of the People’s Republic of China, and of the



Articles of Association, and the “Resolutions of the 2021 Annual General Meeting of ZTE Corporation” approved at the AGM were legal and valid.

## **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Document of the 2021 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2021 Annual General Meeting of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2021 Annual General Meeting of ZTE Corporation.

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

Shenzhen, the PRC  
21 April 2022

*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, Gordon Ng, Zhuang Jiansheng.*

## Annex:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the 2021 Annual General Meeting**

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
<b>Ordinary Resolutions (10 resolutions)</b>								
1.00	2021 Annual Report (including 2021 financial report of the Company audited by the Auditor)	Total	1,487,265,391	99.7640%	2,982,381	0.2001%	536,284	0.0360%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	480,593,033	99.2732%	2,982,381	0.6161%	536,284	0.1108%
		Domestic shares (A shares)	1,324,755,483	99.8135%	2,377,181	0.1791%	98,700	0.0074%
		Overseas-listed foreign shares (H shares)	162,509,908	99.3624%	605,200	0.3700%	437,584	0.2675%
2.00	2021 Report of the Board of Directors	Total	1,486,940,891	99.7422%	3,298,881	0.2213%	544,284	0.0365%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	480,268,533	99.2061%	3,298,881	0.6814%	544,284	0.1124%
		Domestic shares (A shares)	1,324,430,983	99.7890%	2,693,681	0.2030%	106,700	0.0080%
		Overseas-listed foreign shares (H shares)	162,509,908	99.3624%	605,200	0.3700%	437,584	0.2675%
3.00	2021 Report of the Supervisory Committee	Total	1,487,097,791	99.7527%	3,132,781	0.2101%	553,484	0.0371%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	480,425,433	99.2386%	3,132,781	0.6471%	553,484	0.1143%
		Domestic shares (A shares)	1,324,587,883	99.8008%	2,527,581	0.1904%	115,900	0.0087%
		Overseas-listed foreign shares (H shares)	162,509,908	99.3624%	605,200	0.3700%	437,584	0.2675%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
4.00	2021 Report of the President	Total	1,487,114,691	99.7539%	3,116,081	0.2090%	553,284	0.0371%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	480,442,333	99.2420%	3,116,081	0.6437%	553,284	0.1143%
		Domestic shares (A shares)	1,324,604,783	99.8021%	2,510,881	0.1892%	115,700	0.0087%
		Overseas-listed foreign shares (H shares)	162,509,908	99.3624%	605,200	0.3700%	437,584	0.2675%
5.00	Final Financial Accounts for 2021	Total	1,487,130,191	99.7549%	2,924,581	0.1962%	729,284	0.0489%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	480,457,833	99.2452%	2,924,581	0.6041%	729,284	0.1506%
		Domestic shares (A shares)	1,324,620,283	99.8033%	2,319,381	0.1748%	291,700	0.0220%
		Overseas-listed foreign shares (H shares)	162,509,908	99.3624%	605,200	0.3700%	437,584	0.2675%
6.00	Proposal of Profit Distribution for 2021	Total	1,488,433,875	99.8424%	2,247,181	0.1507%	103,000	0.0069%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	481,761,517	99.5145%	2,247,181	0.4642%	103,000	0.0213%
		Domestic shares (A shares)	1,324,908,983	99.8250%	2,245,381	0.1692%	77,000	0.0058%
		Overseas-listed foreign shares (H shares)	163,524,892	99.9830%	1,800	0.0011%	26,000	0.0159%
7.00	Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment	Total	1,488,121,475	99.8214%	2,516,281	0.1688%	146,300	0.0098%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	481,449,117	99.4500%	2,516,281	0.5198%	146,300	0.0302%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	<b>Limits for 2022</b>	Domestic shares (A shares)	1,324,596,583	99.8015%	2,514,481	0.1895%	120,300	0.0091%
		Overseas-listed foreign shares (H shares)	163,524,892	99.9830%	1,800	0.0011%	26,000	0.0159%
<b>8.00</b>	<b>Resolution on the Provision of Guarantee Limits for Subsidiaries for 2022</b>	Total	1,375,399,707	92.2602%	115,245,749	7.7305%	138,600	0.0093%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	368,727,349	76.1658%	115,245,749	23.8056%	138,600	0.0286%
		Domestic shares (A shares)	1,301,129,497	98.0334%	25,989,467	1.9582%	112,400	0.0085%
		Overseas-listed foreign shares (H shares)	74,270,210	45.4106%	89,256,282	54.5734%	26,200	0.0160%
<b>9.00</b>	<b>Resolution on the Proposed Application for Composite Credit Facilities for 2022</b>	Total	1,479,265,042	99.2273%	11,036,214	0.7403%	482,800	0.0324%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	472,592,684	97.6206%	11,036,214	2.2797%	482,800	0.0997%
		Domestic shares (A shares)	1,324,448,683	99.7903%	2,325,881	0.1752%	456,800	0.0344%
		Overseas-listed foreign shares (H shares)	154,816,359	94.6584%	8,710,333	5.3257%	26,000	0.0159%
<b>10.00</b>	<b>Resolution on the Appointment of the Auditor for 2022</b>	Total	1,479,999,011	99.2766%	10,657,245	0.7149%	127,800	0.0086%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	473,326,653	97.7722%	10,657,245	2.2014%	127,800	0.0264%
		Domestic shares (A shares)	1,323,778,815	99.7399%	3,350,749	0.2525%	101,800	0.0077%
		Overseas-listed foreign shares (H shares)	156,220,196	95.5167%	7,306,496	4.4674%	26,000	0.0159%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
<b>Special Resolutions (2 resolutions)</b>								
11.00	<b>Resolution of the Company on the Application for General Mandate for 2022</b>	Total	1,295,266,411	86.8849%	176,633,165	11.8483%	18,884,480	1.2667%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	288,594,053	59.6131%	176,633,165	36.4860%	18,884,480	3.9009%
		Domestic shares (A shares)	1,287,720,869	97.0231%	38,707,295	2.9164%	803,200	0.0605%
		Overseas-listed foreign shares (H shares)	7,545,542	4.6135%	137,925,870	84.3312%	18,081,280	11.0553%
12.00	<b>Resolution on 2022 A Share Repurchase Mandate Proposal (effective from the 2021 Annual General Meeting)</b>	Total	1,489,866,988	99.9385%	814,528	0.0546%	102,540	0.0069%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	483,194,630	99.8106%	814,528	0.1683%	102,540	0.0212%
		Domestic shares (A shares)	1,326,631,696	99.9548%	597,368	0.0450%	2,300	0.0002%
		Overseas-listed foreign shares (H shares)	163,235,292	99.8059%	217,160	0.1328%	100,240	0.0613%