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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 Sixteenth 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.

The stipulated length of notice for the Sixteenth Meeting (the "Meeting") of the Eighth Session of the Board of Directors of ZTE Corporation (the "Company") has been waived with the unanimous approval of all Directors. The Company issued the "Notice of the Sixteenth Meeting of the Eighth Session of the Board of Directors of ZTE Corporation" to all Directors of the Company by electronic mail and telephone on 15 April 2020. The Meeting was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 24 April 2020. The Meeting was presided over by Mr. Li Zixue, Chairman. Of the 9 Directors required to attend the Meeting, 8 Directors attended in person and 1 Director appointed proxy to attend on his behalf. (Mr. Yuming Bao, Independent Non-executive Director, was unable to attend the meeting due to personal reasons and has authorized Ms. Cai Manli, Independent Non-executive Director, to vote on his behalf.) 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 approved at the Meeting:

I. Consideration and approval of the "2020 First Quarterly Report of the Company".

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

II. Consideration and approval of the "Resolution on the amendment of the 'Rules for Risk Control and Information Disclosure relating to Derivative Investments'".

The original rule which reads:	Is amended to read:
Rule 1 These Rules have been formulated to regulate the derivative investment activities of ZTE	Rule 1 These Rules have been formulated to regulate the derivative investment activities of ZTE

The original rule which reads:	Is amended to read:
<p>Corporation (the “Company”) and control the risks associated with derivative investments, in accordance with relevant provisions of laws, regulations and regulatory documents including the Securities Law of the People’s Republic of China, Accounting Law of the People’s Republic of China, Administrative Rules Governing Information Disclosure by Listed Companies, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, Working Guide for Information Disclosure by Companies Listed on the Shenzhen Stock Exchange -- No. 8: Derivative Investments, Hong Kong Financial Reporting Standards and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as well as the Articles of Association of ZTE Corporation and ZTE Administrative Rules on Information Disclosure of ZTE Corporation, taking into account the specific conditions of the Company.</p>	<p>Corporation (the “Company”) and control the risks associated with derivative investments, in accordance with relevant provisions of laws, regulations and regulatory documents including the Securities Law of the People’s Republic of China, Accounting Law of the People’s Republic of China, Administrative Rules Governing Information Disclosure by Listed Companies, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, Guide for Standardised Operation of Companies Listed on the Shenzhen Stock Exchange, Hong Kong Financial Reporting Standards and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as well as the Articles of Association of ZTE Corporation and ZTE Administrative Rules on Information Disclosure of ZTE Corporation, taking into account the specific conditions of the Company.</p>
<p>Rule 3 Derivatives in these Rules refer to traded or non-traded products in the exchange markets or over-the-counter markets, which are in substance futures, options, forwards and swaps, or portfolios of such products. The underlying assets of derivatives may include securities, indices, interest rates, exchange rates, currencies, commodities and other subject assets, or a combination of the above. A derivative investment may be settled by way of deliveries of physical assets or net cash settlement. It may take the form of leveraged trade backed by margin payments or guarantees / securities, or it may take the form of credit trade without guarantees or securities.</p>	<p>Rule 3 Derivatives in these Rules refer to products such as forwards, futures, swaps (exchange) and options or financial instruments with a mix of the features of the aforesaid products. The underlying assets of derivatives may be securities, indices, interest rates, exchange rates, currencies, commodities and other subject assets, or a combination of the above.</p>
<p>Rule 17 The Internal Audit Department of the Company shall be responsible for the audit of derivative investments on a quarterly basis and shall conduct performance assessment in respect of derivative investments.</p>	<p>Rule 17 The Internal Audit Department of the Company shall be responsible for the audit of derivative investments on a semi-annual basis and shall conduct performance assessment in respect of derivative investments.</p>
<p>Rule 19 The derivative investment decision-making committee of the Company shall track changes in the public market prices or fair values of the derivative products, assess changes in the risk exposures of invested derivative products in a timely manner, and report to the Audit Committee of the Board of Directors on a regular basis. When the fair-value impairment of an invested derivative product and the change in the value of assets utilised for risk hedging (if any), when aggregated, result in a total or floating loss exceeding RMB500 million, the derivative investment decision-making committee of the Company shall report to the Board of Directors; when such loss reaches a level equivalent to 10% of the latest audited net asset value of the Company, the information disclosure department of the Company shall conduct timely</p>	<p>Rule 19 The derivative investment decision-making committee of the Company shall track changes in the public market prices or fair values of the derivative products, assess changes in the risk exposures of invested derivative products in a timely manner, and report to the Audit Committee of the Board of Directors on a regular basis. The derivative investment decision-making committee of the Company shall report to the Board of Directors and the information disclosure department of the Company shall conduct timely disclosure by way of an interim announcement when the aggregate of the fair-value impairment of traded derivatives and the change in the value of assets utilised for risk hedging (if any) , when aggregated, result in a total or floating loss amounting to 10% of the latest audited net profit</p>

The original rule which reads:	Is amended to read:
disclosures by way of an interim announcement.	attributable to shareholders of the listed company and exceeding RMB10 million in absolute value.

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

The amended “Rules for Risk Control and Information Disclosure relating to Investments in Derivatives” are published as Overseas Regulatory Announcement on the same date as this announcement.

III. Consideration and approval of the “Resolution on the provision of guarantee backed by real estate mortgages for ZICT Technology Co., Ltd (深圳中興網信科技有限公司) by Hunan ZICT Technology Co., Ltd (湖南中興網信科技有限公司)”, the details of which are set out as follows:

1. That the provision of guarantee backed by real estate mortgages with an amount of not more than RMB100 million for ZICT Technology Co., Ltd by Hunan ZICT Technology Co., Ltd for a term commencing on the date on which the “Maximum Mortgage Contract” becomes effective and ending on 3 January 2023, be approved.
2. That the legal representative of Hunan ZICT Technology Co., Ltd or his delegated signatory be authorised to execute relevant legal contracts and documents in accordance with the law.

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

For details, please refer to the “Overseas Regulatory Announcement on the Provision of Guarantee Between Subsidiaries” published on the same date as this announcement.

IV. Consideration and approval of the “Resolution on Adjustments to the Members Enterprises of ZTE Group and Amendments to Relevant Clauses of the ‘ZTE Group Articles of Association’”, the details of which are as follows

1. That the adjustments to the list of member enterprises of ZTE Group^① (Please refer to Attachment 1 for details of adjustments to the list of member enterprises of ZTE Group) be approved;

^① ZTE Group is a union of corporate legal persons formed by ZTE Corporation as the parent company, its subsidiaries, its investee companies and other member enterprises, comprising mainly entities which are parent / subsidiary companies connected primarily through capital and commonly governed by the ZTE Group Articles of Association, the details of which have been set out in the “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Second Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Seventeenth Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-sixth Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Third Meeting of the Seventh Session of the Board of Directors” and “Overseas Regulatory Announcement on the Resolutions of the Sixteenth Meeting of the Seventh Session of the Board of Directors” published on 12 October 2010, 25 April 2012, 26 April 2013, 17 April 2014, 23 April 2015, 28 April 2016 and 17 April 2017, respectively.

2. That the amendment of Article 7 of the ZTE Group Articles of Association in accordance with the law by adjusting the list of member enterprises of ZTE Group be approved;

3. That the amendment of Article 8, Article 13, Article 16, Article 17, Article 19, Article 20, Article 22 of the ZTE Group Articles of Association in accordance with the law, the details of which are set out in the following, be approved:

The original clause which reads:	Is amended to read:
Article 8 A majority-owned subsidiary may add the name or the abbreviated name of the Group to its own name, but shall not enter into economic contracts or engage in operating activities in the name of the Group.	Article 8 The Group members shall not enter into economic contracts or engage in operating activities in the name of the Group.
Article 13 The parent company and its majority-owned subsidiaries shall be members of the Group. Other enterprises which were legally established enterprises and have accepted and complied with the Group Articles of Association and fulfilled basic conditions for business operation, shall become members of the Group upon application in writing with the submission of relevant papers to and approval by the board of directors of the parent company.	Article 13 The board of directors of the parent company shall be responsible for the addition and removal of members to and from the Group. Any legal person entity which has been legally established, fulfilled the qualifications for Group members set out in Article 7 of these Articles of Association, accepted and complied with the Group Articles of Association and met the basic conditions for business operation shall become a member of the Group upon application with the submission of relevant papers to and approval by the board of directors of the parent company with the view that such entity fulfills the conditions and qualifications required for becoming a Group member and is in line with the overall interests of the Group.
Article 16 The Group shall have the right to order and process the removal of Group members who have violated these Articles of Association and compromised the reputation and interests of the Group.	Article 16 The board of directors of the parent company shall have the right to order and process the removal of Group members who have violated these Articles of Association and compromised the reputation and interests of the Group.
Article 17 A Group member shall automatically be removed from the Group in the event of one of the following. I. The disposal of the equity interests in all majority-owned subsidiaries by the parent company; II. Deregistration in accordance with the law; III. Bankruptcy.	Article 17 A Group member shall automatically be removed from the Group in the event of one of the following. I. The disposal of the entire equity interests in a majority-owned subsidiary or an investee company by the parent company; II. Deregistration in accordance with the law; III. Bankruptcy.
Article 19 Upon the termination of the Group, due registration with the registration authorities shall be processed in accordance with the law.	Deleted.
Article 20 These Articles of Association shall come into effect on the date of registration with industrial and commercial administration authorities.	Article 19 These Articles of Association shall come into effect on the date on which they are approved by the board of the directors of the parent company by way of resolution.
Article 22 The Group may amend the Group Articles of Association as it deems necessary and the right of amendment and the right of interpretation in respect of these Articles of Association shall be vested in the board of the	Article 21 The Group may amend the Group Articles of Association as it deems necessary and the right of amendment and the right of interpretation in respect of these Articles of Association shall be vested in the board of the directors of the parent

directors of the parent company. The Articles of Association so amended shall not be in conflict with the laws and regulations. The amended Articles of Association shall be filed with the original registration authorities for the Group.	company. The Articles of Association so amended shall not be in conflict with the laws and regulations.
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Voting results: For: 9; against: 0; and abstained: 0.

V. Consideration and approval of the “Resolution on 2020 Performance Management Measures for the President”.

As President of the Company, Mr. Xu Ziyang, Director, did not take part in the voting in respect of the resolution at the Meeting.

Voting results: For: 8; against: 0; and abstained: 0.

VI. Consideration and approval of the “Resolution on 2020 Performance Management Measures for Other Senior Management Personnel and Principles for Fixing Bonuses for the Chairman of the Board and the Chairman of the Supervisory Committee”.

Mr. Li Zixue, Chairman, did not take part in the voting in respect of the resolution at the Meeting.

As Executive Vice President of the Company, Mr. Gu Junying, Director, did not take part in the voting in respect of the resolution at the Meeting.

Voting results: For: 7; against: 0; and abstained: 0.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
24 April 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.

Attachment 1: Adjustments to Member Enterprises of ZTE Group

(I) List of new member enterprises of ZTE Group

No.	Name of enterprise	No.	Name of enterprise
1	北京中興光泰軟件有限責任公司 Beijing Zhongxing Guangtai Software Company Limited*	14	西安國興智能科技產業園有限公司 Xi'an Guoxing Intelligent Technology Industrial Park Company Limited*
2	廣州金興通汽車銷售有限公司 GuangZhou kingsinton Auto Sales Co.,Ltd. *	15	西安中興物聯網終端有限公司 Xi'an ZTE IoT Terminal Co., Ltd. *
3	黑龍江中興網信科技有限公司 Heilongjiang ZICT Technology Co., Ltd. *	16	宜賓中興網信科技有限公司 Yibin ZICT Technology Co., Ltd. *
4	克拉物聯（衢州）有限公司 CLAA Internet of Things (QuZhou) Co.,Ltd. *	17	英博超算（南京）科技有限公司 Yingbo Super Computing(Nanjing) Technology Co., Ltd. *
5	南京興通未來物業管理有限公司 Nanjing Xingtong Future Realestate Ltd. *	18	中興（溫州）軌道通訊技術有限公司 Zhongxing(Wenzhou)Rail Communication Technical Co.,Ltd. *
6	青島中興網信信息科技有限公司 Qingdao ZICT Technology Co., Ltd. *	19	中興通訊（南京）有限責任公司 ZTE（Nanjing）Co.,Ltd. *
7	深圳金興通汽車銷售有限公司 ShenZhen kingsinton Auto Sales Co.,Ltd. *	20	中興通訊（西安）有限責任公司 ZTE(XI'AN) Co.,Ltd. *
8	深圳市英博智能汽車科技有限公司	21	中興通訊公益基金會 ZTE Charitable Foundation
9	深圳中興智坪科技有限公司 Shenzhen ZTE Zhiping Technology Co., Ltd. *	22	中興網鯤信息科技（上海）有限公司 KunOcean Technologies (Shanghai) Co.,LTD*
10	蘇州洛合鐳信光電科技有限公司 SuZhou LaXense Technology Co., Ltd. *	23	中興網信蘇州科技有限公司 ZICT Suzhou Technology Co., Ltd. *
11	梧州市數字城市開發有限公司 Wuzhou Digital City Development Co., Ltd. *	24	中興眾創（西安）投資管理有限公司 ZTE Innovation Investment Management Co., Ltd. *
12	武漢拜乘順安汽車銷售有限公司 WuHan Bazn Shunan Auto Sales Co.,Ltd. *	25	重慶中萬網盛科技有限公司 Chongqing Zhongwan Wangsheng Technology Co.,Ltd. *
13	武漢中興智慧城市研究院有限公司 Wuhan Zhongxing smart city Research Institute Co., Ltd*		

(II) Renaming of member enterprises of ZTE Group

No.	Original name of enterprise	Now renamed as:
1	北京中興軟創軟件有限公司	北京浩鯨雲軟件有限公司

	Beijing ZTEsoft Software Company Limited*	Beijing Whale Cloud Software Co., Ltd. *
2	大連中興網信科技有限公司 Dalian ZTE ICT Technology Company*	大連網信雲湃科技有限公司 Dalian ZICT Yunpai Technology Co.,Ltd. *
3	廣州中興軟創科技有限公司 Guangzhou ZTEsoft Technology Company Limited*	廣州浩鯨雲科技有限公司 Guangzhou Whale Cloud Technology Co., Ltd. *
4	河南中興智慧產業發展有限公司 Henan Zhongxing Smart Industry Development Company Limited*	河南興遠智慧產業發展有限公司 Henan Xingyuan Smart Industrial Park CO.,Ltd. *
5	南京中興集羣軟件有限公司	南京高達軟件有限公司 Caltta Software Co., Ltd. *
6	南京中興技術軟件有限公司 Nanjing Zhongxing Software Company Limited*	南京市易聯技術軟件有限公司 Nanjing Elink Software Technology Co., Ltd. *
7	南京中興軟創軟件有限公司 Nanjing ZTE Ruanchuang Software Company Limited*	玄雀數據科技（南京）有限公司 XuanQue Datatech (NanJing) Co. Ltd*
8	廈門中興軟創軟件有限公司 Xiamen ZTEsoft Company Limited*	廈門浩鯨雲軟件有限公司 XIAMEN WHALE CLOUD SOFTWARE CO., LTD. *
9	上海中興通訊技術股份有限公司 Shanghai Zhongxing Telecom Equipment Technology & Service Company Limited*	上海中興易聯通訊股份有限公司 Shanghai ZXeLink Co.,Ltd. *
10	深圳市中興高達通信技術有限公司 ZTE Trunking Technology Corp. *	深圳高達通信技術有限公司 Caltta(shenzhen) Technologies Co.,Ltd. *
11	深圳市中興新能源汽車科技有限公司 Shenzhen ZTE New Energy Auto Technology Company Limited*	深圳市中鑫新能源科技有限公司 Shenzhen Zhongxing New Energy Vehicle Technology Co., Ltd. *
12	深圳中興易路通旅行社有限公司 Shenzhen ZTE Yilutong Travel Agency Company Limited*	深圳興路通科技有限公司 Shenzhen Xinglutong Technology Co. Ltd*
13	西安中興軟件有限責任公司 Xi'an Zhongxing Software Company Limited*	西安中興電子科技有限公司 Xi'an Zhongxing Electronic Technology Company Limited*
14	長沙中興軟創軟件有限公司 Changsha ZTEsoft Company Limited*	長沙浩鯨雲軟件有限公司 Changsha Whale Cloud Software Co., Ltd. *
15	中興（銀川）智慧城市研究院（有限公司） Zhongxing (Yinchuan) Smart City Research Institute (Company Limited) *	浩鯨雲（銀川）智慧城市研究院（有限公司） ZTE (Yinchuan) Smart City Academy Limited*
16	中興軟創科技股份有限公司	浩鯨雲計算科技股份有限公司 WHALE CLOUD TECHNOLOGY CO., LTD*

(III) List of member enterprises removed from ZTE Group

No.	Name of enterprise	No.	Name of enterprise
1	北京億科三友科技發展有限公司	15	克拉瑪依中興石油科技有限公司 ZTE Karamay Petroleum Technology Co., Ltd. *
2	北京中興綠能汽車有限責任公司 Beijing ZTE Green Energy Automobile Company Limited*	16	深圳市中興和泰酒店投資管理有限公司 ZTE HOTEL INVESTMENT & MANAGEMENT CO.LTD. *
3	河南中興光伏科技有限責任公司 Henan ZTE Photovoltaic Technology Company Limited*	17	南京中興和泰酒店管理有限公司 ZTE Hotel Nanjing*
4	山東中興通訊科技有限公司 Shandong Telecom Technology Company Limited*	18	上海市和而泰酒店投資管理有限公司 ZTE Hotel Shanghai*
5	上海興新新能源汽車有限公司 Shanghai Xingxin New Energy Automobile Company Limited*	19	西安中興和泰酒店管理有限公司 ZTE Hotel Xi'an*
6	深圳市興聯達科技有限公司 Shenzhen Xrinda Technology Ltd. *	20	深圳市中興供應鏈有限公司 Shenzhen Zhongxing Supply Chain Company Limited*
7	深圳市中興合泰物業管理有限公司 Shenzhen Zhongxing Hetai Property Management Company Limited*	21	蕪湖中興迅捷信息科技有限公司 Wuhu ZTE Xunjie Information Technology Company Limited*
8	深圳市中興九歌信息技術有限公司 Shenzhen ZTE Jiuge Co., Ltd. *	22	山東興濟置業有限公司 Shandong Xingji Properties Co.,Ltd. *
9	長春市中興新能源汽車銷售有限公司 Changchun ZTE New Energy Auto Sales Company Limited*	23	深圳青豆教育科技有限公司 Shenzhen Green Pea Education Technology Company Limited*
10	中興（蘭州）智慧產業有限公司 ZTE (Lanzhou) Smart Industries Company Limited*	24	前海融資租賃股份有限公司 QIANHAI Leasing Co.,Ltd. *
11	中興通訊（杭州）有限責任公司 ZTE (Hangzhou) Company Limited*	25	北京市中保網盾科技有限公司 Beijing Zhongbao Net Shield Technology Company Limited*
12	中興通訊廣州研究院有限公司 ZTE Guangzhou Research Institute Company Limited*	26	中興（淮安）智慧產業有限公司 ZTE (Huai'an) Smart Industries Company Limited*
13	中興通訊集團金融控股（杭州）有限公司 ZTE Group Finance Holdings (Hangzhou) Limited*	27	無錫中興慧通科技有限公司 Wuxi ZTE Huitong Technology Company Limited*
14	中興興雲產業投資管理（杭州）有限公司 ZTE Xingyun Industrial Investment Management (Hangzhou) Company Limited*	28	深圳中興金雲科技有限公司 Shenzhen Zhongxing Jinyun Technology Company Limited*

*For identification purposes only.