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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 Resolution of the Thirteenth 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.*

ZTE Corporation (the “Company”) issued the “Notice of the Thirteenth Meeting of the Eighth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 14 January 2020. The Thirteenth Meeting of the Eighth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Nanjing, Shenyang and other locations by way of video and telephone conference on 17 January 2020. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. 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 passed at the Meeting:**

**I. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of the ‘Property and Equipment and Facilities Lease Framework Agreement’ with Zhongxing Hetai, a connected party”, the details of which are as follows:**

1. That the execution in accordance with the law of the “Property and Equipment and Facilities Lease Framework Agreement” between the Company and Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited (“Zhongxing Hetai”), a connected party, with the annual maximum aggregate amount of continuing connected transactions (before VAT) in connection with the lease of properties and equipment and facilities by the Group to Zhongxing Hetai and its subsidiaries under the agreement for the years 2020-2021 estimated at RMB73.40 million and RMB74.94 million, respectively, be approved; with the view that the terms of the “Property and Equipment and Facilities Lease

Framework Agreement” have been arrived at after arm’s length negotiations between the two parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the caps of the transaction amounts for 2020-2021 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “Property and Equipment and Facilities Lease Framework Agreement” among others, in accordance with the law.

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

Owing to her capacity as director of Zhongxing Hetai, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**II. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of the ‘2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement’ with Huatong, a connected party” , the details of which are as follows:**

1. That the execution in accordance with the law of the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement” between the Company and Huatong Technology Company Limited (“Huatong”), a connected party, with the annual maximum aggregate amount of transactions (before VAT) in connection with the purchase of software outsourcing services from Huatong by the Group during the years 2020-2022 under the framework agreement estimated at RMB86.19 million, RMB91.65 million and RMB98.38 million, respectively, be approved; with the view that the terms of the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement” have been arrived at after arm’s length negotiations between the two parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the caps of the transaction amounts for 2020-2022 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement”, among others, in accordance with the law.

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

Owing to her capacity as director and deputy vice president of Zhongxing Development Company Limited, the parent company of Huatong, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**III. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of the ‘2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement’ with Nanchang Software, a connected party”, the details of which are as follows:**

That the execution in accordance with the law of the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement” between the Company and Zhongxing Software Technology (Nanchang) Company Limited (“Nanchang

Software”), a connected party, with the annual maximum aggregate amount of transactions (before VAT) in connection with the purchase of software outsourcing services from Nanchang Software by the Group during the years 2020-2022 under the framework agreement estimated at RMB52.30 million, RMB58.20 million and RMB66.00 million, respectively, be approved; with the view that the terms of the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement” have been arrived at after arm’s length negotiations between the two parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the caps of the transaction amounts for 2020-2022 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “2020-2022 Annual Framework for the Software Outsourcing Service Cooperation Framework Agreement”, among others, in accordance with the law.

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

Owing to her capacity as director and deputy vice president of Zhongxing Development Company Limited, the parent company of Nanchang Software, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**IV. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘ZTE Channel Cooperation Framework Agreement 2020 – General Distributor’ with 航天歐華, a connected party”, the details of which are as follows:**

1. That the execution in accordance with the law of the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor” between the Company and 航天歐華信息技術有限公司 (former known as “深圳市航天歐華科技發展有限責任公司”, “航天歐華”), a connected party, with the maximum aggregate amount of transactions (before VAT) in connection with the sales of products to 航天歐華 by the Group in 2020 under the framework agreement estimated at RMB800 million, be approved; with the view that the terms of the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor” have been arrived at after arm’s length negotiations between the two parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the cap of the transaction amount for 2020 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor”, among others, in accordance with the law;

3. That the tabling of the resolution at the general meeting for consideration be approved.

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

Owing to his capacity as chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited, the parent company of 航天歐華, Mr. Li Buqing, Director, did

not take part in the voting in respect of this resolution at the Meeting.

For details of the aforesaid resolutions, please refer to the “Overseas Regulatory Announcement on Projected Continuing Connected Transactions under the Rules Governing Listing of Stocks on The Shenzhen Stock Exchange” published on the same date as this announcement.

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

Shenzhen, the PRC  
17 January 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.*