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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 Thirty-second Meeting of the Seventh 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 or material omission in this announcement.*

ZTE Corporation (the “Company”) issued the “Notice of the Thirty-second Meeting of the Seventh Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail and telephone on 29 June 2018. The Thirty-second Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and other places by way of video conference and telephone on 5 July 2018. The Meeting was presided over by Mr. Li Zixue, the Chairman. Of the 8 Directors required to attend the Meeting, 7 Directors attended in person and 1 Director appointed proxy to attend on his behalf. Mr. Gordon Ng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Yuming Bao, 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 (the “Articles of Association”), and was legal and valid.

Reference is made to the “INSIDE INFORMATION ANNOUNCEMENT AND RESUMPTION OF TRADING” published by the Company on 12 June 2018. The Board of Directors of the Company received Resignation Reports submitted to the Board of Directors of the Company by Messrs. Zhao Xianming, Xu Huijun, Pang Shengqing, Xiong Hui and Shao Weilin, respectively, whereby Mr. Zhao Xianming tendered his resignation from the position of the President of the Company, Messrs. Xu Huijun, Pang Shengqing and Xiong Hui tendered their respective resignations from the position of Executive Vice President of the Company and Mr. Shao Weilin tendered his resignation from the position of Executive Vice President and Chief Financial Officer of the Company. Each of the aforesaid persons has confirmed that there has been no disagreement with the Board of Directors of the Company, and that there are no other matters which require to be brought to the attention of the shareholders of the Company.

**The following resolution was considered and passed at the Meeting:**

**I. Consideration and approval of the “Resolution on the Appointment and Removal of Senior Management”, the details of which are as follows:**

1. That the discontinuation of the appointment of Mr. Zhao Xianming as the President of the Company be approved.

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

2. That the discontinuation of the appointment of each of Messrs. Xu Huijun, Zhang Zhenhui, Pang Shengqing, Xiong Hui and Shao Weilin as Executive Vice President of the Company and the discontinuation of the appointment of Mr. Shao Weilin as Chief Financial Officer of the Company be approved.

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

3. That the appointment of Mr. Xu Ziyang as the President of the Company be approved.

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

4. That the appointment of each of Mr. Wang Xiyu, Mr. Gu Junying and Ms. Li Ying as Executive Vice President of the Company and the appointment of Ms. Li Ying concurrently as Chief Financial Officer of the Company, be approved.

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

The term of office of the aforesaid new senior management (please refer to Annex I for brief biographies) shall commence on the date on which the appointments are considered and approved at the Meeting of the Company and end upon the conclusion of the term of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

Messrs. Zhao Xianming, Xu Huijun, Zhang Zhenhui, Pang Shengqing, Xiong Hui and Shao Weilin will not hold positions at the Company.

The Independent Non-executive Directors of the Company have furnished an independent opinion as follows:

The senior management appointed hereby meet the qualifications for appointment as senior management of listed companies stipulated under pertinent laws and regulations, including the Company Law and the Articles of Association. The procedure for the appointment and removal of senior management has been in compliance with relevant provisions of the Company Law and the Articles of Association and the interests of the Company and other shareholders have not been compromised. We concur with the decision on the appointment and removal of senior management of the Company.

As at the date of this announcement, Messrs. Zhao Xianming, Xu Huijun, Zhang Zhenhui, Pang Shengqing and Xiong Hui are interested in 488,636 A shares, 756,851 A shares, 218,400 A shares, 733,682 A shares and 10,000 A shares in the Company, respectively. Following the resignations of Messrs. Zhao Xianming, Xu Huijun, Zhang Zhenhui, Pang Shengqing, Xiong Hui and Shao Weilin, any relevant changes in shareholdings will continue to be governed by

“Regulations Governing the Sell-down of Shares by Shareholders, Directors, Supervisors and Senior Management of Listed Companies”, “Implementation Measures of Shenzhen Stock Exchange on the Sell-down of Shares by Shareholders, Directors, Supervisors and Senior Management of Listed Companies” and other pertinent laws and regulations.

By Order of the Board

**Li Zixue**

*Chairman*

Shenzhen, the PRC

5 July 2018

*As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Li Zixue, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.*

## **Annex I: Brief biographies for the new senior management of the Company**

**Mr. Xu Ziyang (徐子陽)**, born in 1972, graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as programmer, section chief of GSM product line development department of Nanjing Research and Development Center, head of PS development department, deputy general manager of core network, and product general manager of core network of the Company, from 1998 to 2011. From 2011 to 2013, Mr. Xu acted as general manager of MKT fourth branch of the Company in charge of European and United States systems products. From 2014 to 2016, Mr. Xu acted as general manager of ZTE Services Deutschland GmbH, a subsidiary of the Company. Since 2016, Mr. Xu has been acting concurrently as assistant to the President of the Company and product general manager of the CCN core network product line products of wireless operation department of the Company. Mr. Xu has many years of operational and management experience in the telecommunication industry. Mr. Xu has been granted 252,000 A share options as a participant of the 2017 Share Option Incentive Scheme of the Company. Mr. Xu is not connected with the controlling shareholder of the Company, or with other directors, supervisors, and senior management of the Company. Mr. Xu has not been subject to any penalties by China Securities Regulatory Commission ("CSRC") or other authorities or disciplinary sanctions by any stock exchanges. Mr. Xu has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by the CSRC for violation of laws or regulations. Mr. Xu is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association. The remuneration of Mr. Xu shall be considered and determined by the Board of Directors based on the results of his annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

Save as disclosed above, there are no other matters concerning Mr. Xu that need to be brought to the attention of the shareholders of the Company, nor is there any information that is required to be disclosed pursuant to the requirements of Rule 13.51 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Mr. Wang Xiyu (王喜瑜)**, born in 1974, graduated from Northern Jiaotong University (now renamed as "Beijing Jiaotong University") with a bachelor's degree in engineering in 1995 majoring in power traction and transmission control and further obtained a master's degree in engineering from Northern Jiaotong University in 1998 majoring in railway traction electrification and automation. Mr. Wang joined the Company in 1998. From 1998 to 2007, he had served successively as engineering, project manager, head of development division and deputy general manager at the CDMA Department of the Company. From 2008 to 2016, he was head of the wireless structure division and deputy head / head of the wireless research institute at the Wireless Department of the Company. He has been Deputy CTO and Assistant to the President of the Company since 2016; director / general manager of 7 subsidiaries of

the Company including ZTE-Guotong Special Equipment&Technology (Beijing) Co.,Ltd. since 2014; and director of Zhuhai Guoxing Ruike Capital Management Company Limited since 2017. Mr. Wang has many years of operational and management experience in the telecommunication industry. Mr. Wang has been granted 262,400 A share options as a scheme participant of the 2017 Share Option Incentive Scheme of the Company. He is a limited partner of Zhuhai Guoxing Ruike Capital Management Centre (Limited Partnership) (“Guoxing Ruike”), the direct shareholder of Zhongxingxin Telecommunications Company Limited (“Zhongxingxin”) which is in turn the controlling shareholder of the Company, and is also a shareholder and director of Zhuhai Guoxing Ruike Capital Management Company Limited, the general partner of Guoxing Ruike. Mr. Wang is not connected with other directors, supervisors, and senior management of the Company. Mr. Wang has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Wang has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by the CSRC for violation of laws or regulations. Mr. Wang is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Gu Junying (顧軍營)**, born in 1967, Executive Director of the Company. Mr. Gu graduated from the Department of Aerospace Engineering of Shenyang Institute of Aeronautical Industry with a bachelor’s degree in engineering majoring in aircraft manufacturing in 1989 and from Beijing Institute of Technology with a master’s degree in industrial engineering majoring in management engineering in 2002, and currently holds the professional title of researcher. From 1989 to 2003, Mr. Gu served successively as processor, workshop director, division chief, deputy plant manager, and deputy plant manager and deputy party secretary at Factory 211. From 2003 to 2009, Mr. Gu served successively as head of human resources department/head of party committee work department, head of manager department and assistant to general manager of China Aerospace Times Electronics Limited. From June 2008 to December 2008, Mr. Gu also concurrently acted as general manager of Aerospace Times Real Estate Development Limited. Mr. Gu has been serving as assistant to the dean of China Aerospace Electronics Technology Research Institute and concurrently acting as director of China Times Prospect Technology Co., Ltd. since 2009. From 2009 to 2017, Mr. Gu successively acted as general manager of China Times Prospect Technology Co., Ltd., chairman of Beijing Huafeng Test & Control Co., Ltd., chairman of Beijing Aerospace Sed Technology Development Co., Ltd. and vice chairman of Aerospace Electric Group Co., Ltd. Mr. Gu has been acting as vice president of China Aerospace Times Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange), and chairman of Aerospace IoT Technology Co., Ltd. since 2017. Mr. Gu has rich experience in management and operations. Mr. Gu does not hold any shares of the Company. Mr. Gu acts as assistant to the dean of China Aerospace Electronics Technology Research Institute, which is an indirect shareholder of Zhongxingxin, the controlling shareholder of the Company, and he is not connected with other directors, supervisors and senior management of the Company. Mr. Gu has not been subject to any penalties by the CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Gu has not been under any official investigation by the

judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Gu is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Ms. Li Ying (李瑩)**, born in 1978, graduated from Xi'an Jiaotong University with a bachelor's degree in management and a bachelor's degree in engineering in 1999, and from Xi'an Jiaotong University with a master's degree in management majoring in management science and engineering in 2002. Ms. Li joined the Company in 2002 and acted successively as principal of the cost and strategy office, chief of the logistics finance department, chief of the production research finance department, deputy chief of the finance management department and deputy head of the finance management department from 2002 to January 2018. Ms. Li has been acting as head of finance management department since January 2018; supervisor of Shenzhen Zoom Rel Testing Technology Co., Ltd. and Nanjing Xingtong Future Real Estate Co., Ltd. Since 2017 and director of ZTE Group Finance Co., Ltd. since 2018. Ms. Li has many years of experience in finance and operational and management experience in the telecommunication industry. Ms. Li currently holds 1,800 A shares in the Company. Ms. Li has been granted 158,400 A share options as a participant of the 2017 Share Option Incentive Scheme of the Company. Ms. Li is not connected with the controlling shareholder of the Company, or with other directors, supervisors, and senior management of the Company. Ms. Li has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Ms. Li has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by the CSRC for violation of laws or regulations. Ms. Li is not a discredited person subject to enforcement or a discredited party subject to liabilities. Her qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association. The remuneration of Ms. Li shall be considered and determined by the Board of Directors based on the results of her annual performance appraisals conducted by the Remuneration and Evaluation Committee of the Company each year.

Save as disclosed above, there are no other matters concerning Ms. Li that need to be brought to the attention of the shareholders of the Company, nor is there any information that is required to be disclosed pursuant to the requirements of Rule 13.51 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.