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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 on the Election of Directors

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.

The Board of Directors of ZTE Corporation (“ZTE” or the “Company”) received a notice from each of the following Directors: Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo and Mr. He Shiyu, informing their respective plans to resign in the near future from their respective directorships with the Company and positions as members of the specialised committees under the Board of Directors, for reasons of changes in duties in the cases of Mr. Xie Weiliang, Mr. Dong Lianbo and Mr. He Shiyu and owing to retirement in the cases of Mr. Wang Zhanchen and Mr. Zhang Junchao. To prevent the performance of duties by the Board of Directors of the Company from being affected by the simultaneous resignations of several Directors, the aforesaid Directors have consented to continue the performance of their duties as Directors until the election of new Directors at the general meeting of the Company, and to officially submit respective “Resignation Reports” before such election of new Directors at the general meeting of the Company. In view of the intention of the aforesaid Directors to resign as Directors of the Company in the near future, the Company will re-elect five Non-independent Directors. In accordance with pertinent provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Articles of Association of ZTE Corporation (the “Articles of Association”) and the “Working Rules of the Nomination Committee of the Board of Directors of ZTE Corporation,” the Board of Directors of the Company hereby announces basic information on the election of Non-independent Directors, the procedures for the nomination and election of candidates for Non-independent Directors and the qualifications of candidates for appointment as follows:

I. BASIC INFORMATION ON THE ELECTION OF NON-INDEPENDENT DIRECTORS

Five Non-independent Directors will be elected and the new Non-independent Directors will

hold office until the conclusion of the Sixth Session of the Board of Directors of the Company (29 March 2016).

II. NOMINATION OF NON-INDEPENDENT DIRECTORS (PLEASE REFER TO THE APPENDIX FOR THE NOMINATION LETTER FOR NON-INDEPENDENT DIRECTORS)

1. The Nomination Committee of the Board of Directors of the Company (the “Nomination Committee”) and any shareholder who holds shares in the Company as at the date of this announcement may nominate to the Sixth Session of the Board of Directors the candidates for Non-independent Directors.
2. The nomination by a shareholder in accordance with the above provisions shall not affect his right to nominate a candidate for director pursuant to the relevant provisions of Article 143 of the Articles of Association. In the event that the exercise of the aforesaid right by such shareholder constitutes an act of tabling an ex-tempore motion, the shareholder who has exercised such right shall be required to concurrently comply with the relevant provisions of Article 78 of the Articles of Association. If the listing rules of the place where the Company’s shares are listed provide otherwise, such rules shall also be complied with.

III. PROCEDURES OF THE ELECTION

1. The nomination of candidates for Non-independent Directors shall be made, and the relevant documents shall be submitted, to the Nomination Committee in accordance with the procedures prescribed in this announcement within 11 days from the date of this announcement (i.e. before 17 September 2015). The Nomination Committee shall meanwhile identify candidates for Non-independent Directors among staff of the Company and subsidiaries (associated companies) as well as in the human resource market.
2. Upon the expiry of the above nomination period, the Nomination Committee shall convene meeting to review the qualifications of nominated candidates for Non-independent Directors and candidates for Non-independent Directors identified by the Nomination Committee. Qualified list of candidates for Non-independent Directors shall be submitted to the Board of Directors of the Company by the Nomination Committee.
3. The Board of Directors of the Company shall convene a meeting to finalize the list of candidates for Non-independent Directors based on the list submitted by the Nomination Committee and table the said list as a proposal for consideration and approval at the Company’s general meeting by way of ordinary resolution.
4. The candidates for Non-independent Directors shall provide an undertaking in writing to accept the nomination, warrant that the information provided is true and complete and undertake that they will discharge their duties as Directors upon election within a period

of commencing the day immediately following the despatch of the notice of the general meeting appointed for such election and ending no later than seven days before the date of such general meeting.

5. Candidates for Non-independent Directors will be elected Non-independent Directors of the Company upon the approval of the proposal for their election at the general meeting of the Company by way of ordinary resolution. The Company will enter into service contract with elected Non-independent Directors upon their election.

IV. QUALIFICATIONS FOR NON-INDEPENDENT DIRECTORS

In accordance with the provisions of the Company Law and the Articles of Association, candidates for Non-independent Directors of the Company shall be natural persons and shall not be required to hold shares in the Company. The Board of Directors may comprise shareholders' representatives, staff representatives and experts in various professions. A person may not serve as a Director of the Company if he is:

1. a person who does not have or who has limited capacity for civil acts;
2. a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the social economic order, where less than five years have elapsed since the sentence was served or a person who has been deprived of his political rights for committing a crime, where less than five years have elapsed since the sentence was served;
3. a person who is a former director, factory manager or president of a company or enterprise which has been put into liquidation as a result of mismanagement and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the company or enterprise;
4. a person who is a former legal representative of a company or enterprise the business license of which was revoked due to a violation of law and who was personally liable therefore, where less than three years have elapsed since the date of the revocation of the business license;
5. a person who has a relatively large amount of debts due and outstanding;
6. a person who is under criminal investigation or prosecution by judicial organs for violation of criminal law and the case is not yet concluded;
7. a person other than a natural person;
8. a person who is a civil servant of the State or prohibited by the laws and administrative regulations from assuming corporate leadership positions;
9. a person who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed from the date of such conviction;
10. a person who is identified by securities regulatory authorities of China as being

- prohibited from entering into the market and whose prohibition has not been released;
11. a person who has been publicly ascertained by the stock exchange as being not suitable for serving as a director, supervisor or senior management of a listed company; or
 12. a person who has otherwise been prohibited by the laws and regulations or the Articles of Association to serve as a director.

V. MEANS OF CONTACT

Contact person: Xiao Yanli

Contact department: Securities and Investors' Relations Department

Contact phone number: +86 755 26770638

Contact fax number: +86 755 26770286

Contact address: 6/F, Block A, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen

Postal code: 518057

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

6 September 2015

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhanchen, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.

Appendix:

Nomination Letter for Non-independent Directors of the Sixth Session of the Board of Directors of ZTE Corporation

Nominator:

Name of candidate for Non-independent Director:

Age of candidate for Non-independent Director:

Gender of candidate for Non-independent Director:

Qualifications of candidate for Non-independent Director: fulfilled the requirements set out in this announcement (Yes/No)

Contact method of candidate for Non-independent Director: (including telephone, fax and e-mail)

Brief biography of candidate for Non-independent Director: (including educational background, title, detailed working experience)

Other information (if any):

Nominator: _____ (Seal/Signature)

Date: _____

Notes:

1. A person nominating a candidate for Non-independent Director shall provide the following documents to the Nomination Committee of the Board of Directors of the Company:
 - 1) The Nomination Letter for Non-independent Directors (original copy);
 - 2) Copies of identification documents of the candidate for Non-independent Directors (together with the original for inspection);
 - 3) Copies of academic qualifications and certificates of the candidate for Non-independent Directors (together with the original for inspection);
 - 4) Other documents that can prove the candidate's qualifications as required under this announcement.

2. If a person nominating a candidate for Non-independent Director is a shareholder of the Company, such person shall also provide the following documents:
 - 1) for individual shareholders, copies of their identification documents (together with the original for inspection);
 - 2) for legal person shareholders, copies of their business licence (together with the original for inspection);
 - 3) copies of share account card (together with the original for inspection);
 - 4) evidence of shareholding as at the date of this announcement.

3. A person nominating a candidate for Non-independent Director shall make his/her/its nomination of a candidate for Non-independent Director to the Nomination Committee of the Board of Directors of the Company in the following manner:
 - 1) The nomination letter and the relevant documents shall be submitted in person or by post only.
 - 2) In case of delivery in person, the relevant documents must be delivered to the contact person designated by the Company by 4: 00 pm on 17 September 2015.
 - 3) In case of delivery by post, the relevant documents must be delivered by fax to +86 755 2677 0286 by 4:00 pm on 17 September 2015, the receipt of which shall be acknowledged by the contact person designated by the Company, followed by the delivery of the original copy of the Nomination Letter for Non-independent Directors to the address of the contact person designated by the Company by 17 September 2015, the time of receipt of which is subject to that stamped by the Shenzhen local post office.