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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)

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the announcement of ZTE Corporation (the “**Company**”) dated 28 April 2016 (the “**Announcement**”) in relation to, amongst other things, the change of company secretary and the grant of waiver from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with respect to the appointment of Ms. Cao Wei (“**Ms. Cao**”) (who does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules) as a company secretary of the Company (the “**Previous Waiver**”) for a period of three years from the date of her appointment as a company secretary of the Company on the condition that Mr. Feng Jianxiong will provide assistance to Ms. Cao. As stated in the Announcement, the Previous Waiver will be revoked when Mr. Feng Jianxiong ceases to provide assistance to Ms. Cao.

Due to the change of duties at the Company, the Company has informed the Stock Exchange that Mr. Feng Jianxiong will cease to provide assistance to Ms. Cao in her discharge of duties as a company secretary of the Company with effect from 20 June 2017. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Cao as company secretary of the Company (the “**New Waiver**”) for the period commencing from 20 June 2017 to 27 April 2019 (being the end of the three-year period of the Previous Waiver) (the “**New Waiver Period**”).

The conditions of the New Waiver include: (1) during the New Waiver Period, Ms. Cao will be assisted by Mr. Zhang Xiaohu (“**Mr. Zhang**”), who is a member of the Hong Kong Institute of Certified Public Accountants and possesses the qualifications of company secretary under Rule 3.28 of the Listing Rules, and the New Waiver will be revoked immediately if and when Mr. Zhang ceases to provide assistance to Ms. Cao in assisting her

to discharge her duties as a company secretary; and (2) the Company will notify the Stock Exchange at the end of the New Waiver Period for the Stock Exchange to revisit the situation.

By Order of the Board

Yin Yimin

Chairman

Shenzhen, the PRC

20 June 2017

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Zhao Xianming and Wei Zaisheng; six non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang, Zhan Yichao and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.