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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)**

**Overseas Regulatory Announcement  
Report on the Solicitation of Voting Rights  
by the Independent Non-executive Directors**

*This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*

**Important**

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company (《上市公司股權激勵管理辦法》) issued by the China Securities Regulatory Commission (hereinafter the “CSRC”) and pursuant to the appointment by other Independent Non-executive Directors of ZTE Corporation (hereinafter the “Company” or “ZTE”), Independent Non-executive Director Mr. Bingsheng Teng, as the soliciting party, hereby solicit voting rights from all shareholders of the Company in connection with the Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary, Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation” and Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme, to be considered at the 2016 Annual General Meeting, the First A Shareholders’ Class Meeting of 2017 and the First H Shareholders’ Class Meeting of 2017 of the Company to be held on 20 June 2017.

CSRC, the Shenzhen Stock Exchange, The Stock Exchange of Hong Kong Limited and other government departments make no representation as to the truthfulness, accuracy or completeness of this report and take no responsibility for the contents of thereof. Any representation to the contrary is a false statement.

**I. REPRESENTATION FROM THE SOLICITING PARTY**

In accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company and the appointment by other Independent Non-executive Directors of the

Company, I, Bingsheng Teng, as the soliciting party, have prepared and signed this report in connection with the solicitation from shareholders of voting rights in respect of the three aforesaid resolutions at the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017.

The soliciting party represents that this report does not contain any false or misleading statement or material omission and accepts legal responsibility for the truthfulness, accuracy and completeness of its contents. The soliciting party also warrants that it will not take advantage of this solicitation of voting rights to engage in any insider dealing, market manipulation or any other fraudulent act in securities transactions.

The current solicitation of voting rights is being conducted without any consideration. This report is being published in newspapers, journals and websites designated by competent authorities and there is no unauthorised dissemination of information. The current solicitation is conducted solely to fulfill the duties of independent non-executive directors of listed companies. The information contained herein has no false or misleading statements.

The solicitation of voting rights by the soliciting party has been approved by the other Independent Non-executive Directors of the Company. The report has been signed by the soliciting party and the performance of duties as stated herein will not violate or be in conflict with any laws, regulations and clauses of the Articles of Association of ZTE Corporation (hereinafter the "Articles of Association") or internal regulations of the Company.

## **II. CORPORATE INFORMATION AND THE SUBJECT OF SOLICITATION**

### **1. Basic information**

Legal name (in Chinese):	中興通訊股份有限公司
Chinese abbreviation:	中興通訊
Legal name (in English):	ZTE Corporation
English abbreviation:	ZTE
Abbreviated name of stock:	中興通訊 (A shares)/ZTE (H shares)
Stock code:	000063 (A shares)/763 (H shares)
Legal representative:	Yin Yimin (殷一民)
Secretary to the Board/ Company Secretary:	Cao Wei (曹巍)
Securities affairs representative:	Xu Yulong (徐宇龍)
Correspondence address:	No.55, Keji Road South, Shenzhen, Guangdong Province, The Peoples' Republic of China
Telephone:	+86 755 26770282
Facsimile:	+86 755 26770286
E-mail:	IR@zte.com.cn

Registered and office address: ZTE Plaza, Keji Road South, Hi-tech Industrial Park,  
Nanshan District, Shenzhen, Guangdong Province,  
The People's Republic of China  
Postal code: 518057  
Website: <http://www.zte.com.cn>  
Principal place of business in Hong Kong: 36/F, Tower Two, Times Square, 1 Matheson Street,  
Causeway Bay, Hong Kong

## 2. Subject of solicitation

The solicitation of voting rights from ZTE shareholders by the soliciting party in connection with the Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary, Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System ZTE Corporation” and Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme.

### **III. INFORMATION OF THE GENERAL MEETING AND CLASS MEETINGS**

#### 1. For A Shareholders:

Please refer to the Notice of 2016 Annual General Meeting (complete version) and the Notice of the First A Shareholders' Class Meeting of 2017 of ZTE Corporation published by the Company in China Securities Journal, Shanghai Securities News, Securities Times and on <http://www.cninfo.com.cn> on the same date as this Announcement.

#### 2. For H Shareholders:

Please refer to the circular despatched by the Company to the H Shareholders on 10 April 2017 and supplementary circular which will be despatched by the Company to the H Shareholders on 26 April 2017.

### **IV. BASIC INFORMATION OF THE SOLICITING PARTY**

(I) The soliciting party of the current solicitation of voting rights is Mr. Bingsheng Teng, current Independent Non-executive Director of the Company, the basic information of whom is as follows:

Mr. Bingsheng Teng, born 1970, Independent Non-executive Director of the Company. He graduated from the City University of New York with a doctoral degree in strategic studies in 1998. Mr. Teng taught at the School of Business of George Washington University from 1998 to 2006 as assistant professor and associate professor of strategic management and tutor to doctoral candidates at George Washington University (with tenure), and was in charge of the doctoral programme in strategic studies of the school. In 2003, Mr. Teng was conferred the title of Wendell and Louis Crain Research Scholar of the School of Business of George Washington University. He joined Cheung Kong Group School of Business (CKGSB) in late

2006 and has been associate professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. He has been Independent Non-executive Director of the Company since July 2015. He is concurrently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). Mr. Teng has strong academic and professional background as well as proven experience in corporate strategic management.

(II) The soliciting party has not been subject to any punishment as a result of securities transaction activities in violation of laws or involved in any material civil litigation or arbitration relating to economic disputes.

(III) The soliciting party and his primary direct family members have not reached any agreement or arrangement in respect of the Company's shares and there are no interests at stake between him, as an Independent Non-executive Director of the Company, and the Directors, senior management and substantial shareholders of the Company and their respective connected parties, nor does he have any interest in the subject matter of solicitation.

## **V. THE SOLICITING PARTY'S VOTE IN RESPECT OF THE SUBJECT MATTER OF SOLICITATION**

As an Independent Non-executive Director of the Company, the soliciting party voted in favour of the Resolution on the "2017 Share Option Incentive Scheme (Draft) of ZTE Corporation" and its summary, Resolution on the "2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation" and Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme at the Seventeenth Meeting of the Seventh Session of the Board of Directors of the Company held on 24 April 2017.

## **VI. THE SOLICITATION SCHEME**

The soliciting party has prepared a solicitation scheme for the solicitation of voting rights in accordance with the prevailing laws, administrative regulations and regulatory documents of the PRC and the Articles of Association, the details of which are as follows:

(I) Target of solicitation: All ZTE (000063) A Shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Friday, 19 May 2017 at 3: 00 p.m. and all H Shareholders registered on the Company's H share register maintained by Computershare Hong Kong Investor Services Limited on Friday, 19 May 2017 at 4: 30 p.m..

(II) Solicitation Period: Commencing after the record date and ending 24 hours before the

convening of the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017.

(III) Method of solicitation: open solicitation of voting rights by way of announcement in the China Securities Journal, Shanghai Securities News, Securities Times and on the website <http://www.cninfo.com.cn> (巨潮資訊網) and the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>.

(IV) Procedures and steps of solicitation

Step 1: Target of solicitation who decide to appoint the soliciting party as proxy to vote on their behalves should complete the Proxy Form for the Solicitation of Voting Rights by the Independent Non-executive Directors ("The Independent Director's Proxy Form") in the annex to this report (for A Shareholders) or the Independent Director's Proxy Form annexed to the H shareholders' circular (for H Shareholders).

Step 2: The Independent Director's Proxy Form should be signed and returned together with the following documents as required:

**For A Shareholders:**

1. In case of a legal person shareholder, a duplicate copy of its legal person business licence, the original copy of the identity document of its legal representative, the original copy of the Independent Director's Proxy Form and the shareholder's account card should be furnished. The legal representative should sign and the company seal should be affixed on each page of all documents furnished by the legal person shareholders.
2. In case of an individual shareholder, a duplicate copy of his/her identity document, the original copy of the Independent Director's Proxy Form and the shareholder's account card should be furnished;
3. An Independent Director's Proxy Form signed by other persons on behalf of the shareholders should be notarised and the notarisation letter should be furnished together with the original copy of the Independent Director's Proxy Form. Notarisation is not required for Independent Director's Proxy Forms signed by shareholders themselves or legal representatives of legal person shareholders.

**For H Shareholders:**

H Shareholders should complete and sign the Independent Director's Proxy Form in accordance with the instructions set out in the H shareholders' circular and the Independent Director's Proxy Form annexed thereto. An Independent Director's Proxy Form signed by other persons on behalf of the shareholders should be notarised and the notarisation letter

should be furnished together with the original copy of the Independent Director's Proxy Form. Notarisation is not required for Independent Director's Proxy Forms signed by shareholders themselves or legal representatives of legal person shareholders.

Step 3: Shareholders appointing the soliciting party as the proxies to vote on their behalf should deliver Independent Director's Proxy Forms and relevant documents to the address specified in this report within the solicitation period by courier or registered mail or express mail after the relevant documents have been prepared in accordance with Step 2 above; delivery by registered mail or express mail shall be deemed to have been received at the time of delivery at the ZTE Securities Affairs Department.

A Shareholders appointing the soliciting party as the proxies should deliver the Independent Director's Proxy Forms and the relevant documents to the address and addressee specified below:

Address: 6/F, Block A, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, People's Republic of China  
Addressee: Securities Affairs Department, ZTE Corporation  
Postal Code: 518057  
Telephone: +86 755 26770282  
Facsimile: +86 755 26770286

H Shareholders appointing the soliciting party as the proxies should deliver the Independent Director's Proxy Forms and the relevant documents to the address and addressee specified below:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Addressee: Computershare Hong Kong Investor Services Limited  
Telephone: +852 2862 8555  
Facsimile: +852 2865 0990

All documents submitted should be properly sealed and the contact telephone numbers and contact persons of the shareholders appointing the soliciting party as the proxies should be provided. The words of "Proxy Form for the Solicitation of Voting Rights by Independent Non-executive Directors" should be clearly indicated.

(V) Independent Director's Proxy Forms will be confirmed as valid upon full compliance with the following conditions as verified after all the required documents to be furnished by shareholders appointing the soliciting parties as the proxies have been duly delivered:

1. The Independent Director's Proxy Form and the required documents having been

delivered to the designated address in accordance with the solicitation procedures set out in this report;

2. The Independent Director's Proxy Form and the required documents having been submitted within the solicitation period;
3. The Independent Director's Proxy Form having been completed and signed by the shareholders in the form specified in the annex to this report (for A Shareholders) or the Independent Director's Proxy Form annexed to the H shareholders' circular (for H Shareholders) with clear and specific authorisation and the required documents submitted being complete and valid;
4. The Independent Director's Proxy Form and the required documents furnished being consistent with records of the share register.

(VI) Where a shareholder gives duplicate voting instructions to the soliciting party in respect of the matters for which the voting rights are being solicited, the latest Independent Director's Proxy Form signed by the shareholder, or the latest Independent Director's Proxy Form received by the Company if the timing of the signature could not be ascertained, shall be deemed as the valid one.

(VII) The shareholder may attend the meeting in person or by appointing persons other than the soliciting party as his/her proxy notwithstanding the appointment of the soliciting party as his/her proxy to exercise the solicited voting rights.

(VIII) The soliciting party may act in accordance with the following with respect to a valid Independent Director's Proxy Form:

1. The shareholder may expressly revoke in writing his/her previous appointment of the soliciting party as his/her proxy prior to on-site registration of attendance upon the holding of the general meeting, in which case the soliciting party shall treat such proxy invalid;
2. Where a shareholder has appointed persons other than the soliciting party as proxy to exercise the solicited voting right and to be registered for attending the meeting, and where such shareholder expressly revokes in writing his/her appointment of such persons other than the soliciting party prior to on-site registration at the meeting, the appointment of such persons other than the soliciting party as the proxy shall be deemed invalid;
3. Shareholders should specify in the Independent Director's Proxy Form their voting instructions in respect of the matters for which voting rights are being solicited and check either "For", "Against" or "Abstain" as appropriate. In the absence of any instructions,

the soliciting party shall be entitled to vote at his discretion;

4. The same voting right may only be exercised by way of either on-site voting (including voting by Independent Non-executive Directors by proxy under the solicitation of voting rights) or online voting in respect of the same resolution. In case of duplicate voting of the same voting right, the first vote shall prevail. In the event that the timing of the votes cannot be determined and there is inconsistency regarding the same resolution between votes cast by way of other methods and votes in the proxy form for the solicitation of voting rights by Independent Non-executive Directors, the latter shall prevail, provided always that the vote cast in person by a shareholder who attends and votes at the general meeting in person shall prevail.

**Bingsheng Teng**  
*The Soliciting Party*

Shenzhen, the PRC  
24 April 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; five non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.*



**Annex: Independent Director’s Proxy Form for A Shareholders (duplicate copies permitted)**

**Proxy Form for the Solicitation of Voting Rights by  
Independent Non-executive Directors of ZTE Corporation  
For the 2016 Annual General Meeting  
and the First A Shareholders’ Class Meeting of 2017 of ZTE Corporation**

I /We \_\_\_\_\_ confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, have read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors prepared and published by the soliciting party for the current solicitation of voting rights, the Notice of 2016 Annual General Meeting (complete version) and the Notice of the First A Shareholders’ Class Meeting of 2017 of ZTE Corporation and other relevant documents, and I/we have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, prior to registering for the on-site meeting, revoke the appointment of the soliciting party under this Independent Director’s Proxy Form or to amend the contents of this Independent Director’s Proxy Form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

As the appointing party, I/we hereby appoint Mr. Bingsheng Teng, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the 2016 Annual General Meeting and the First A Shareholders’ Class Meeting of 2017 of ZTE Corporation and to exercise the voting rights in respect of matters stipulated in this Independent Director’s Proxy Form in accordance with instructions contained herein.

My/our voting directions in respect of the matters for which voting rights are being solicited are as follows:

<b>Special Resolution</b>	<b>For</b> <sup>Note1</sup>	<b>Against</b> <sup>Note1</sup>	<b>Abstain</b> <sup>Note1</sup>
To consider and approve the Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary			
To consider and approve the Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”			
To consider and approve the Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme			

Note 1: Please indicate with a “√” in the appropriate box under the column marked “For” if you wish to vote in favour of a resolution. Please indicate with a “√” in the appropriate box under the column marked “Against” if you wish to vote against the resolution. Please indicate with a “√” in the appropriate box under the column marked “Abstain” if you wish to abstain from voting in respect of a resolution. In the absence of any instructions, the soliciting party shall be entitled to vote at his discretion.

Note 2: You shall be deemed to have cast your votes in respect of the corresponding resolutions at the 2016

Annual General Meeting and the First A Shareholders' Class Meeting of 2017 in the same manner as you have cast your vote in respect of the resolutions set out above.

Number of shares held by appointer: \_\_\_\_\_ shares

Share account number of appointer (applicable to A Shareholders only): \_\_\_\_\_

Identity card / passport number of appointer (or standardised social credit code / business license number / registration certificate number issued by competent authorities of other places of registration in case of legal person shareholders) (applicable to A Shareholders only): \_\_\_\_\_

Contact telephone number of appointer: \_\_\_\_\_

Appointer (endorsement by signature, company seal to be affixed in case of legal person shareholders): \_\_\_\_\_

Date of signature: \_\_\_\_\_

This proxy shall be valid from the date on which it is signed to the close of the 2016 Annual General Meeting and the First A Shareholders' Class Meeting of 2017.