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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 Seventh 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 and misleading statement or material omission in this announcement.*

ZTE Corporation (the “Company”) issued the “Notice of the Seventh Meeting of the Seventh Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 12 July 2016. The Seventh Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication means on 15 July 2016. The Meeting was presided over by Mr. Zhao Xianming, Chairman. 14 Directors required to attend the Meeting 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.

**“Resolution of ZTE Corporation on the Adjustment of the Exercise Price of Share Options under the Share Option Incentive Scheme Pursuant to the Rules” was considered and approved at the Meeting, the details of which are as follows:**

The exercise price of the share options shall be adjusted to RMB10.97 following the implementation of the 2015 profit distribution plan.

For details, please refer to the “Announcement on the Adjustment of the Exercise Price of Share Options under the Share Option Incentive Scheme Pursuant to the Rules” published by the Company on 15 July 2016.

Mr. Zhao Xianming, Mr. Zhang Jianheng, Directors, as participants of the share option incentive scheme of the Company, have refrained from voting in respect of the matter at the Meeting.

Voting result: For: 12; Against: 0; Abstained: 0.

The Independent Non-executive Directors of the Company and Beijing Jun He Law Offices (Shenzhen Office) have furnished their respective opinions on the matter. For details, please refer to the overseas regulatory announcements published by the Company on 15 July 2016.

By Order of the Board  
**Zhao Xianming**  
*Chairman*

Shenzhen, the PRC  
15 July 2016

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Zhao Xianming, Yin Yimin and Wei Zaisheng; six non-executive directors, Zhang Jianheng, Luan Jubao, Shi Lirong, 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.*