

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2018**

*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.*

**NOTICE IS HEREBY GIVEN** that the Second Extraordinary General Meeting of 2018 (the “EGM”) of ZTE Corporation (the “Company”) will be convened at 9 a.m., on Tuesday, 28 August 2018 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and if thought fit, approve, the following resolution (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 13 July 2018, unless otherwise required by the context):

### **SPECIAL RESOLUTION**

#### **1. Resolution on the amendment of relevant clauses in the Articles of Association and the Rules of Procedure of the Board of Directors Meetings**

(1) That the amendment of relevant clauses of the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

<b>Existing Article</b>	<b>To be amended as</b>
<b>Article 151</b> …… Independent non-executive directors shall account for at least one-third of the Board of Directors, of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company’s interests, in particular, ensuring that the legal interests of public	<b>Article 151</b> …… Independent non-executive directors shall account for at least one-third of the Board of Directors <b>and shall be no less than three</b> , of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company’s interests, in particular, ensuring that the legal interests of public

Existing Article	To be amended as
shareholders are not impaired.	shareholders are not impaired.
<b>Article 159</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors shall account for at least one-third of the Board of Directors. Executive directors shall account for at least one-fifth of the total number of directors on the board.	<b>Article 159</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of <b>seven to</b> fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors shall account for at least one-third of the Board of Directors <b>and shall be no less than three. A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.</b>

(2) That the amendment of relevant clauses of the Rules of Procedure of the Board of Directors Meetings in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
Article 4 A Director of the Company shall be a natural person and shall not be required to hold shares in the Company. Members of the Board of Directors may comprise shareholders' representatives, staff representatives and social experts. Executive directors shall account for at least one-fifth of the total number of directors on the board.	Article 4 A Director of the Company shall be a natural person and shall not be required to hold shares in the Company. Members of the Board of Directors may comprise shareholders' representatives, staff representatives and social experts. <b>A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.</b>

(3) That any Director or the Secretary to the Board of the Company be authorized to process on behalf of the Company the filing, modification and registration (if necessary) procedures and other matters relating to the amendment of the Articles of Association and the Rules of Procedure of the Board of Directors Meetings.

The special resolution shall require the approval of two-thirds of the voting rights held by shareholders attending the EGM in order to be passed. The resolution was considered and approved at the Thirty-third Meeting of the Seventh Session of the Board of Directors held on 12 July 2018 by the Company.

**Notes:**

1. **The Company will close its H share register from Saturday, 28 July 2018 to Monday, 27 August 2018 (both days inclusive)** to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM **shall**

**lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Friday, 27 July 2018.**

2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip of EGM by hand, post or facsimile to the Company's principal place of business in Hong Kong (for H shareholders) on or before Tuesday, 7 August 2018. The principal place of business of the Company in Hong Kong is: 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Facsimile No.: +852-35898555).

3. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

4. A shareholder entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.

5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.

6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board  
**Li Zixue**  
Chairman

Shenzhen, the PRC  
13 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.*