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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 Thirty-third Meeting of the Sixth 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 (“ZTE” or the “Company”) issued the “Notice of the Thirty-third Meeting of the Sixth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 8 November 2015. The Thirty-third Meeting of the Sixth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication means on 11 November 2015. The Meeting was presided over by Mr. Hou Weigui, Chairman. 14 Directors required to vote at the Meeting and duly voted at 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.

**The following resolutions were considered and approved at the Meeting:**

**I. Consideration and approval of the “Resolution of the Company on the Waiver of First Right of Refusal in respect of 10% Equity Interests in Shanghai Zhongxing Telecom Equipment Technologies Company Limited\* (上海中興通訊技術有限責任公司), a Subsidiary of the Company,” the details of which are as follows:**

That the waiver by ZTE of the pre-emptive right in connection with the 10% equity interests in Shanghai Zhongxing Telecom Equipment Technologies Company Limited\* (“Shanghai Zhongxing”) to be transferred by Liu Bobin (劉伯斌) be approved, and Mr. Hou Weigui, Chairman of the Company, or a person authorised by Mr. Hou Weigui in writing be authorised to execute documents pertaining to the aforesaid equity transfer, including but not

limited to resolutions of the general meeting of Shanghai Zhongxing and the statement on the waiver of the pre-emptive right.

Voting results: For: 14; against: 0; and abstained: 0.

For details, please refer to the “Announcement on Waiver of Rights” published by the Company on 11 November 2015.

**II. Consideration and approval of the “Resolution of the Company on the Proposed Application for Quotation on the National Equities Exchange and Quotations by Shanghai Zhongxing Telecom Equipment Technologies Company Limited, a Subsidiary of the Company,” the details of which are as follows:**

1. That the general restructuring of Shanghai Zhongxing and application for quotation on the National Equities Exchange and Quotations (“NEEQ”) by Shanghai Zhongxing be approved;
2. That the management of ZTE be authorised to submit consultation or related applications to The Stock Exchange of Hong Kong Limited in connection with the proposed quotation of Shanghai Zhongxing on NEEQ, and to answer or provide relevant documents or explanations in response to the feedback or requests of The Stock Exchange of Hong Kong Limited;
3. That Mr. Hou Weigui or a person authorised by Mr. Hou Weigui in writing be authorised to deal with or execute documents required to be executed by ZTE in connection with the quotation of Shanghai Zhongxing on NEEQ.

Voting results: For: 14; against: 0; and abstained: 0.

For details, please refer to the “Voluntary Announcement – Potential Quotation of Shanghai Zhongxing on the National Equities Exchange and Quotations” published by the Company on 11 November 2015.

**III. Consideration and approval of the “Resolution of ZTE Corporation on the Termination of the Preliminary A-Share Repurchase Plan for an Amount Not Exceeding RMB1 Billion.”**

Voting results: For: 14; against: 0; and abstained: 0.

For details, please refer to the “Announcement on the Termination of the Preliminary A-Share Repurchase Plan” published by the Company on 11 November 2015.

By Order of the Board  
**Hou Weigui**  
Chairman

Shenzhen, the PRC  
11 November 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.*

*\* For identification purposes only*