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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
Announcement on Reply (Revised Draft) to the Feedback on Application Materials
for the Approval of Non-public Issuance of A Shares**

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.

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.

ZTE Corporation (the “Company”) published the Overseas Regulatory Announcement Announcement on the Receipt of “Notice Regarding the China Securities Regulatory Commission’s First Feedback on the Review of Administrative Permission Items” and the Overseas Regulatory Announcement Announcement on Extension of Deadline for Reply to the “Notice Regarding the China Securities Regulatory Commission’s First Feedback on the Review of Administrative Permission Items” on 29 October 2018 and 19 November 2018 respectively. Upon receipt of the “Notice Regarding the China Securities Regulatory Commission’s First Feedback on the Review of Administrative Permission Items” (No. 180390) (《中國證監會行政許可項目審查一次反饋意見通知書》(180390 號)) (the “Notice”), the Company has conducted studies and deliberations in respect of issues raised in the Notice in consultation with relevant intermediaries, and has furnished replies to the relevant questions on an item-by-item basis. Please refer to the Overseas Regulatory Announcement Reply to the Feedback on the Application Materials for the Approval of Non-public Issuance of A Shares by ZTE Corporation (《中興通訊股份有限公司關於非公開發行 A 股股票申請文件的反饋意見回復》) (hereinafter referred to as “Reply to Feedback”) published on 23 January 2019. The Company has submitted the reply to the feedback and related materials to the China Securities Regulatory Commission (“CSRC”) within 2 working days following the disclosure of the aforesaid document.

As required by CSRC following its examination, the Company has worked with relevant intermediaries to amend and revise the “Reply to Feedback”. For details, please refer to the Overseas Regulatory Announcement Reply (Revised Draft) to the Feedback on Application Materials for the Approval of Non-public Issuance of A Shares by ZTE Corporation (《中興通訊股份有限公司關於非公開發行 A 股股票申請文件的反饋意見回復（修訂稿）》) published on the same date as this announcement.

The non-public issuance of A shares by the Company remains subject to the approval of CSRC. The Company will make timely announcements in fulfillment of its obligations to disclose information based on the progress of CSRC’s approval of the matter. In the meantime, investors are reminded to beware of investment risks.

By Order of the Board

Li Zixue

Chairman

Shenzhen, the PRC

25 February 2019

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.