

*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)**

**Overseas Regulatory Announcement  
Announcement Resolutions of the Sixteenth Meeting  
of the Seventh Session of the Board of 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.*

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

ZTE Corporation (the "Company") issued the "Notice of the Sixteenth 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 31 March 2017. The Sixteenth Meeting of the Seventh Session of the Board of Directors of the Company (the "Meeting") was convened at the Shenzhen headquarters of the Company, Beijing and Xi'an by way of video conference on 17 April 2017. The Meeting was presided over by Mr. Yin Yimin, Chairman. Of the 13 Directors required to attend the Meeting, 10 Directors attended in person and 3 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorised in writing Mr. Tian Dongfang, Director, to vote on his behalf. Mr. Wang Yawen, Director, was unable to attend the Meeting due to work reasons and has authorised in writing Mr. Tian Dongfang, Director, to vote on his behalf. Mr. Zhan Yichao, Director, was unable to attend the Meeting due to work reasons and has authorised in writing Mr. Luan Jubao, Vice Chairman, to vote on his behalf. 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 "2017 First Quarterly Report of the Company."**

Voting results: For: 13; against: 0; and abstained: 0.

**II. Consideration and approval of the “Resolution of the Company on the adjustment of member enterprises of ZTE Group,” the details of which are as follows:**

1. That the adjustment of the list of member enterprises of ZTE Group<sup>1</sup> (Please refer to the Attachment I for details of the adjustment of the list of member enterprises of ZTE Group) be approved;
2. That the amendment of Paragraph 2 under Article 7 of ZTE Group Articles of Association by adjusting the list of member enterprises of ZTE Group be approved;
3. That the authorisation of the legal representative of the Company or personnel delegated by the legal representative to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

Voting results: For: 13; against: 0; and abstained: 0.

**III. Consideration and approval of the “Resolution on the Proposed Capital Contribution to and Subscription for Zhonghe Qiushi Fund”, the details of which are as follows:**

1. That the capital contribution of RMB20 million by ZTE Capital as general partner to subscribe for Zhonghe Qiushi Fund and RMB1,280 million by the Company as limited partner to subscribe for Zhonghe Qiushi Fund be approved;
2. That the legal representative of the Company or his delegated signatory be authorized to execute relevant legal contracts and documents in relation to the Company’s subscription for Zhonghe Qiushi Fund.

Voting results: For: 13; against: 0; abstained: 0.

For details please refer to the “Overseas Regulatory Announcement Announcement on the

---

<sup>1</sup> ZTE Group refers to the Company and certain of its domestic subsidiaries, associates and joint ventures, being legally established enterprises which have adopted the standard form of ZTE Group Articles of Association and fulfilled basic conditions for business operation and which have applied to and been approved by the Board of the Company to become a member of the ZTE Group, the details of which have been set out in the “Announcement of Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors”, “Announcement of Resolutions of the Second Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Seventeenth Meeting of the Sixth Session of the Board of Directors”, “Announcement of Resolutions of the Twenty-sixth Meeting of the Sixth Session of the Board of Directors” and “Announcement of Resolutions of the Third Meeting of the Seventh Session of the Board of Directors” published on 12 October 2010, 25 April 2012, 26 April 2013, 17 April 2014, 23 April 2015 and on 28 April 2016, respectively.

Subscription for Zhonghe Qiushi Fund” published on the same date as this announcement.

By Order of the Board

**Yin Yimin**

*Chairman*

Shenzhen, the PRC

17 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.*

## Attachment I: The Adjustment of Member Enterprises of ZTE Group

### (I) List of new member enterprises of ZTE Group

- 1.長沙中興軟件有限責任公司  
(Changsha Zhongxing Software Company Limited\*)
- 2.淮安中興軟件技術有限公司  
(Huai'an Zhongxing Software Technology Company Limited\*)
- 3.中興通訊廣州研究院有限公司  
(ZTE Guangzhou Research Institute Company Limited\*)
- 4.中興通訊集團金融控股（杭州）有限公司  
(ZTE Group Finance Holdings (Hangzhou) Limited \*)
- 5.中興興雲產業投資管理（杭州）有限公司  
(ZTE Xingyun Industrial Investment Management (Hangzhou) Company Limited\*)
- 6.深圳市恒電新能源科技有限責任公司  
(Shenzhen Hengdian New Energy Technology Company Limited\*)
- 7.中興高能技術有限責任公司  
(ZTE Gaoneng Technology Company Limited\*)
- 8.安徽皖興通信息技術有限公司  
(Anhui Wanxing Information Technology Company Limited\*)
- 9.佛山中興網信科技有限公司  
(Foshan ZTE ICT Company Limited\*)
- 10.西安克瑞斯半導體技術有限公司  
(Xi'an Cruise Semiconductor Technology Company Limited\*)
- 11.中興飛流信息科技有限公司
- 12.中興光電子技術有限公司
- 13.浙江中興網信科技有限公司  
(Zhejiang ZTE ICT Company Limited\*)
- 14.深圳市中興高遠通信技術有限公司  
(Shenzhen ZTE Gaoda Communications Technology Company Limited\*)
- 15.中興智能汽車有限公司  
(ZTE Smart Auto Company Limited\*)
- 16.中興克拉科技（蘇州）有限公司  
(ZTE Kela Technology (Suzhou) Company Limited\*)

### (II) Renaming of member enterprises of ZTE Group

Formerly known as:	Renamed as:
南京中興軟創科技股份有限公司 (Nanjing ZTEsoft Technology Company Limited*)	中興軟創科技股份有限公司 (ZTEsoft Technology Company Limited*)
中興網信秦皇島科技有限公司 (ZTE ICT Qinhuangdao Technology Company Limited*)	河北中興網信軟件科技有限公司 (Hebei ZTE ICT Technology Company Limited*)

### (III) List of member enterprises removed from ZTE Group

- 1.中興智慧城市產業（太倉）有限公司  
(ZTE Smart City Industry (Taicang) Company Limited\*)
- 2.深圳市中興物聯科技有限公司

(Shenzhen ZTE We Link Technology Company Limited\*)

3.南京中興群力信息科技有限公司

4.上海中興群力信息科技有限公司

5.天津中興軟件有限責任公司

(Tianjin Zhongxing Software Company Limited\*)

6.深圳市訊聯智付網絡有限公司

7.天津中興智聯科技有限公司

8.深圳微品致遠信息科技有限公司

(Shenzhen Weipin Zhiyuan Information Technology Company Limited\*)

9.無錫中興慧通科技有限公司

(Wuxi Zhongxing Huitong Technology Company Limited\*)

*\* For identification purposes only.*