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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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

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 First Extraordinary General Meeting of 2020 (the “**EGM**”) of ZTE Corporation (the “**Company**”) will be convened at 3:30 p.m., on Wednesday, 30 September 2020 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 resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 15 September 2020, unless otherwise required by the context):

Ordinary Resolutions

1. Resolution on the Acquisition of 24% Equity Interests in ZTE Microelectronics by Renxing Technology and the Waiver of Preemptive Subscription Rights by the Company

(1) That the acquisition of 24% equity interests in ZTE Microelectronics Technology Company Limited (“ZTE Microelectronics”) (held by National Integrated Circuit Industry Investment Fund Corporation) by Shenzhen Renxing Technology Company Limited (“Rexing Technology”) pursuant to the terms of the “Share Transfer Agreement” be approved;

(2) That the legal representative of the Company or his delegated signatory be authorised to sign the “Share Transfer Agreement” and other documents relating to the acquisition”, and to perform such other duties as may be required for the implementation of the acquisition document and completion;

(3) That the waiver of preemptive subscription rights for equity interests in ZTE Microelectronics by the Company and its subsidiary partnership enterprise Shenzhen

Sai Jia Xun Investment Development Enterprise (Limited Partnership), as shareholders of ZTE Microelectronics, to facilitate the Acquisition be approved.

2. Resolution on the Signing of the “Cooperation Agreement” with Hengjian Xinxin and Huitong Rongxin

(1) That approval be granted to the Company and Renxing Technology, a wholly-owned subsidiary, to enter into cooperation with Guangdong Hengjian Xinxin Investment Partnership Enterprise (Limited Partnership) (“Hengjian Xinxin”) and Shenzhen Huitong Rongxin Investment Co., Ltd (“Huitong Rongxin”) pursuant to terms agreed under the “Cooperation Agreement” and other documents relating to the cooperation;

(2) That the legal representative of the Company or his delegated signatory be authorised to sign the “Cooperation Agreement” and other documents relating to the cooperation, and to perform such other duties as may be required for the implementation of the cooperation document and completion, including the negotiation and execution of relating transaction documents in future with Hengjian Xinxin and Huitong Rongxin under the framework of the “Cooperation Agreement”.

Resolution No. 1 and No. 2 are ordinary resolutions which shall require the approval of one-second of the voting rights held by shareholders attending the Meeting in order to be passed. The resolutions have been considered and approved at the Twenty-third Meeting of the Eighth Session of the Board of Directors of the Company held on 10 September 2020. For the details of the aforesaid resolutions, please refer to the relevant announcements published on by the Company on 10 September 2020.

Notes:

1. **The Company will close its H share register from Friday, 25 September 2020 to Wednesday, 30 September 2020 (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., Thursday, 24 September 2020.**

2. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorization documents (if any) of the signatory or notarized copies of such power of attorney or authorization 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.

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

4. 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.

5. 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

15 September 2020

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, Gordon Ng, Zhuang Jiansheng.