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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 on Resolutions of The Second Extraordinary General Meeting of 2013

The Company and the Directors, supervisors and members of the senior management confirm that all the information contained in this announcement is true, accurate and complete and that there is no false or misleading statement or material omission in this announcement.

The Second Extraordinary General Meeting of 2013 (the "EGM") of ZTE Corporation (the "Company") was held by way of a combination of on-site voting, online voting and authorising Independent Non-executive Directors to vote on 28 June 2013. Details in respect of the resolutions and voting results of the EGM are as follows:

I. IMPORTANT NOTICE

Additional resolution proposed: On 13 June 2013, the Board of Directors of the Company received an ex tempore motion (being the "Resolution on the election of Independent Non-executive Director") from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motion for consideration at the EGM. The Board of Directors of the Company issued a "Supplementary Notice of The Second Extraordinary General Meeting of 2013" on 13 June 2013.

II. INFORMATION REGARDING THE CONVENING OF THE EGM

1. Date and time

- 1) The EGM will commence at 9:00 a.m. on Friday, 28 June 2013.
- 2) Domestic shareholders can vote on-line during the following time slots from 27 June 2013 to 28 June 2013:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 28 June 2013; online voting on the internet voting system (<http://>

//wltp.cninfo.com.cn): any time during the period from 15:00 on 27 June 2013 to 15:00 on 28 June 2013.

2. Venue

The EGM was held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

3. Voting method

1) Domestic shareholders may vote by:

- on-site voting, including attending in person or authorizing others to attend and vote by completing and returning the relevant proxy form;
- authorising Independent Non-executive Directors to vote on all the resolutions at the EGM; or
- online voting available through the trading system of the Shenzhen Stock Exchange and the internet voting system to domestic shareholders.

2) H shareholders may vote by:

- on-site voting, including attending in person or authorizing others to attend and vote by completing and returning the relevant proxy form; or
- authorising Independent Non-executive Directors to vote on all the resolutions at the EGM.

4. Convener

The EGM was convened by the Board of Directors of the Company.

5. Chairman of the EGM

Mr. Hou Weigui, the Chairman of the Board of Directors, was unable to attend and preside over the EGM due to work reasons, therefore the EGM shall be convened and chaired by Mr. Xie Weiliang, the Vice Chairman, upon nomination by half or more of the number of the Directors, according to Article 97 of the Articles of Association of ZTE Corporation ("the Articles of Association").

6. The convening of the EGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China ("the Company law"), the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the Articles of Association, and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE EGM

The overall attendance is as follows:

On the date of the EGM, the Company's total issued shares is 3,440,078,020 shares, with domestic shares (A shares) of 2,810,492,575 shares and overseas-listed foreign shares (H shares) of 629,585,445 shares.

52 shareholders (including proxies), holding 1,500,066,868 shares, accounting for 43.61% of the total number of shares carrying voting rights at the EGM of the Company. None of the shares entitled the shareholders to attend the EGM and abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules and no shareholders were required to abstain from voting at the EGM according to the Hong Kong Listing Rules.

Of which:

(1) Attendance of holders of domestic shares (A shares)

51 holders (including proxies) of A shares, holding 1,271,282,231 shares, accounting for 45.23% of the total A shares carrying voting rights of the Company.

Of which: 27 holders (including proxies) of A shares, holding 1,235,557,981 shares, accounting for 43.96% of the total A shares carrying voting rights of the Company, attended the on-site meeting; and 24 holders of A shares, holding 35,724,250 shares, accounting for 1.27% of the total A shares carrying voting rights of the Company, voted by way of online voting.

(2) Attendance of holders of overseas-listed foreign shares (H shares)

1 holder (including proxies) of H shares, holding 228,784,637 shares, accounting for 36.34% of the total H shares carrying voting rights of the Company.

And certain Directors, Supervisors, senior management of the Company and the Company's PRC lawyers attended the EGM.

IV. CONSIDERATION AND VOTING OF RESOLUTIONS

The following resolutions were considered and passed by voting by open ballot at the EGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM, all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the EGM, for details of the voting results please refer to the Annex: ZTE Corporation Statistics of Voting Results in respect of Resolutions Proposed at the Second Extraordinary General Meeting of 2013):

Special Resolutions

(I) To consider and approve the "Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking", with details as follows:

- 1) that the repurchase and cancellation by the Company of a total of 2,536,742 restricted shares granted to Scheme Participants by the Company and remaining in lock-up at the cost paid by Scheme Participants for the subscription of Subject Shares according to "Phase I of the Share Incentive Scheme (Version Dated 5 February 2007)" be approved;

- 2) that the reduction of capital by the Company to reflect the repurchase and cancellation of restricted shares be approved;
- 3) that the authorisation of Mr. Hou Weigui, Chairman of the Company, or other persons delegated by Mr. Hou Weigui in writing to deal with practical matters pertaining to the repurchase and cancellation of restricted shares, including but not limited to the execution and handling of relevant documents and procedures.

(II) To consider and approve the “Resolution on the Amendment of Relevant Clauses of the Articles of Association”, with details as follows:

That the proposed amendments to the Articles of Association be approved and any Director or the Secretary to the Board of Directors of the Company be authorised to deal, on behalf of the Company, with the formalities relating to the filing, amendment and registration (where necessary) pertaining to the amendment of the Articles of Association and other pertinent matters. Details of the amendments are as follows:

1) Article 24

The original article which reads: Subsequent to its establishment, the Company issued 3,440,078,020 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.3% of the total number of ordinary shares issuable by the Company; and 2,810,492,575 Domestic Shares, accounting for 81.7% of the total number of ordinary shares issuable by the Company.

Is amended to read: Subsequent to its establishment, the Company issued 3,437,541,278 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.31% of the total number of ordinary shares issuable by the Company; and 2,807,955,833 Domestic Shares, accounting for 81.69% of the total number of ordinary shares issuable by the Company.

2) Article 27

The original article which reads: The registered capital of the Company shall be RMB3,440,078,020.

Is amended to read: The registered capital of the Company shall be RMB3,437,541,278.

The Articles of Association of ZTE Corporation, as amended with the approval of the EGM, will be posted on the respective websites of The Stock Exchange of Hong Kong Limited and the Company following the completion of the repurchase and cancellation of restricted shares not qualified for unlocking and the completion of changes in the registration with industrial and commercial administration authorities.

Ordinary Resolution

(III) To consider and approve the “Resolution on the election of Independent Non-executive Director”.

That the election of Mr. Richard Xike Zhang (張曦軻) as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company, for a term commencing on 30 June 2013 and

expiring upon the conclusion of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016) be approved.

Please refer to the Supplementary Notice of The Second Extraordinary General Meeting of 2013 published and delivered by the Company on 13 June 2013 for the biography of the aforesaid Independent Non-executive Director. In accordance with the resolution considered and approved at the 2009 Annual General Meeting, the Independent Non-executive Directors' allowances paid by the Company is RMB130,000, including income tax with is withhold by the Company.

The Company appointed the witnessing lawyer, two shareholder representatives and two supervisor representatives to act as scrutineers for vote taking at the EGM.

V. LEGAL OPINION OF LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Attorneys: Yuan Jiani and Zhang Yuqing
3. Conclusive opinion:

In the view of Beijing Jun He Law Offices (Shenzhen Office), matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the EGM complied with the relevant provisions of the laws, regulations and rules including the Company Law and the Rules for General Meetings of Listed Companies as well as the Articles of Association and the "Resolutions of The Second Extraordinary General Meeting of 2013 of ZTE Corporation" passed at the EGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Documents of the Second Extraordinary General Meeting of 2013 of ZTE Corporation;
2. Resolutions of the Second Extraordinary General Meeting of 2013 of ZTE Corporation;
3. Legal Opinion furnished by Beijing Jun He Law Offices (Shenzhen Office) in respect of the Second Extraordinary General Meeting of 2013 of ZTE Corporation.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, PRC
28 June 2013

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 Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.

Annex:

ZTE Corporation

Statistics of Voting Results in respect of Resolutions Proposed at the Second Extraordinary General Meeting of 2013

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Special Resolutions (2 resolutions)								
1	Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking	Total:	1,495,370,582	99.6869%	78,271	0.0052%	4,618,015	0.3079%
		Domestic shares (A shares)	1,266,585,945	99.6306%	78,271	0.0062%	4,618,015	0.3633%
		Overseas-listed foreign shares (H shares)	228,784,637	100%	0	0%	0	0%
2	Resolution on the Amendment of Relevant Clauses of the Articles of Association	Total:	1,495,363,882	99.6865%	78,271	0.0052%	4,624,715	0.3083%
		Domestic shares (A shares)	1,266,579,245	99.6301%	78,271	0.0062%	4,624,715	0.3638%
		Overseas-listed foreign shares (H shares)	228,784,637	100%	0	0%	0	0%
Ordinary Resolution (1 resolution, being an ex tempore motion)								
3	Resolution on the Election of Independent Non-executive Director	Total:	1,495,166,969	99.6793%	158,444	0.0106%	4,651,615	0.3101%
		Domestic shares (A shares)	1,266,545,345	99.6274%	85,271	0.0067%	4,651,615	0.3659%
		Overseas-listed foreign shares (H shares)	228,621,624	99.9680%	73,173	0.0320%	0	0%