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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 of Resolutions of the Twenty-first 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 or misleading statement or material omission in this announcement.*

ZTE Corporation (the "Company") issued the "Notice of the Twenty-first Meeting of the Sixth Session of the Board of Directors of the Company" to all the Directors of the Company by electronic mail and telephone on 19 September 2014. The Twenty-first 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 23 September 2014. The Meeting was presided over by Mr. Hou Weigui, Chairman. All of the 14 Directors required to vote at the Meeting duly participated in the voting. 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 resolution was considered and approved at the meeting:**

**Consideration and approval of the "Resolution on the Provision of Performance Guarantee for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary" and approval of submission of the said resolution to the general meeting of the Company for consideration. Details of the resolution are as follows:**

1. That the provision of joint liability guarantee by the Company for ZTE (MALAYSIA) CORPORATION SDN BHD ("ZTE Malaysia") in respect of the performance obligations

under the “CONTRACT FOR THE DELIVERY, SUPPLY, INSTALLATION, TESTING AND COMMISSIONING OF EQUIPMENT AND SOFTWARE AND PROVISION OF SERVICES FOR U MOBILE’S 3G/LTE SYSTEM CONTRACT” (the “UM Wireless Capacity Expansion Contract”) for an amount of not more than USD20 million, for a term commencing on the date on which the “UM Wireless Capacity Expansion Contract” comes into effect upon execution and ending on the date on which performance of the obligations of ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” is completed, be approved.

2. That the application by the Company to the relevant bank for the issuance of a bank letter of guarantee to provide guarantee for a maximum amount of USD2 million, on an accumulative basis, in respect of the performance obligations by ZTE Malaysia under the “UM Wireless Capacity Expansion Contract,” for an effective term of not more than three years from the date on which the bank letter of guarantee comes into effect upon issuance, be approved.

3. That Mr. Hou Weigui, legal representative of the Company, or the signatory authorised by Mr. Hou Weigui be authorised to execute all pertinent legal contracts and documents.

Voting result: For: 14; against: 0; abstained: 0.

For details of general information on the aforesaid provision of performance guarantee for ZTE Malaysia and the independent opinion furnished by the Independent Non-executive Directors, namely Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Richard Xike Zhang, in respect of the said guarantee, please refer to the “Announcement on Third-party Guarantee” published on the same date as this announcement.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

23 September 2014

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyou; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhanchen, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Richard Xike Zhang.*