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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**

### **Resolutions of the Fourth 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 Fourth Meeting of the Sixth Session of the Board of Directors (the "Board") of the Company" to all the Directors of the Company by electronic mail and telephone on 7 June 2013. The Fourth 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 13 June 2013. Of the 14 Directors required to vote at the Meeting, 14 Directors duly participated in the voting. 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 "Resolution on the Election of Independent Non-executive Director" was considered and approved at the Meeting, the details of which are as follows**

1. The Sixth Session of the Board of Directors of the Company hereby nominates Mr. Richard Xike Zhang (張曦軒) as the candidate for 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 term of the Sixth Session of the Board of

Directors of the Company (namely 29 March 2016).

2. The Sixth Session of the Board of Directors of the Company hereby approves the proposal of the candidate for Independent Non-executive Director of the Company for consideration by the Company's general meeting.

Voting results: For: 14; Against: 0; Abstained: 0.

(Please refer to Annex for a brief biography of the aforesaid candidate for Independent Non-executive Director.)

The Company will submit the information on the aforesaid candidate for Independent Non-executive Director to the Shenzhen Stock Exchange and then tabled at the general meeting for consideration and voting if such information is approved by the Shenzhen Stock Exchange without dissent.

Having conducted a stringent process of examination in respect of the candidate for Independent Non-executive Director and considered and approved after due deliberation the "Resolution on the Nomination of Candidate for Independent Non-executive Director" prior to the Meeting, the Nomination Committee of the Sixth Session of the Board of Directors of the Company has recommended the Sixth Session of the Board of Directors of the Company to nominate Mr. Richard Xike Zhang (張曦軻) as the candidate for Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company, and has approved the submission of such recommendation to the Meeting for consideration.

At the Meeting, Independent Non-executive Directors of the Company, namely, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert, furnished an independent opinion on the "Resolution on the Nomination of Candidate for Independent Non-executive Director" as follows:

The Nomination Committee of the Sixth Session of the Board of Directors has completed the qualifications vetting process in respect of the recommended candidate for Independent Non-executive Director and has submitted a recommendation on the candidate for Independent Non-executive Director to the Board of Directors for consideration and approval. The entire process has been in compliance with the provisions of pertinent laws and regulations. The nomination procedures and qualifications for appointment in respect of the candidate for Independent Non-executive Director have been in compliance with provisions of pertinent laws and regulations and the Articles of Association of ZTE Corporation.

By Order of the Board  
**Hou Weigui**  
*Chairman*

Shenzhen, the PRC  
13 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 Zhanchen, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*

### **Annex: A brief biography of the candidate for Independent Non-executive Director**

**Mr. Richard Xike Zhang (張曦軻)**, born in 1970, graduated from J. L. Kellogg School of Management at Northwestern University in the United States in 1993 with a master's degree in finance. Mr. Zhang was mentioned among the most outstanding graduates of U.S. colleges by USA Today, a mainstream news media in the United States. From August 1993 to July 2008, Mr. Zhang was employed by McKinsey & Company in both the United States and China, ultimately holding the position of Director (Senior Partner) in McKinsey's Shanghai Office. He served clients primarily in the telecommunications, technology, and automobile sectors. He was one of the first McKinsey Partner with a mainland Chinese background in McKinsey's 80-year history. Mr. Zhang took on the role of Partner and Head of Greater China of Apax Partners in August 2008. In January 2013, he was promoted to an Equity Partner while continuing to serve as Apax Greater China head with responsibilities covering Apax funds investment operations in mainland China, Hong Kong, Taiwan and Southeast Asia. Mr. Zhang brings with him extensive experience in management consulting and investment. He was also a member of the "Young Leaders Group" of the Boao Forum for Asia. Mr. Zhang does not hold any shares in the Company. He is not related in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishment by the China Securities Regulatory Commission and other competent authorities or censorship by any stock exchanges. His qualifications for appointment are in compliance with the qualifications for appointment required under the Company Law of the People's Republic of China, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and the Articles of Association of ZTE Corporation and other pertinent laws and regulations.