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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-second 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-second Meeting of the Sixth Session of the Board of Directors (the "Board") of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 8 October 2014. The Twenty-second Meeting of the Sixth session of the Board of the Company (the "Meeting") was convened by way of voting via video conference on 23 October 2014 at the Shenzhen headquarters of the Company, Beijing, Xi'an, Shanghai and Xiamen. The Meeting was presided over by Mr. Xie Weiliang, Vice Chairman. Of the 14 Directors required to vote at the Meeting, 10 Directors duly participated and 4 Directors appointed proxies to attend on their behalves. Mr. Hou Weigui, Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Shi Lirong, Director, to vote on his behalf. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Wang Zhanchen, Director, to vote on his behalf. Mr. Dong Lianbo, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Shi Lirong, Director, to vote on his behalf. Mr. Tan Zhenhui, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Chen Naiwei, Independent Non-executive Director, 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, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “2014 Third Quarterly Report of the Company”.

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

II. Consideration and approval of the “Resolution on Revising the Maximum Aggregate Amount of Transactions for Continuing Connected Transactions in respect of the Purchase of Software Outsourcing Services in 2014 with Nanchang Software, a Connected Person,” the details of which are as follows:

That the maximum aggregate amount of transactions (excluding VAT) for the procurement of software outsourcing services in 2014 by the Company from Zhongxing Software Technology (Nanchang) Company Limited (“Nanchang Software”), a connected person, be increased to RMB45 million.

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

III. Consideration and approval of the “Resolution on Continuing Connected Transactions in respect of the 2014 Sales Framework Agreement with Nanchang Software, a Connected Person,” the details of which are as follows:

That the “2014 Sales Framework Agreement” between the Company and Nanchang Software, a connected person, with the maximum aggregate amount of transactions (excluding VAT) for the sales of products and provision of services by the Company to Nanchang Software in 2014 under the framework agreement estimated at RMB28.50 million be approved; with the view that the terms of the “2014 Sales Framework Agreement” have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for 2014 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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

Notes to resolutions II and III above:

1. The capacity of Mr. Hou Weigui, Chairman of the Company, as chairman of Zhongxing Development Company Limited (“Zhongxing Development”) falls within the scope of Rule 10.1.3 (III) of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the “Shenzhen Listing Rules”), and Zhongxing Development is a connected corporation of the Company. Zhongxing Development holds a 40% interest in Nanchang Software and nominates more than half of the members of the board of directors of Nanchang Software and is therefore capable of controlling the majority of the board of directors of Nanchang

Software. Under Rule 10.1.3 (V) of the Shenzhen Listing Rules, Nanchang Software is a connected person of the Company.

2. Nanchang Software is not deemed a connected person of the Company under relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”).

3. Mr. Hou Weigui, Chairman of the Company, did not take part in the vote in respect of the connected transaction with Nanchang Software during the consideration of such matters at the Meeting.

IV. Consideration and approval of the “Resolution on Continuing Connected Transactions in respect of the 2015 Channel Cooperation Agreement with 航天歐華, a Connected Person,” the details of which are as follows:

That the “2015 Channel Cooperation Framework Agreement” between the Company and 深圳市航天歐華科技發展有限責任公司 (“航天歐華”), a connected person, with the maximum aggregate amount of transactions (excluding VAT) relating to the sales of digital communications products and communications products to 航天歐華 by the Company in 2015 under the framework agreement estimated at RMB1,000 million be approved; with the view that the terms of the “2015 Channel Cooperation Framework Agreement” have been arrived at after arm’s length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for 2015 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Voting result: For: 12; against: 0; abstained: 0.

Notes:

1. The capacity of each of Mr. Xie Weiliang, Vice Chairman, and Mr. Dong Lianbo, Director, of the Company as director of CASIC Shenzhen (Group) Company Limited (“CASIC”), the parent company of 航天歐華, falls within the scope of Rule 10.1.3 (III) of the Shenzhen Listing Rules, and CASIC is a connected corporation of the Company. 航天歐華, as a subsidiary of CASIC, is a connected person of the Company under Rule 10.1.3 (V) of the Shenzhen Listing Rules.

2. 航天歐華 is not deemed a connected person of the Company under relevant provisions of the Hong Kong Listing Rules.

3. Mr. Xie Weiliang, Vice Chairman, and Mr. Dong Lianbo, Director, of the Company did not take part in the vote in respect of the connected transaction with 航天歐華 during the consideration of such matter at the Meeting.

For details of the aforesaid connected transactions, please refer to the Overseas Regulatory Announcement on the same date as this announcement.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
23 October 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 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 Richard Xike Zhang.