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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 Thirty-eighth 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 and misleading statement or material omission in this announcement.

ZTE Corporation (the "Company") issued the "Notice of the Thirty-eighth 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 26 December 2015. The Thirty-eighth 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 30 December 2015. The Meeting was presided over by Mr. Hou Weigui, Chairman. 14 Directors required to vote at the Meeting and duly voted at the Meeting. 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 "Resolution on the Introduction of a Strategic Investor by Nubia Technology Limited* (努比亞技術有限公司), a Subsidiary" was considered and approved at the Meeting, the details of which are as follows:

1. That the capital increase of Nubia Technology Limited* by way of introduction by the Company of 蘇寧潤東股權投資管理有限公司 as a new shareholder and the execution of the "Agreement in relation to the Capital Increase of and Strategic Investment in Nubia Technology Limited*" and all documents pertaining to the capital increase (collectively the "**Transaction Documents**") be approved;

2. That Mr. Hou Weigui, the legal representative of the Company, or an authorised signatory appointed by Mr. Hou Weigui be authorised to execute the Transaction Documents and perform other duties required for the implementation of the Transaction Documents and the closing of the transaction on behalf of the Company;

3. That the waiver by the Company, as shareholder of Nubia Technology Limited*, of the preemptive subscription right in connection with the 33.33% additional equity interests to be issued by Nubia Technology Limited* to procure the completion of the transaction be approved, and Mr. Hou Weigui, the legal representative of the Company, or an authorised signatory appointed by Mr. Hou Weigui be authorised to execute pertinent documents on behalf of the Company.

4. That the transfer in batches of equity interests held by 蘇寧潤東股權投資管理有限公司, in part or in full to its connected party at a price equivalent to the original cost of investment paid by 蘇寧潤東股權投資管理有限公司 within 6 months after the completion of such investment and the waiver by the Company (as a shareholder of Nubia Technology Limited*) of preemptive rights to such equity interests be approved, and that Mr. Hou Weigui, the legal representative of the Company or his duly appointed signatory be authorized to execute relevant documents on behalf of the Company.

Voting results: For: 14; against: 0; and abstained: 0.

For details, please refer to the “Announcement Introduction of a Strategic Investor by a Subsidiary and Waiver of Preemptive Subscription Rights by the Company” published by the Company on 31 December 2015.

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

31 December 2015

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and Zhao Xianming; six non-executive directors, Hou Weigui, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.

* For identification purposes only