

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Thirteenth Meeting of the Seventh 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 Thirteenth Meeting of the Seventh Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 11 January 2017. The Thirteenth Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters and in Beijing by way of video-conference on 19 January 2017. The Meeting was presided over by Mr. Zhao Xianming, Chairman. Of the 14 Directors required to attend the Meeting, 9 Directors attended in person and 5 Directors attended by proxy. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Wang Yawen, Director, to vote on his behalf. Mr. Tian Dongfang, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Wang Yawen, Director, to vote on his behalf. Mr. Zhan Yichao, 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. Yin Yimin, Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Zhao Xianming, Chairman, to vote on his behalf. Mr. Lü Hongbing, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Chen Shaohua, 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.). 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 resolutions were considered and approved at the meeting:

I. Consideration and approval of the “Resolution on the appointment and removal of senior management personnel,” the details of which are as follows:

1. That the appointment of Mr. Xiong Hui as Executive Vice President of the Company be approved;

2. That the discontinuation of the appointment of each of Mr. Fan Qingfeng and Mr. Chen Jianzhou as Executive Vice President of the Company be approved.

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

The term of appointment for Mr. Xiong Hui (a brief biography of which is set out in the Appendix) shall commence on the date on which the appointment is considered and approved at the said meeting of the Board of Directors of the Company and end on the date of conclusion of the term of office of the Seventh Session of the Board of Directors (namely, 29 March 2019). Mr. Fan Qingfeng and Mr. Chen Jianzhou will continue to work at the Company.

The independent opinion furnished by the Independent Non-executive Directors of the Company, namely, Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang, is set out as follows:

The senior management personnel under the said appointment complies with the qualifications for appointment as senior management of listed companies under the Company Law, the Articles of Association and other pertinent laws and regulations. The procedures for the said nomination, appointment and removal of senior management personnel are in compliance with pertinent provisions of the Company Law and the Articles of Associations. The interests of the Company and other shareholders have not been compromised. We concur with the decisions relating to the appointment and removal of senior management of the Company.

II. Consideration and approval of the “Resolution on the supplemental agreement for the ‘2016-2018 Purchase Framework Agreement’ with Zhongxingxin, a related party,” the details of which are as follows:

That the entering into of the “Supplemental Agreement for the 2016-2018 Purchase Framework Agreement” by the Company with Shenzhen Zhongxingxin Telecommunications Equipment Company Limited* (深圳市中興新通訊設備有限公司) (“Zhongxingxin”) be approved.

Voting results: For: 9; against: 0; and abstained: 0.

Directors of the Company who were concurrently directors of Zhongxingxin, namely, Mr. Luan Jubao, Mr. Tian Dongfang, Mr. Zhan Yichao, Mr. Yin Yimin and Mr. Wei Zaisheng, did not participate in the voting when the said resolution on connected transactions was considered at the Meeting.

For details, please refer to the “CONTINUING CONNECTED TRANSACTIONS SUPPLEMENTAL AGREEMENT IN RESPECT OF PURCHASES OF RAW MATERIALS FROM ZHONGXINGXIN” published on the same date as this announcement.

By Order of the Board

Zhao Xianming

Chairman

Shenzhen, the PRC

19 January 2017

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

** For identification purposes only*

Appendix: Brief biography of Mr. Xiong Hui

Mr. Xiong Hui, born 1969, is currently in charge of the human resources of the Company. Mr. Xiong graduated from Sichuan University in 1990 majoring in Materials Studies with a bachelor's degree in engineering. He studied management engineering at the University of Electronic Science and Technology of China in 1994 and subsequently received a master's degree in engineering and a doctorate degree in enterprise management. Mr. Xiong joined the Company in 1998. He had been Head of Business Technology Section at the Company's Chongqing Sales Office, Head of Planning Department, Head of HR Department, Deputy General Manager of the Handset Division, General Manager of U.S. Operations of the Handset Division, and General Manager of European and U.S. Operations of the Handset Division from 1998 to 2012. He was General Manager of Marketing Division V of the Company from 2013 to 2016 and Senior Vice President of the Company from January 2014 to December 2016. Mr. Xiong has many years of experience in the telecommunications industry and over 20 years of management experience. Mr. Xiong currently holds 10,000 A shares in the Company and is a scheme participant of the 2013 A share option incentive scheme of the Company currently holding 192,000 A share options. He is not related to the controlling shareholder of the Company or any other Directors, Supervisors or senior management of the Company. He is not subject to any punishment by the China Securities Regulatory Commission ("CSRC") or other relevant authorities or censure by the stock exchange, nor prohibited from participation in the market or deemed by way of public announcement inappropriate to hold office for a term which has not expired, nor subject to any case of investigation commenced by the judicial authorities or investigations by the CSRC for alleged violations of laws and regulations pending categorical conclusions, nor a dishonest person subject to enforcement or a party subject to liabilities for dishonesty. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.