

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)

Overseas Regulatory Announcement
Announcement Resolutions of the Seventeenth Meeting of the
Seventh Session of the Board of Directors

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company and all the members of the Board of Directors confirm that all the information contained in this announcement of board resolution 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 Seventeenth Meeting of the Seventh Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 19 April 2017. The Seventeenth Meeting of the Seventh Session of the Board of the Company (the “Meeting”) was convened by way of video and phone conference on 24 April 2017 at the Shenzhen of the Company and other places. Of the 13 Directors required to vote at the Meeting, 8 Directors duly participated and 5 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice Chairman and Mr. Zhan Yichao, Director, were unable to attend the Meeting due to work reasons and have both authorized in writing Mr. Yin Yimin, Chairman, to vote on their behalves. Mr. Wang Yawen and Mr. Tian Dongfang, Directors, were unable to attend the Meeting due to work reasons and have both authorized in writing Mr. Wei Zaisheng, Director, to vote on their behalves. Mr. Bingsheng Teng, 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 other relevant personnel 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 “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” (the “2017 Scheme”) and its

summary and approval of submission to the general meeting of the Company for consideration.

For details please refer to the “Proposed adoption of 2017 A-Share Option Incentive Scheme and Proposed Grant thereunder”, “Overseas Regulatory Announcement 2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and the “Overseas Regulatory Announcement 2017 Share Option Incentive Scheme (Draft) Summary of ZTE Corporation” published on the same date as this announcement.

Directors Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Zhao Xianming, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao, being beneficiaries of the 2017 Scheme, did not take part in the voting.

Voting results: For: 7; against: 0; abstain: 0.

The Independent Non-executive Directors of the Company have furnished an independent opinion in respect of the resolution, giving unanimous consent to the Company’s implementation of the 2017 Scheme. For details of the independent opinion furnished by the Independent Non-executive Directors of the Company, please refer to the “Overseas Regulatory Announcement Independent Opinion of Independent Non-executive Directors in respect of the 2017 Share Incentive Option Scheme of the Company” published on the same date as this announcement.

II. Consideration and approval of the Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation” and approval of submission to the general meeting of the Company for consideration.

The Company has formulated the 2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation in accordance with relevant provisions of the Administrative Measures on Share Incentives of Listed Company issued by the CSRC, the prevailing performance appraisal system of the Company and the 2017 Scheme. For details please refer to the “ZTE Corporation 2017 Share Option Incentive Scheme Performance Appraisal System” published on the same date as this announcement.

Directors Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Zhao Xianming, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao, being beneficiaries of the 2017 Scheme, did not take part in the voting.

Voting results: For: 7; against: 0; abstain: 0.

III. Consideration and approval of the Resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Scheme and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

In order to complete matters pertaining to the 2017 Scheme in an efficient and systematic manner, the Board of the Company hereby agrees to request the general meeting of the Company to grant a mandate to the Board giving full discretion in dealing with matters relating to the 2017 Scheme. The terms and scope of the mandate shall include but shall not be limited to:

(1) To confirm the qualifications and conditions of Participants for participation in the 2017 Scheme, to confirm the list of Participants and the number of share options to be granted and to confirm the grant price of the subject shares;

(2) To examine and confirm whether the Company and the Participants are qualified to exercise their options and are in compliance with the conditions for exercise and to examine and confirm the number and amount of options to be exercised;

(3) To determine the date of grant and method of exercise for the 2017 Scheme, decide whether the Participants may exercise their options, grant share options to Participants upon their fulfillment of relevant conditions and handle all matters required for the grant and exercise of share options;

(4) To adjust the number of subject shares or the exercise price in accordance with the principles and in the manner stipulated under the 2017 Scheme when such adjustment is required by reason of the Company's ex-right or ex-dividend shares or otherwise;

(5) To decide upon changes in the process of implementation of the 2017 Scheme based on actual conditions, including but not limited to annulling the qualifications of the Participants for exercising their options, cancelling outstanding share options of the Participants and withdrawal and cancellation of unexercised share options of the Participants;

(6) To manage and adjust the 2017 Scheme based on actual conditions and, subject to the terms and principles of the 2017 Scheme, to formulate or modify provisions for the administration and implementation of the 2017 Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval of the general meeting of the Company and / or relevant regulatory authorities, the corresponding approvals for such modifications by the Board must be obtained;

(7) To sign, execute, modify and terminate any agreements relating to the 2017 Scheme and other relevant agreements;

(8) To authorise the Board to adjust the relevant terms of the 2017 Scheme in accordance with any amendments to relevant laws, regulations, rules and regulatory documents in the event of such amendments;

(9) To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the 2017 Scheme;

(10) To conduct other necessary matters required for the implementation of the 2017 Scheme, save for rights expressly stipulated in relevant documents to be exercised by the general meeting of the Company;

(11) To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the 2017 Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection with the 2017 Scheme;

(12) The mandate granted to the Board shall be coterminous with the 2017 Scheme.

Save for matters expressly stipulated by the law, administrative regulations, rules of the CSRC, regulatory documents, the 2017 Scheme or the Articles of Association to be approved by the Board or by way of resolution, other authorisations described above may be exercised by the chairman of the Board or other suitable persons on behalf of the Board upon its delegation.

Directors Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Zhao Xianming, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao, being beneficiaries of the 2017 Scheme, did not take part in the voting.

Voting results: For: 7; against: 0; abstain: 0.

IV. Consideration and approval of the “Resolution on the convening the First A Shareholders’ Class Meeting of 2017 and the First H Shareholders’ Class Meeting of 2017”

The Company has resolved to convene the First A Shareholders’ Class Meeting of 2017 and the First H Shareholders’ Class Meeting of 2017 (the H Shareholders’ Class Meeting) on Tuesday, 20 June 2017 at the conference room on the 4/F floor of the Company’s headquarters in Shenzhen.

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

“Notice of The First H Shareholders’ Class Meeting of 2017” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

The H share register of the Company will be closed from Monday, 22 May 2017 to Monday, 19 June 2017 (both days inclusive) to determine qualifications of Shareholders to attend and vote at the H Shareholders’ Class Meeting. Any H Shareholder who wishes to attend and vote at the H Shareholders’ Class Meeting shall lodge an instrument of transfer, together with the corresponding share certificate(s)

with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, 19 May 2017.

By Order of the Board

Yin Yimin

Chairman

Shenzhen, the PRC

24 April 2017

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Zhao Xianming and Wei Zaisheng; five non-executive directors, Zhang Jianheng, Luan Jubao, 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.