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**ZTE中兴**  
**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)**

**NOTICE OF THE 2012 ANNUAL GENERAL MEETING**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.*

**NOTICE IS HEREBY GIVEN** that the 2012 Annual General Meeting (hereinafter referred to as the “AGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be held on site in accordance with the resolution passed at the Fortieth Meeting of the Fifth Session of the Board of Directors of the Company held on Wednesday, 27 March 2013. Details of the AGM are set out below:

**I. INFORMATION REGARDING THE AGM**

**(I) Date and time**

The AGM will commence at 9:00 a.m. on Thursday 30 May 2013.

**(II) Venue**

The AGM will be held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China.

Tel: + 86 (755) 26770282

**(III) Convener**

The AGM will be convened by the Board of Directors of the Company.

#### **(IV) Legal and regulatory compliance of the convening of the AGM**

The Fifth Session of the Board of Directors of the Company gives assurance that the AGM is convened in compliance with the provisions of pertinent laws, administrative regulations, departmental rules, regulatory documents, and the Articles of Association of ZTE Corporation (hereinafter referred to as “Articles of Association”).

#### **(V) Voting method**

Voting by poll will be carried out on site at the AGM.

#### **(VI) Attendees**

1. All ZTE (000063) shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Friday, 26 April 2013 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”); (The registration of registered domestic shareholders on 29 April 2013, a public holiday of China Mainland, would be the same as that on April 26 2013.)
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Monday, 29 April 2013 at 4:30 p.m. (hereinafter referred to as “H Shareholders”);
3. Directors, Supervisors and senior management of the Company; and
4. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

#### **(VII) Period of closure of H share register**

The Company will close its H share register from Tuesday, 30 April 2013 to Wednesday, 29 May 2013 (both days inclusive) to determine qualifications of shareholders to attend and vote at the AGM. Any H Shareholder who wishes to attend and vote at the AGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 29 April 2013.

## **II. MATTERS TO BE CONSIDER AT THE AGM**

The following resolutions will be considered at the AGM:

### **Ordinary Resolutions**

1. **2012 financial statements of the Company audited by PRC and Hong Kong auditors;**
2. **2012 report of the Board of Directors of the Company;**
3. **2012 report of the Supervisory Committee of the Company;**
4. **2012 report of the President of the Company;**

5. **Final financial accounts of the Company for 2012;**
6. **Proposals of profit distribution of the Company for 2012;**

“That:

Proposals of profit distribution for 2012 tabled by the Board of Directors of the Company be approved.

Proposals of profit distribution for 2012: In view of the actual operating conditions of the Company, no profit distribution or capitalisation of capital reserve for 2012 has been proposed.”

7. **Resolutions on the proposed application by the Company for composite credit facilities;**

*7.1 Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion*

That the application by the Company to Bank of China Limited, Shenzhen Branch for a RMB23.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB23.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, and (2) 30 June 2014. Any single application for financing under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

*7.2 Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB11.5 billion*

That the application by the Company to China Construction Bank Corporation, Shenzhen Branch for a RMB11.5 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company's requirements or negotiations with the bank, subject to the cap of the aforesaid RMB11.5 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, and (2) 30 June 2014. Any single application for financing under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

*7.3 Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion*

That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a USD6.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company's requirements or negotiations with the bank, subject to the cap of the aforesaid USD6.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, and (2) 30 June 2014. Any single application for financing under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorised to sign the relevant legal contracts and documents.

**8. Resolutions on the appointment of the PRC auditor and the Hong Kong auditor of the Company for 2013;**

- 8.1 Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2013 and a proposal be made to the AGM to authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted;
- 8.2 Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2013 and a proposal be made to the AGM to authorize the Board of Directors to fix the financial report audit fees of Ernst & Young for 2013 based on the specific audit work to be conducted;
- 8.3 Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2013 and a proposal be made to the AGM to authorize the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted.

**9. Resolution on the application for investment limits in derivative products of the Company for 2013;**

- 9.1 Authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for an net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.
- 9.2 Authorisation for Company to invest in fixed income derivative products for an net amount not exceeding the equivalent of USD500 million (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.

The resolution was considered and unanimously approved at the Fortieth Meeting of the Fifth Session of the Board of Directors held on 27 March 2013 and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details please refer to the "Announcement on the Application for Derivative Investment Limits of 2013" published by the Company on 27 March 2013.

## Special Resolution

### 10. Resolution of the Company on the application for General Mandate for 2013:

“That:

- (1) Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:
  - I. such mandate shall not extend beyond the Relevant Period (as defined below), other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;
  - II. the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted by the Company for the grant or issue to Directors, Supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and
  - III. The Board of Directors will only exercise the above authority in compliance with the Company Law of the People’s Republic of China (as amended from time to time) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities;

(2) For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution by the general meeting until the earliest of:

- I. the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- II. the expiration of a 12-month period following the passing of this resolution; or
- III. the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

- (3) Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to paragraph (1) of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and
- (4) The Board of Directors be hereby authorised to amend the Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph (1) of this resolution.”

**The Independent Non-executive Directors of the Company will give a report at the AGM on the performance of their duties.**

### **III. REGISTRATION AT THE AGM**

#### **(I) Registration of attendance**

Shareholders intending to attend the AGM should complete and sign the reply slip and return the same to the Company by hand, post or facsimile on or before Thursday, 9 May 2013.

##### **For domestic shareholders:**

To the registered office:

ZTE Plaza, Keji Road South, Hi-Tech Industrial Park,  
Nanshan District, Shenzhen, Guangdong Province,  
the People's Republic of China  
(Facsimile No.: +86 (755) 26770286)

##### **For H shareholders:**

To principal place of business of the Company in Hong Kong:

8th Floor Gloucester Tower, The Landmark,  
15 Queen's Road Central, Central, Hong Kong  
(Facsimile No.: +852-35898555)

#### **(II) Requirements when registering and voting by way of proxy**

1. Any shareholder entitled to attend and vote at the AGM may entrust one or more person(s) (whether or not a shareholder) as his proxy (ies) to attend and vote at the AGM on his behalf. The shareholder may attend and vote at the meeting in person notwithstanding that he has completed and submitted the proxy form, in which case, the proxy form is deemed withdrawn. For a shareholder who entrusts two or more proxies, the voting rights to be exercised by such proxies in aggregate shall not exceed the total number of the votes that the shareholder is entitled to exercise at the AGM, and any one share may only be voted upon once by one proxy.
2. A shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorising shareholder or his duly authorised attorney. The proxy form shall be notarized if it is to be signed by any person other than by the authorising shareholder himself. To be valid, this proxy form together with any notarized copy of the power of attorney or other authorisation documents for signing the proxy form (if any) must be deposited, not less than 24 hours before the time appointed for holding the AGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China 518057 for Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.
3. If a shareholder entrusts his proxy(ies) to attend and vote at the AGM on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form, the stock account card of shareholder and evidence of shareholding.



#### IV. MISCELLANEOUS

(I) The AGM is expected to last less than one day; all accommodation, travel and expenses relating to attendance of the AGM shall be borne by the attendees.

(II) AGM contact person: Jiang Chun

(III) Contact telephone number: +86 (755) 26770282

(IV) Contact fax number: +86 (755) 26770286

#### V. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the Fortieth Meeting of the Fifth Session of the Board of Directors of ZTE Corporation.

Resolutions of the Twenty-seventh Meeting of the Fifth Session of the Supervisory Committee of ZTE Corporation.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

15 April 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.*