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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)

**Overseas Regulatory Announcement
Announcement Resolution of the Twenty-third 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 resolutions of the Board of Directors is true, accurate and complete and that there is no false or misleading statement in this announcement or material omission therefrom.

ZTE Corporation (the “Company”) issued the “Notice of the Twenty-third 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 26 September 2017. The Twenty-third Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Xi’an, Shanghai and Xiamen by way of video conference on 29 September 2017. The Meeting was presided over by Mr. Yin Yimin, Chairman. Of the 14 Directors required to attend the Meeting, 11 Directors attended in person and 3 Directors appointed proxy to attend on their behalves. Mr. Wang Yawen, Director, was unable to attend the Meeting due to work reasons and authorized in writing Mr. Luan Jubao, Vice Chairman, to vote on his behalf. Mr. Zhai Weidong, Director, was unable to attend the Meeting due to work reasons and authorized in writing Mr. Yin Yimin, Chairman, to vote on his behalf. Mr. Richard Xike Zhang, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and authorized in writing Mr. Zhu Wuxiang, 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 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 of Senior Management”, the details of which are set out as follows:

That Mr. Shao Weilin (邵威琳) be appointed Executive Vice President and Chief Financial Officer of the Company.

Voting results: For: 14; Against: 0; Abstained: 0.

The term of office of Mr. Shao Weilin (a brief biography of which has been set out in the “Announcement of Change of Executive Vice President and Chief Financial Officer and Re-designation of Director” published on the same date as this announcement) shall commence on the date on which the appointment was considered and approved at the meeting of the Board of Directors and ending on the date on which the Seventh Session of the Board of Directors concludes (namely, 29 March 2019).

The Independent Non-executive Directors of the Company have furnished an independent opinion as follows:

The senior management personnel appointed is qualified for appointment as senior management of a listed company under pertinent laws and regulations, namely, the Company Law and the Articles of Association, and the procedures for the nomination and appointment of such senior management personnel have been in compliance with the relevant provisions of the Company Law and the Articles of Association without compromising the interests of the Company and its shareholders. Accordingly, we concur with the decision on the Company’s appointment of senior management.

II. Consideration and approval of the “Resolution on the Appointment of Senior Management”, the details of which are set out as follows:

1. That the provision of guarantee by way of joint liability in respect of ZTE (Wenzhou) Railway Communication Technology Limited (中興(溫州)軌道通訊技術有限公司) (“ZTE Wenzhou”) under the Wenzhou Public Security Communications Project be approved, the details of which are set out as follows:

(1) Guarantee for tender deposit: the Company provide guarantee for tender deposit amounting to RMB800,000 in respect of the tendering obligations of ZTE Wenzhou for the Wenzhou Public Security Communications Project for a period: 1) commencing on the closing date for the tender and ending on the date of execution of the “Wenzhou Public Security Communications Contract” if the project tender is successful; 2) commencing on the closing date for the project tender and ending on the date on which a notice of unsuccessful bidding is received if the tender is not successful;

(2) Guarantee by way of performance bond: the Company, upon successful bidding, provide guarantee by way of performance bond amounting to not more than RMB3.30 million in respect of the performance obligations of ZTE Wenzhou under the “Wenzhou Public Security Communications Contract” for a period commencing on the date of issuance of the performance bond and ending on the 30th day after the due fulfilment of inspection upon completion of the Wenzhou Public Security Communications Project with the receipt of an acceptance certificate.

2. That the legal representative of the Company or his delegated signatory be authorized to execute relevant legal contracts and documents.

Voting results: For: 14; Against: 0; Abstained: 0.

For details please refer to the “Overseas Regulatory Announcement Announcement on Third-party Guarantee” published on the same date as this announcement.

By Order of the Board
Yin Yimin
Chairman

Shenzhen, the PRC
29 September 2017

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