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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in ZTE Corporation, you should hand this circular together with the enclosed proxy form and reply slip to the purchaser or the transferee or to the bank, licensed securities dealers or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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ZTE

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)

- (1) Proposed Election and Appointment of Directors
of the Seventh Session of the Board**
- (2) Proposed Election and Appointment of Shareholders' Representative
Supervisors of the Seventh Session of the Supervisory Committee**
- (3) Proposed Provision of Guarantee for ZTE Malaysia**
- (4) Proposed External Investments
and**
- (5) Notice of the First Extraordinary General Meeting of 2016**

A letter from the Board is set out in pages 4 to 9 of this circular.

A notice of the EGM to be held at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China at 9:00 a.m. on Thursday, 3 March 2016 is set out in pages 24 to 28 of this circular.

A proxy form and a reply slip for use at the EGM is enclosed with this circular and uploaded at the websites of the SEHK and the Company. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish. Any H Shareholders intending to attend the EGM shall deliver the reply slip to the Company by hand, post or facsimile on or before Thursday, 11 February 2016.

11 January 2016

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DEFINITIONS

In this circular, the following terms shall have the following meaning unless otherwise required by the context:

“A Share(s) or Domestic Share(s)”	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SZSE
“Articles of Association”	The Articles of Association of the Company
“Board”	The Board of Directors of the Company
“Candidate(s) for Director(s)”	Candidate(s) for Director(s) of the seventh session of the Board
“Candidate(s) for Supervisor(s)”	Candidate(s) for shareholders’ representative supervisor(s) of the seventh session of the Supervisory Committee
“China or the PRC”	The People’s Republic of China
“Company Law”	The Company Law of the People’s Republic of China
“Company or ZTE”	ZTE Corporation, a joint stock limited company incorporated on 11 November 1997 under the Company Law in the PRC, whose shares are listed on the SEHK and the SZSE
“CSRC”	China Securities Regulatory Commission
“Director(s)”	Member(s) of the Board of Directors of the Company
“EGM”	The First Extraordinary General Meeting of 2016 of the Company to be held at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China at 9:00 a.m. on Thursday, 3 March 2016
“EGM Notice”	Notice of the First Extraordinary General Meeting of 2016
“Group”	The Company and the subsidiaries included in its consolidated financial statements
“H Share(s)”	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SEHK
“H Shareholders”	Holders of H Shares
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	7 January 2016, being the latest practicable date prior to the printing of this circular for determining certain information set out in this circular
“RMB”	Renminbi, the statutory currency of the PRC
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	A Share(s) and H Share(s)
“Shenzhen Listing Rules”	Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange
“Supervisor(s)”	Member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	The Supervisory Committee of the Company
“SZSE”	The Shenzhen Stock Exchange
“UM”	U Mobile, the fourth largest mobile communications carrier of Malaysia
“UM Wireless Capacity Expansion Contract”	“CONTRACT FOR THE DELIVERY, SUPPLY, INSTALLATION, TESTING AND COMMISSIONING OF EQUIPMENT AND SOFTWARE AND PROVISION OF SERVICES FOR U MOBILE’S 3G/LTE SYSTEM” entered into between the Company as well as ZTE Malaysia, its wholly-owned subsidiary and UM on 27 November 2014
“Zhongxingxin”	Shenzhen Zhongxingxin Telecommunications Equipment Company Limited
“ZTE Malaysia”	ZTE (MALAYSIA) CORPORATION SDN BHD

EXPECTED TIMETABLE

2016

Latest time for lodging transfers of the H Shares to qualify
for attendance and voting at the EGM 4:30 p.m., Monday, 1 February

H Share register closed Tuesday, 2 February to
Wednesday, 2 March
(both dates inclusive)

Latest date for lodging reply slips for the EGM Thursday, 11 February

Latest time for lodging proxy forms for the EGM 9:00 a.m., Wednesday, 2 March

EGM 9:00 a.m., Thursday, 3 March

H Share register re-opens Thursday, 3 March

ZTE

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)

Executive Directors:

Shi Lirong
Yin Yimin
Zhao Xianming

Non-executive Directors:

Hou Weigui
Zhang Jianheng
Luan Jubao
Wang Yawen
Tian Dongfang
Zhan Yichao

Independent Non-executive Directors:

Tan Zhenhui
Richard Xike Zhang
Chen Shaohua
Lü Hongbing
Bingsheng Teng

Registered Address:

ZTE Plaza
Keji Road South
Hi-Tech Industrial Park
Nanshan District
Shenzhen, 518057
Guangdong Province
The PRC

Principal place of business in Hong Kong:

36/F, Tower Two
Times Square
1 Matheson Street, Causeway Bay
Hong Kong

11 January 2016

To the Shareholders

Dear Sir or Madam,

- (1) Proposed Election and Appointment of Directors
of the Seventh Session of the Board**
- (2) Proposed Election and Appointment of Shareholders' Representative
Supervisors of the Seventh Session of the Supervisory Committee**
- (3) Proposed Provision of Guarantee for ZTE Malaysia**
- (4) Proposed External Investments**
- and**
- (5) Notice of the First Extraordinary General Meeting of 2016**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to give the EGM Notice to you and provide relevant information for your informed decision when voting for the ordinary resolutions to be proposed at the EGM in respect of, the following matters:

1. Proposed election and appointment of Directors of the seventh session of the Board
2. Proposed election and appointment of shareholders' representative supervisors of the seventh session of the Supervisory Committee
3. Proposed provision of guarantee for ZTE Malaysia
4. Proposed external investments

II. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS OF THE SEVENTH SESSION OF THE BOARD

At the Thirty-ninth Meeting of the Sixth Session of the Board held on 7 January 2016, it was resolved that the re-election of the Board will be held, as the term of office of the Sixth Session of the Board of the Company will conclude on 29 March 2016. Upon the recommendation of the Nomination Committee of the Board, the Sixth Session of the Board of the Company has nominated Mr. Shi Lirong, Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao as candidates for non-executive directors of the Seventh Session of the Board of the Company, Mr. Yin Yimin, Mr. Zhao Xianming and Mr. Wei Zaisheng as candidates for executive directors of the Seventh Session of the Board of the Company, and Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang as candidates for independent non-executive directors of the Seventh Session of the Board of the Company.

Candidates for Directors of the Seventh Session of the Board shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to Appendix I and Appendix III for brief biographies and other information relating to the Candidates for Directors listed above.

Qualifications and independence for the aforesaid candidates for independent non-executive directors shall be subject to filing with and examination by SZSE without note of disapproval before being tabled at the EGM for voting.

For details please refer to Ordinary Resolution No. 1 of the EGM Notice.

LETTER FROM THE BOARD

III. PROPOSED ELECTION AND APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

At the Twenty-eighth Meeting of the Sixth Session of the Supervisory Committee held on 7 January 2016, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Sixth Session of the Supervisory Committee of the Company will conclude on 29 March 2016. The Sixth Session of the Supervisory Committee of the Company has nominated Ms. Xu Weiyan and Mr. Wang Junfeng as candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee of the Company.

The candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to Appendix II and Appendix III for brief biographies and other information relating to the Candidates for Supervisors listed above.

For details please refer to Ordinary Resolution No. 2 of the EGM Notice.

IV. PROPOSED PROVISION OF GUARANTEE FOR ZTE MALAYSIA

Reference is made to the "Announcement on the Provision of Guarantee for a Wholly-owned Subsidiary" published by the Company on 7 January 2016.

The Company and ZTE Malaysia, its wholly-owned subsidiary, entered into the "UM Wireless Capacity Expansion Contract" with UM, the fourth largest mobile communications carrier of Malaysia on 27 November 2014. Pursuant to the "UM Wireless Capacity Expansion Contract", ZTE Malaysia provides system equipment installation, engineering services, system expansion and upgrade, technical support at stations and maintenance services, etc to UM. As considered and approved at the Twenty-first Meeting of the Sixth Session of the Board of Directors and the First Extraordinary General Meeting of 2014 of the Company, the Company agreed to provide guarantee for performance of contract in respect of the performance obligations of ZTE Malaysia under the "UM Wireless Capacity Expansion Contract" and applied to a bank for the issuance of a bank letter of guarantee. As the board of directors of UM has recently approved a new investment plan for 3G/4G construction, it is probable that the project amount under the "UM Wireless Capacity Expansion Contract" of the Company, as a principal supplier of UM, will exceed previous estimations. As such, the Company has proposed to provide the further provision of joint liability guarantee in respect of the performance obligations of ZTE Malaysia under the "UM Wireless Capacity Expansion Contract", including the increase of the guarantee amount by USD40 million (namely, the total amount of guarantee not more than USD60 million) and the extension of the term of guarantee of the bank letter of guarantee. In accordance with Chapter 9 of the Shenzhen Listing Rules, a guarantee provided by a listed company to a guaranteed person with gearing ratio exceeding 70% shall be subject to approval of the company's shareholders. Therefore, approval of the proposed provision of guarantee for ZTE Malaysia will be sought at the EGM.

LETTER FROM THE BOARD

For details please refer to Ordinary Resolution No. 3 of the EGM Notice.

V. PROPOSED EXTERNAL INVESTMENTS

1. Proposed investment in the ZTE Changsha Base Project

Reference is made to the “Announcement of External Investments” published by the Company on 28 December 2015.

To provide support for its future business development, the Company has proposed to make an investment to construct the “ZTE Changsha Base Project” in Changsha Hi-tech Zone, and to enter into a “Project Investment Contract” with the Management Committee of Changsha Hi-tech Zone. The total investment of the Project is estimated at RMB4 billion.

2. Proposed investment in the ZTE Guangzhou Research Institute Project

Reference is made to the “Announcement of External Investments” published by the Company on 7 January 2016.

In view of the strategic requirements and future needs for technological development of the Company, the Company has proposed to make an investment to construct the “ZTE Guangzhou Research Institute Project”, and to enter into the “ZTE Guangzhou Research Institute Project Cooperation Agreement” with the Guangzhou Municipal Government. The total investment of the Project is estimated at not less than RMB5.6 billion.

In accordance with Article 160 of the Articles of Association, which states that “the Board of Directors shall be accountable to the general meeting and shall exercise the following functions and powers: (19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company’s most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company’s most recently audited net asset value”, the aforesaid matters shall require the approval of the Company’s shareholders. Hence, approval at the EGM of the investments in the ZTE Changsha Base Project and ZTE Guangzhou Research Institute Project as well as the execution of relevant contract and agreement by the Company will be sought.

For details please refer to Ordinary Resolutions No. 4 and No. 5 of the EGM Notice.

LETTER FROM THE BOARD

VI. EGM

EGM Notice, Proxy Form and Reply Slip

The EGM will be convened by the Company on Thursday, 3 March 2016 at 9:00 a.m. at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China to consider and, if thought fit, pass, the following resolutions: (i) Proposed election and appointment of Directors of the seventh session of the Board,(ii) Proposed election and appointment of shareholders' representative supervisors of the seventh session of the Supervisory Committee, (iii) Proposed provision of guarantee for ZTE Malaysia, and (iv) Proposed external investments. The EGM Notice is set out in pages 24 to 28 of this circular.

A proxy form and a reply slip for use at the EGM is enclosed with this circular and uploaded at the websites of the SEHK and the Company. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish. Any H Shareholders intending to attend the EGM shall deliver the reply slip to the Company by hand, post or facsimile on or before Thursday, 11 February 2016.

Close of share register

The Company will close its H share register from Tuesday, 2 February 2016 to Wednesday, 2 March 2016 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 1 February 2016.

Voting by way of poll at a general meeting

In accordance with Rule 13.39 (4) of the Hong Kong Listing Rules, all resolutions proposed at a general meeting for consideration and approval if though fit shall be voted upon by way of poll, provided that resolutions pertaining to procedural or administrative matters only may be voted upon by a show of hands if permission for the same is given in good faith by the chairman of the general meeting.

In accordance with relevant provisions of the Articles of Association, resolutions related to election and appointment of Directors and shareholders' representative supervisors shall be determined by way of accumulative voting, whereby each

LETTER FROM THE BOARD

Candidate for Director (separate voting of candidates for non-independent directors and candidates for independent non-executive directors) and Candidate for Supervisor shall be voted upon on an individual basis.

VII. RECOMMENDATION

The Board is of the view that the resolutions set out in the EGM Notice in respect of the: (i) Proposed election and appointment of Directors of the seventh session of the Board, (ii) Proposed election and appointment of shareholders' representative supervisors of the seventh session of the Supervisory Committee, (iii) Proposed provision of guarantee for ZTE Malaysia, and (iv) Proposed external investments are in the best interests of the Company and the shareholders as a whole and accordingly recommend the shareholders to vote in favour of the relevant resolutions at the EGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Hou Weigui
ZTE Corporation
Chairman

Shenzhen, the PRC

I. BRIEF BIOGRAPHIES OF CANDIDATES FOR NON-INDEPENDENT DIRECTORS**(I) Brief biographies of candidates for non-executive directors**

Mr. Shi Lirong (史立榮), born 1964, graduated from Tsinghua University in 1984 with a bachelor's degree majoring in wireless and information technology and from Shanghai Jiaotong University in 1989 with a master's degree majoring in telecommunications and electronic engineering, and currently holds the title of senior engineer. Mr. Shi served as an engineer and head of the production department in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited. He was in charge of the Company's overall marketing operations from 1997 to 2007 and global sales from 2007 to 2010. He has been Executive Director of the Company since February 2001 and President of the Company since March 2010. Mr. Shi has many years of experience in the telecommunications industry and over 25 years of management experience.

Mr. Zhang Jianheng (張建恒), born 1961, graduated from Dalian Institute of Technology in 1982 majoring in Chemical Machinery and currently holds the title of senior engineer. Mr. Zhang worked with the No. 1 Film Factory under the Ministry of Chemical Industry from 1982 to 1989 and with No. 1 Film Factory of China Lucky Film Corporation from 1989 to 1996. From 1996 to 2011, he had been director, deputy general manager and general manager of China Lucky Film Corporation. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd. Since November 2012 he has been chairman of China Lucky Group Corporation. In November 2011 he was appointed deputy general manager of China Aerospace Science and Technology Corporation, a position that he has been holding since. He has been non-executive director and board chairman of China Aerospace International Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) since March 2012, and has been Vice Chairman and Non-executive Director of the Company since April 2012. Mr. Zhang brings with him a wealth of experience in management and operation.

Mr. Luan Jubao (樂聚寶), born 1962, graduated from the Department of Metal Materials and Processes of Harbin Institute of Technology in 1983 majoring in welding and from Zhongnan University of Economics and Law in 2000 with an MBA degree, and currently holds the professional title of researcher-grade senior engineer. Mr. Luan worked with Wanshan Plant of the 066 Base of the Ministry of Aerospace Industry from 1983 to 1993. From 1993 to 2000 he had been principal deputy plant manager and plant manager of Wanshan Plant of the 066 Base of the headquarters of China Aerospace. From 2000 to 2006 he was plant manager of Hongfeng Plant of the 066 Base of China Aerospace Science and Industry Corporation. From 2006 to 2008, he was head of the technology centre of Research Institute No. 9 of China Aerospace Science and Industry Corporation. From February 2008 to July 2008, he was chairman of 萬山特種車輛有限公司 under Research Institute No. 9 of China Aerospace Science

and Industry Corporation. From July 2008 to October 2014 he was general manager of Henan Aerospace Science and Industry Corporation and chief of the Henan Aerospace Administration. Since October 2014 he has been director and general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Luan has been Vice Chairman and Non-executive Director of the Company since November 2015. He has extensive experience in management and operations.

Mr. Wang Yawen (王亞文), born 1963, graduated from the Department of Physics of Central China Normal University in 1985 with a bachelor's degree in science and from Harbin Institute of Technology in 2006 with a master's degree in management specializing in management science and engineering, and currently holds the professional title of researcher. From 1985 to 2000, Mr. Wang worked with Institute No. 19 of China Academy of Launch Vehicle Technology successively as deputy head of the editorial office, head of the offset printing office, head of the phototypesetting centre, head of the technology department, deputy head of the Institute and head of the Institute. From September 2000 to January 2003, he was executive deputy general manager of 中國遠望(集團)總公司. Since February 2003, he has been deputy general manager of 中國航天時代電子公司. From February 2003 to January 2015, he also served successively as general manager and chairman of 中國時代遠望科技有限公司. He has been deputy dean of China Aerospace Electronics Technology Research Institute from February 2009 to the present. He has also been director and president since June 2008 and vice chairman since June 2014 of China Aerospace Times Electronics Co., Ltd. (a company listed on Shanghai Stock Exchange). He has been Non-executive Director of the Company since November 2015. Mr. Wang has extensive experience in management and operations.

Mr. Tian Dongfang (田東方), born 1960, graduated from Chengdu Institute of Telecommunication Engineering in 1982 majoring in solid state devices and currently holds the professional title of researcher. From August 1982 to September 2014 he had been section head, deputy head, executive deputy head and head of Xi'an Microelectronics Technology Research Institute. He has been chief economist of China Aerospace Electronics Technology Research Institute and head of Xi'an Microelectronics Technology Research Institute since September 2014. Mr. Tian has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations.

Mr. Zhan Yichao (詹毅超), born 1963, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics in 1986 majoring in accounting and from International East-West University of the United States in 1999 with an MBA degree, and currently holds the professional title of senior accountant. Mr. Zhan had been deputy manager, manager and deputy general manager of Shenzhen Aerospace Guangyu Industrial Company Limited from August 1986 to October 2004. From October 2004 to August 2005, he had been director and deputy general manager of 上海久聯證券經紀有限責任公司. From August 2005 to August 2014 he had been director/deputy general manager and director/general manager of 航

天證券有限責任公司。Since August 2014, he has been deputy general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Zhan has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations.

(II) Brief biographies of candidates for executive directors

Mr. Yin Yimin (殷一民), born 1963, graduated from the Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1988 with a master's degree in engineering, majoring in telecommunications and electronic systems, and currently holds the title of senior engineer. Mr. Yin had served as a manager of the research and development department of Shenzhen Zhongxing Semiconductor Co., Ltd. since 1991, and as deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited between 1993 and 1997. From 1997 to March 2010 he had served as the Company's Vice President, Senior Vice President and President in charge of different divisions such as research and development, marketing, sales and handsets operations. He has been Executive Director of the Company since November 1997. He is concurrently chairman of Zhongxingxin Telecommunications Equipment Company Limited, as well as chairman and general manager of Shenzhen ZTE Capital Management Company Limited. Mr. Yin has many years of experience in the telecommunications industry and over 25 years of management experience.

Mr. Zhao Xianming (趙先明), born 1966, is currently Executive Vice President of the Company. Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. He joined the Company in 1998 to be engaged in the research, development and management of CDMA products. He had been head of the research and development group, project manager and general product manager from 1998 to 2003. After appointment as Senior Vice President of the Company in 2004, he had been in charge of the CDMA Division and the Wireless Product Division. From January 2014 to December 2015, he served as Chief Technology Officer (CTO) and Executive Vice President of the Company in charge of the Strategic and Platform Operations and System Products Division of the Company. Mr. Zhao has been Executive Director of the Company since November 2015. He has many years of experience in the telecommunications industry and over 25 years of management experience.

Mr. Wei Zaisheng (韋在勝), born 1962, is currently Executive Vice President and Chief Financial Officer of the Company in charge of corporate finance and investment management of the Group. Mr. Wei obtained a master's degree in business administration from Peking University in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1988 and served as chief financial officer and assistant to the general manager of Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company from 1993 to 1997. He was Senior

Vice President of the Company from 1997 to 1999 and has been Executive Vice President of the Company in charge of the Financial System of the Company since 1999. He was appointed member of Accounting Informatisation Committee and member of XBRL Regional Steering Committee (China) by the Ministry of Finance in November 2008, member of the Accounting Standards Strategic Committee by the Ministry of Finance in December 2014, and guidance expert of the special support program for the Training Project of National Leading Talents in the Accounting Profession in June 2015. He is concurrently director of Zhongxingxin Telecommunications Equipment Company Limited and chairman of ZTE Group Finance Co., Ltd. Mr. Wei has many years of experience in the telecommunications industry and over 27 years of management experience.

II. BRIEF BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Richard Xike Zhang (張曦軻), born 1970, graduated from J. L. Kellogg School of Management at Northwestern University in the United States in 1993 with a master's degree in finance. Mr. Zhang was mentioned among the most outstanding graduates of U.S. colleges by USA Today, a mainstream news media in the United States. From August 1993 to July 2008, Mr. Zhang was employed by McKinsey & Company, holding the positions of Director (Senior Partner) for global operations and chairman of McKinsey's Shanghai Office. As the first McKinsey Partner with a Mainland Chinese background in McKinsey's 80-year history, he served clients primarily in the telecommunications, technology, and automobile sectors. Mr. Zhang assumed the role of Partner and Head of Greater China of Apax Partners in August 2008. In January 2013, he was promoted to the position of Equity Partner while continuing to serve as the head of Apax Greater China with responsibilities covering Apax funds investment operations in Mainland China, Hong Kong, Taiwan and Southeast Asia. He has been Independent Non-executive Director of the Company since June 2013. Mr. Zhang was also a member of the "Young Leaders Group" of the Boao Forum for Asia. Mr. Zhang brings with him extensive experience in management consulting and investment.

Mr. Chen Shaohua (陳少華), born 1961, obtained his MBA degree at Dalhousie University, Canada in 1987 and his doctoral degree in Economics (Accounting) at Xiamen University in 1992. With the title of Accounting Professor, Mr. Chen is currently professor and tutor to doctoral candidates of the Accounting Department, School of Management and deputy director of the Accounting Development Research Centre (a key humanities and science research base designated by the Ministry of Education) of Xiamen University. Mr. Chen has been Independent Non-executive Director of the Company since July 2015. He has been teaching assistant, lecturer and associate professor of the Accounting Department of Xiamen University, as well as visiting professor at Virginia Union University. He has also been a certified public accountant at the Xiamen University Accounting Firm and Xiamen Yongda Accounting Firm. Mr. Chen is currently also president of the Accounting Association of Xiamen Foreign Investment Enterprises, vice president of the Xiamen Association of Chief Accountants, as well as an independent non-executive director of Sinoma International Engineering Co., Ltd. (a company listed on Shanghai Stock

Exchange), Tianma Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange), Fujian Septwolves Industry Co., Ltd. (a company listed on Shenzhen Stock Exchange) and 大博醫療科技股份有限公司, respectively. During the past three years, Mr. Chen had been an independent non-executive director of Fujian Newchoice Pipe Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange), Xiamen 35.com Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Xiamen Meiya Pico Information Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. Mr. Chen was an Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Chen has strong academic and professional background as well as proven experience in accounting and finance.

Mr. Lü Hongbing (呂紅兵), born 1966, graduated in 1988 with a bachelor's degree in law and further obtained a master's degree in law in 1991 from East China University of Political Science and Law. Since September 2009, he has been studying for a doctoral degree in management engineering at University of Science and Technology of China. He is a qualified lawyer of China. Mr. Lü is currently the chief executive partner of Grandall Law Firm. Mr. Lü has been Independent Non-executive Director of the Company since July 2015. He has previously worked with East China University of Political Science and Law, Shanghai Wanguo Securities Co., Ltd., Shanghai Wanguo Law Firm, Grandall (Shanghai) Law Firm. He is currently vice president of All China Lawyers Association, committee member and deputy head of the Society and Legal System Committee of the 12th Shanghai Committee of the Chinese People's Political Consultative Conference, arbitrator of Shanghai International Economic and Trade Arbitration Committee, Shanghai International Arbitration Centre, Shanghai Arbitration Committee and Shanghai Court of Financial Arbitration, respectively, advisory member of the Restructuring Committee of CSRC, member of the Listing Committee of Shanghai Stock Exchange, adjunct or part-time professor at Fudan University and China Renmin University and an independent non-executive director of Shimao Property Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Shanghai Shentong Metro Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Lü had been an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Aerospace Automobile Electromechanical Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Metersbonwe Fashion & Accessories Co., Ltd. (a company listed on Shenzhen Stock Exchange), Shanghai Pudong Road And Bridge Co., Ltd. (a company listed on Shanghai Stock Exchange) and Shanghai Jiao Da Onlly Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. Mr. Lü has strong academic and professional background as well as proven experience in the legal sector.

Mr. Bingsheng Teng (滕斌聖), born 1970, graduated from the City University of New York with a doctoral degree in strategic studies in 1998. Mr. Teng taught at the School of Business of George Washington University from 1998 to 2006 as assistant professor and associate professor of strategic management and tutor to doctoral candidates at George Washington University (with tenure), and was in charge of the doctoral programme in strategic studies of the school. In 2003, Mr. Teng was conferred the title of Wendell and Louis Crain Research Scholar of the School of Business of George Washington University.

He joined Cheung Kong Group School of Business (CKGSB) in late 2006 and has been associate professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. Mr. Teng has been Independent Non-executive Director of the Company since July 2015. He is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). Mr. Teng was an independent non-executive director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on Shenzhen Stock Exchange) from June 2011 to January 2015. Mr. Teng has strong academic and professional background as well as proven experience in corporate strategic management.

Mr. Zhu Wuxiang (朱武祥), born 1965, graduated from Tsinghua University in 2002 with a doctorate degree in economics, specialising in quantitative economics. With the title of Professor, Mr. Zhu has been studying and working at Tsinghua University since 1982 and is currently professor, tutor to doctoral candidates of the Department of Finance of the School of Economics and Management, Tsinghua University. Mr. Zhu is concurrently independent non-executive director of Beijing Properties (Holdings) Ltd. (a company listed on The Stock Exchange of Hong Kong Limited), China Fortune Land Co., Ltd. (a company listed on Shanghai Stock Exchange), Dongxing Securities Co., Ltd. (a company listed on Shanghai Stock Exchange), Offshore Oil Engineering Co., Ltd (a company listed on Shanghai Stock Exchange) and Rongxin Power Electronic Co., Ltd. (a company listed on Shenzhen Stock Exchange, and Mr. Zhu has submitted the resignation report to this company on 9 December 2015), as well as supervisor of Unisplendour Corporation Limited (a company listed on Shenzhen Stock Exchange) and Everbright Securities Company Limited (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Zhu had also served as independent non-executive director of Goertek Inc. (a company listed on Shenzhen Stock Exchange). Mr. Zhu was Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Zhu has strong academic background as well as relatively rich experience in corporate finance and business model.

Ms. Xu Weiyao (許維艷), born 1962, graduated from the Department of History of Liaoning Normal University in July 1988 with a bachelor's degree in History and was qualified as an economist in 1992. She worked with Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993 and with Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company, from 1993 to 1997, holding various positions such as secretary to the company's finance committee and deputy head of the president's office. She has been working for the Company since 1997, holding positions such as Head of the Tender Department. She is currently Head of the Internal Control and Audit Department of the Company.

Wang Junfeng (王俊峰), born 1966, graduated from Shenyang Metallurgical Engineering Institute in July 1989 specialising in industrial enterprise planning and statistics and holds the title of senior accountant and certified safety engineer. From 1989 to 1995, Mr. Wang had been auditor at the legal compliance department, head of the cost office under the financial department and head of the financial department of Shenyang Xinyang Machinery Company. From 1995 to 2003, he had been deputy manager, manager and deputy general manager of the finance department of Shenzhen Xinyang Electronic Machine Company Limited. From 2003 to 2005, he was the office manager of the machinery business department of CASIC Shenzhen (Group) Company Limited. From 2005 to 2009, he was chief financial officer of Shenzhen Aero-Startech Company Limited. He is currently deputy chief accountant of CASIC Shenzhen (Group) Company Limited, which he has been working with since 2009, having served as chief financial officer of the electric sector and head of the finance centre.

I. INTERESTS OF THE CANDIDATES FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS

As at the Latest Practicable Date, the interests and short position of the Candidates for Directors and the Candidates for Supervisors in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) were as follows:

Name	Number of shares or share options held	Class of shares or share options
Candidates for Directors		
Shi Lirong	660,613 shares	A shares of the Company
Zhang Jianheng	36,000 share options ^{Note}	Share options of A shares of the Company
Yin Yimin	759,400 shares	A shares of the Company
Zhao Xianming	471,515 shares 420,000 share options ^{Note}	A shares of the Company Share options of A shares of the Company
Wei Zaisheng	439,677 shares 30,000 shares	A shares of the Company H shares of the Company
Candidates for Supervisors		
Xu Weiyang	11,039 shares	A shares of the Company

Note: Number of share options has been adjusted according to the Proposal for Conversion of Capital Reserve of the Company for 2014.

Save as disclosed above, as at the Latest Practicable Date, none of the Candidates for Directors and the Candidates for Supervisors had any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) that is required to be recorded in the register to be kept under Section 352 of the SFO, or otherwise notified to the Company and SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules.

As at the Latest Practicable Date, the interests and short position of the respective spouses or children under the age of 18 of Candidates for Directors and the Candidates for Supervisors in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) were as follows:

Name	Relationship with Candidates	Number of shares held	Class of shares
Xie Yi	Spouse of Mr. Wei Zaisheng	21,600 shares	A shares of the Company

Save as disclosed above, as at the Latest Practicable Date, none of the Candidates for Directors and the Candidates for Supervisors, or their respective spouses or children under the age of 18 had been granted or had exercised any rights to subscribe for the share capital or debentures of the Company or its associated corporations.

II. POSITIONS HELD WITH THE COMPANY OR OTHER MEMBERS OF THE GROUP

As at the Latest Practicable Date, the following Candidates for Directors and Candidates for Supervisors held positions as directors or employees with the Company or other members of the Group:

Name	Name of the company	Position
Candidates for Directors		
Shi Lirong	ZTE Corporation	Executive Director, President
	Shenzhen ZTE Kangxun Electronics Company Limited	Director
	ZTE (H.K.) Limited	Director
Zhang Jianheng	ZTE Corporation	Vice Chairman
Luan Jubao	ZTE Corporation	Vice Chairman
Wang Yawen	ZTE Corporation	Non-executive Director
Tian Dongfang	ZTE Corporation	Non-executive Director
Zhan Yichao	ZTE Corporation	Non-executive Director
Yin Yimin	ZTE Corporation	Executive Director
	Shenzhen ZTE Capital Management Company Limited	Chairman, general manager
	Jiaying Xinghe Capital Management Company Limited	Executive Director, general manager
	Shenzhen Zhonghe Chunsheng Partnership Private Equity Fund I	Executive manager
	Shenzhen ZTE Kangxun Electronics Company Limited	Director

Name	Name of the company	Position	
Zhao Xianming	ZTE Corporation	Executive Director, Executive Vice President	
	南京中興集群軟件有限公司	Chairman	
	ZTE Trunking Technology Corporation	Chairman	
	ZTE Integration Telecom Company Limited	Chairman	
	Tianjin Zhongxing Software Company Limited	Chairman	
	ZTE Intelligent IOT Technology Company Limited	Chairman	
	ZTE Guotong Special Equipment and Technology (Beijing) Company Limited	Chairman	
	Wuxi Zhongxing Huitong Technology Company Limited	Chairman	
	Zhongxing (Shenyang) Finance Technology Company Limited	Chairman	
	ZTE Microelectronics Technology Company Limited	Chairman	
	Wei Zaisheng	ZTE Corporation	Executive Vice President, Chief Financial Officer
		ZTE Group Finance Company Limited	Chairman
		Xi'an Zhongxing New Software Company Limited	Director
Chongqing Zhongxing Software Company Limited		Director	
Shenzhen ZTE Kangxun Electronics Company Limited		Director	
Xi'an Zhongxing Software Company Limited		Director	
Shenzhen Zhongxing Software Company Limited		Director	
ZTE Microelectronics Technology Company Limited		Director	
ZTE (H.K.) Limited		Director	
Nanjing Zhongxing Software Company Limited		Director	
Changsha Zhongxing Software Company Limited	Director		

Name	Name of the company	Position
	Nanjing Zhongxing New Software Company Limited	Director
	Sanya Zhongxing Software Company Limited	Director
	Shanghai Zhongxing Software Company Limited	Director
	Chengdu Zhongxing Software Company Limited	Director
	ZTE Cloud Service Company Limited	Chairman
	Wuhan Zhongxing Software Company Limited	Director
	深圳市中興通訊資產管理有限公司	Chairman
	Shenzhen ZTE Financial Holding Factoring Limited Company	Chairman
Richard Xike Zhang	ZTE Corporation	Independent Non-executive Director
Chen Shaohua	ZTE Corporation	Independent Non-executive Director
Lü Hongbing	ZTE Corporation	Independent Non-executive Director
Bingsheng Teng	ZTE Corporation	Independent Non-executive Director
Candidates for Supervisors		
Xu Weiyao	ZTE Corporation	Supervisor
	Shenzhen ZTE Kangxun Electronics Company Limited	Supervisor
	ZTE (Heyuan) Company Limited	Supervisor
	Xi'an Zhongxing Jing Cheng Communication Company Limited	Chairman of Supervisory Committee

Save as disclosed above, none of the Candidates for Directors and the Candidates for Supervisors held positions in the Company or other members of the Group.

III. RELATIONSHIP WITH SUBSTANTIAL OR CONTROLLING SHAREHOLDER, OTHER DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY

As at the Latest Practicable Date, the following Candidates for Directors and Candidates for Supervisors are also the directors or employees of companies which are substantial or controlling shareholders of the Company:

Name	Name of shareholders	Position with shareholders
Candidates for Directors		
Shi Lirong	Shenzhen Zhongxing WXT Equipment Company Limited (shareholder of Zhongxingxin)	Director
Zhang Jianheng	China Aerospace Science and Technology Corporation (indirect shareholder of Zhongxingxin)	Deputy general manager
Luan Jubao	Zhongxingxin (controlling shareholder of the Company)	Vice Chairman
	Shenzhen Aerospace Guangyu Industrial Company Limited (shareholder of Zhongxingxin)	Director
	CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin)	Director, general manager
Wang Yawen	China Aerospace Electronics Technology Research Institute (indirect shareholder of Zhongxingxin)	Deputy dean
Tian Dongfang	Zhongxingxin (controlling shareholder of the Company)	Vice Chairman
	Xi'an Microelectronics Technology Research Institute (shareholder of Zhongxingxin)	Head
	China Aerospace Electronics Technology Research Institute (indirect shareholder of Zhongxingxin)	Chief economist

Name	Name of shareholders	Position with shareholders
Zhan Yichao	Zhongxingxin (controlling shareholder of the Company)	Director
	Shenzhen Aerospace Guangyu Industrial Company Limited (shareholder of Zhongxingxin)	Director
	CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin)	Deputy general manager
Yin Yimin	Zhongxingxin (controlling shareholder of the Company)	Chairman
	Shenzhen Zhongxing WXT Equipment Company Limited (shareholder of Zhongxingxin)	Vice Chairman
Wei Zaisheng	Zhongxingxin (controlling shareholder of the Company)	Director
	Shenzhen Zhongxing WXT Equipment Company Limited (shareholder of Zhongxingxin)	Director
Candidates for Supervisors		
Wang Junfeng	CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin)	Deputy chief accountant

Save as disclosed above, none of the Candidates for Directors and the Candidates for Supervisors had any relationship with substantial or controlling shareholder, any director, supervisor and senior management of the Company.

IV. SERVICE AGREEMENTS AND EMOLUMENTS

There will not be any service contract between the Supervisors and the Company. The term of office of the Supervisors will commence on 30 March 2016 and expire upon the conclusion of the seventh session of the Supervisory Committee (namely 29 March 2019). The Supervisors do not receive emoluments.

Upon election, each of the elected Directors will enter into a service contract with the Company. The term of office of the Directors will commence on 30 March 2016 and expire upon the conclusion of the seventh session of the Board (namely 29 March 2019). According to the service contract, the emolument of non-executive director is RMB100,000 per year (before tax), the emolument of independent non-executive director is RMB130,000 per year (before tax), and executive director does not receive emolument. The emoluments payable to each of the non-executive directors and independent non-executive directors will be

determined and reviewed by the Board (as the case may be) with reference to his or her duties and responsibilities with the Company from time to time and subject to the approval by the shareholders at a general meeting.

**V. DIRECTORSHIPS HELD AT OTHER LISTED COMPANIES AND OTHER
MAJOR APPOINTMENTS AND PROFESSIONAL QUALIFICATIONS**

Save as disclosed in this circular, none of the Candidates for Directors and the Candidates for Supervisors has held any directorship in any other listed companies or other major appointments or professional qualifications in the past three years.

VI. OTHERS

Save as disclosed in this circular, as at the Latest Practicable Date, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the Candidates for Directors and the Candidates for Supervisors in particular, that need to be brought to the attention of the shareholders of the Company.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016

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ZTE

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 FIRST EXTRAORDINARY GENERAL MEETING OF 2016

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 First Extraordinary General Meeting of 2016 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened at 9 a.m., on Thursday, 3 March 2016 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 11 January 2016, unless otherwise required by the context):

Ordinary Resolutions

1. RESOLUTION OF THE COMPANY ON THE RE-ELECTION OF THE BOARD AND ELECTION OF DIRECTORS OF THE SEVENTH SESSION OF THE BOARD

At the Thirty-ninth Meeting of the Sixth Session of the Board held on 7 January 2016, it was resolved that the re-election of the Board will be held, as the term of office of the Sixth Session of the Board of the Company will conclude on 29 March 2016. Upon the recommendation of the Nomination Committee of the Board, the Sixth Session of the Board of the Company has nominated Mr. Shi Lirong, Mr. Zhang Jianheng, Mr. Luan Jubao, Mr. Wang Yawen, Mr. Tian Dongfang and Mr. Zhan Yichao as candidates for non-executive directors of the Seventh Session of the Board of the Company, Mr. Yin Yimin,

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016

Mr. Zhao Xianming and Mr. Wei Zaisheng as candidates for executive directors of the Seventh Session of the Board of the Company, and Mr. Richard Xike Zhang, Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang as candidates for independent non-executive directors of the Seventh Session of the Board of the Company.

Candidates for Directors of the Seventh Session of the Board shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 11 January 2016 for brief biographies and other information relating to the Candidates for Directors listed above.

Qualifications and independence for the aforesaid candidates for independent non-executive directors shall be subject to filing with and examination by SZSE without note of disapproval before being tabled at the EGM for voting.

2. RESOLUTION OF THE COMPANY ON THE RE-ELECTION OF THE SUPERVISORY COMMITTEE AND ELECTION OF SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

At the Twenty-eighth Meeting of the Sixth Session of the Supervisory Committee held on 7 January 2016, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Sixth Session of the Supervisory Committee of the Company will conclude on 29 March 2016. The Sixth Session of the Supervisory Committee of the Company has nominated Ms. Xu Weiyan and Mr. Wang Junfeng as candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee of the Company.

The candidates for shareholders' representative supervisors of the Seventh Session of the Supervisory Committee shall serve a term commencing on 30 March 2016 and ending on 29 March 2019 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 11 January 2016 for brief biographies and other information relating to the Candidates for Supervisors listed above.

In accordance with relevant provisions of the Articles of Association, resolutions No. 1 and 2 set out above shall be determined by way of accumulative voting, whereby each Candidate for Director (separate voting of candidates for non-independent directors and candidates for independent non-executive directors) and Candidate for Supervisor shall be voted upon on an individual basis.

3. RESOLUTION OF THE COMPANY ON THE PROVISION OF PERFORMANCE GUARANTEE FOR ZTE MALAYSIA CORPORATION SDN BHD, A WHOLLY-OWNED SUBSIDIARY

- (1) That the increase in the amount of joint liability guarantee by the Company for ZTE Malaysia in respect of the performance obligations under the “UM Wireless Capacity Expansion Contract” by USD40 million (i.e., the total amount of guarantee not more than USD60 million), for a term commencing on the date on which the “UM Wireless Capacity Expansion Contract” came into effect upon execution and ending on the date on which performance of the obligations of ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” is completed, be approved.
- (2) That the term of the bank letter of guarantee issued for the Company in respect of the performance obligations by ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” be extended such that the new bank letter of guarantee shall be effective for not more than six years from 4 January 2015 (the date of issuance), be approved.
- (3) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute all pertinent legal contracts and documents.

The resolution was considered and approved at the Thirty-ninth Meeting of the Sixth Session of the Board of Directors held on 7 January 2016 by the Company 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 Provision of Guarantee for a Wholly-owned Subsidiary” published by the Company on 7 January 2016.

4. RESOLUTION OF THE COMPANY ON THE INVESTMENT IN ZTE CHANGSHA BASE PROJECT IN CHANGSHA HI-TECH ZONE AND PROPOSED EXECUTION OF THE PROJECT INVESTMENT CONTRACT

- (1) That the investment in and construction of the “ZTE Changsha Base” project in Changsha Hi-tech Zone by ZTE be approved;
- (2) That Mr. Hou Weigui, the legal representative, or his delegated signatory be authorised to execute relevant legal contracts and documents in relation to “ZTE Changsha Base” project.

The resolution was considered and approved at the Thirty-seventh Meeting of the Sixth Session of the Board of Directors held on 28 December 2015 by the Company 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 of External Investments” published by the Company on 28 December 2015.

5. RESOLUTION OF THE COMPANY ON THE INVESTMENT IN THE ZTE GUANGZHOU RESEARCH INSTITUTE PROJECT IN GUANGZHOU AND PROPOSED EXECUTION OF THE PROJECT COOPERATION AGREEMENT

- (1) That the investment in the ZTE Guangzhou Research Institute Project in Guangzhou by ZTE pursuant to the “ZTE Guangzhou Research Institute Project Cooperation Agreement” be approved;
- (2) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute legal contracts and documents pertaining to the ZTE Guangzhou Research Institute Project and to conduct further negotiations with the Guangzhou Municipal Government or its designated government organisation in respect of the project to confirm details and execute relevant supplemental agreements pursuant to the Project Cooperation Agreement.

The resolution was considered and approved at the Thirty-ninth Meeting of the Sixth Session of the Board of Directors held on 7 January 2016 by the Company 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 of External Investments” published by the Company on 7 January 2016.

Notes:

1. **The Company will close its H share register from Tuesday, 2 February 2016 to Wednesday, 2 March 2016 (both days inclusive)** to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM **shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 1 February 2016.**
2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip of EGM by hand, post or facsimile to the Company’s principal place of business in Hong Kong (for H shareholders) on or before Thursday, 11 February 2016. The principal place of business of the Company in Hong Kong is: 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Facsimile No.: +852-35898555).
3. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

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4. A shareholder entitled to attend and vote at the EGM shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.
5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.
6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
11 January 2016

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.