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**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中兴**  
**ZTE CORPORATION**  
**中兴通讯股份有限公司**

*(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 Sixth Session of the Board**
- (2) Proposed Election and Appointment of Shareholders' Representative  
Supervisors of the Sixth Session of the Supervisory Committee**
- (3) Proposed Amendment of the Articles of Association  
and**
- (4) Notice of the First Extraordinary General Meeting of 2013**

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A letter from the Board is set out in pages 4 to 12 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, 7 March 2013 is set out in pages 21 to 26 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, respectively. 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, 14 February 2013.

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## DEFINITIONS

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

“A Shares”	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on SZSE
“Articles of Association”	The articles of association of the Company
“Board”	The board of directors of the Company
“Candidate(s) for Director(s)”	Candidates for directors of the Sixth Session of the Board
“Candidate(s) for Supervisor(s)”	Candidates for shareholders’ representative supervisors of the Sixth Session of the Supervisory Committee
“Company”	ZTE Corporation, a joint stock limited company incorporated on 11 November 1997 under the PRC Company Law in the PRC, whose shares are listed on the SEHK and SZSE
“Company Law”	The Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	Members of the Board of Directors of the Company
“EGM”	The first extraordinary general meeting of the Company of 2013 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, 7 March 2013
“EGM Notice”	Notice of the First Extraordinary General Meeting of 2013
“H Shareholders”	Holders of H Shares
“H Shares”	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
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	14 January 2013, being the latest practicable date prior to the printing of this circular for determining certain information set out in this circular
“PRC”	People’s Republic of China

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## DEFINITIONS

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“RMB”	Renminbi, the statutory currency of the PRC
“SEHK”	The Stock Exchange of Hong Kong Limited
“Shares”	A Share(s) and H Share(s)
“Supervisor(s)”	Members of the Supervisory Committee of the Company
“Supervisory Committee”	Supervisory Committee of the Company
“SZSE”	The Shenzhen Stock Exchange
“Zhongxingxin”	Shenzhen Zhongxingxin Telecommunications Equipment Company Limited

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**EXPECTED TIMETABLE**

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*2013*

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

H Share register closed . . . . . Tuesday, 5 February to  
Wednesday, 6 March (both dates inclusive)

Latest date for lodging reply slips for the EGM . . . . . Thursday, 14 February

Latest time for lodging proxy forms for the EGM . . . . 9:00 a.m., Wednesday, 6 March

EGM . . . . . 9:00 a.m., Thursday, 7 March

H Share register re-opens . . . . . Thursday, 7 March

**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)**

*Executive Directors:*

Shi Lirong  
Yin Yimin  
He Shiyou

*Non-executive Directors:*

Hou Weigui  
Zhang Jianheng  
Xie Weiliang  
Wang Zhanchen  
Zhang Junchao  
Dong Lianbo

*Independent Non-executive Directors:*

Qu Xiaohui  
Wei Wei  
Chen Naiwei  
Tan Zhenhui  
Timothy Alexander Steinert

*Registered Address:*

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

*Principle place of business  
in Hong Kong:*

8/F Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

18 January 2013

*To the Shareholders*

Dear Sir or Madam,

- (1) Proposed Election and Appointment of Directors of  
the Sixth Session of the Board**
- (2) Proposed Election and Appointment of Shareholders' Representative  
Supervisors of the Sixth Session of the Supervisory Committee**
- (3) Proposed Amendment of the Articles of Association  
and**
- (4) Notice of the First Extraordinary General Meeting of 2013**

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## LETTER FROM THE BOARD

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### 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 and special resolutions to be proposed at the EGM in respect of, among others, the following matters:

1. Proposed Election and Appointment of Directors of the Sixth Session of the Board;
2. Proposed Election and Appointment of Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee; and
3. Proposed Amendment of the Articles of Association.

### II. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS OF THE SIXTH SESSION OF THE BOARD

At the Thirty-ninth Meeting of the Fifth Session of the Board of the Company held on 14 January 2013, it was resolved that the re-election of the Board will be held, as the term of office of the Fifth Session of the Board will conclude on 29 March 2013. Upon the recommendation of the Nomination Committee of the Board, the Fifth Session of the Board of the Company has nominated Mr. Hou Weigui, Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Shi Lirong, Mr. Yin Yimin and Mr. He Shiyu as candidates for Non-independent Directors of the Sixth Session of the Board of the Company, and Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert as candidates for Independent Non-executive Directors of the Sixth Session of the Board of the Company.

In accordance with the “Guidelines for the Establishment of the System of Independent Non-executive Directors in Listed Companies” 《關於在上市公司建立獨立董事制度的指導意見》 issued by the CSRC which stipulate that “the term of Independent Non-executive Directors of a listed company shall be the same as the term of other directors of that listed company, and Independent Non-executive Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office,” the term of office as candidates for Independent Non-executive Directors of the Sixth Session of the Board of Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chen Naiwei, who were first appointed Independent Non-executive Directors of the Fifth Session of the Board on 22 July 2009, will commence on 30 March 2013 and end on 21 July 2015 following the shareholders' resolution approving their appointments. The term of office as candidate for Independent Non-executive Director of the Sixth Session of the Board of Mr. Timothy Alexander Steinert, who intends to discontinue his office as Independent Non-executive Director of the Company after 29 June 2013 owing to his work arrangement as chief legal officer of Alibaba Group Holding Limited, will commence on 30 March 2013 and end on 29 June 2013 following the shareholders' resolution approving his appointment. Upon the conclusion of such term, the Company will actively identify candidates for Independent Non-executive Directors to replace Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert as Independent Non-executive Directors of the

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## LETTER FROM THE BOARD

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Company, in order to fulfill relevant requirements of the laws and the Articles of Association on the proportion of Independent Non-executive Directors on the Board. Candidates for Directors of the Sixth Session of the Board other than Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders' resolution approving their appointments.

Please refer to Annex 1 and Annex 3 for brief biographies and other information of the Candidates for Directors listed above.

Information on the aforesaid candidates for Independent Non-executive Directors will be submitted to SZSE and then tabled at the general meeting for consideration and voting if such information is approved by SZSE without dissent.

### **III. PROPOSED ELECTION AND APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

At the Twenty-sixth Meeting of the Fifth Session of the Supervisory Committee of the Company held on 14 January 2013, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Fifth Session of the Supervisory Committee will conclude on 29 March 2013. The Fifth Session of the Supervisory Committee of the Company has nominated Mr. Chang Qing and Ms. Xu Weiyan as candidates for Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee of the Company.

The candidates for Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders' resolution approving their appointments.

Please refer to Annex 2 and Annex 3 for brief biographies and other information of the candidates for Shareholders' Representative Supervisors.



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## LETTER FROM THE BOARD

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### IV. PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION

As a company incorporated in the PRC, the Company is obliged to ensure that its Articles of Association are in compliance with such applicable laws and guidelines of the PRC as relevant. The Company has proposed to amend the Articles of Association to comply with requirements under “Notice on Further Implementation of Proceedings pertaining to Cash Dividend Distributions by Listed Companies” 《關於進一步落實上市公司現金分紅有關事項的通知》 issued by the CSRC. The aforesaid amendment of the Articles of Association has been approved by the Board on 14 January 2013 and shall officially come into effect pending approval by the EGM.

#### **The original article**

**Article 234** The profit distribution policy of the Company shall be as follows:

(I) Reasonable investment returns for investors should be a key consideration in the profit distribution of the Company and continuity and stability should be maintained in its profit distribution policy;

(II) Cash dividends and other amounts payable by the Company to domestic shareholders shall be computed, declared and payable in RMB. Cash dividends and other amounts payable by the Company to H Shareholders shall be computed and declared in RMB and payable in Hong Kong Dollars. Foreign currency requirements of the Company for the payment of cash dividends and other amounts to holders of overseas-listed foreign shares shall be procured in accordance with the relevant national regulations on foreign exchange administration;

#### **The amended article**

**Article 234** The profit distribution policy of the Company shall be as follows:

(I) Reasonable investment returns for investors should be a key consideration in the profit distribution of the Company and continuity and stability should be maintained in its profit distribution policy;

(II) Cash dividends and other amounts payable by the Company to domestic shareholders shall be computed, declared and payable in RMB. Cash dividends and other amounts payable by the Company to H Shareholders shall be computed and declared in RMB and payable in Hong Kong Dollars. Foreign currency requirements of the Company for the payment of cash dividends and other amounts to holders of overseas-listed foreign shares shall be procured in accordance with the relevant national regulations on foreign exchange administration;

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## LETTER FROM THE BOARD

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### **The original article**

(III) Dividends may be distributed by the Company by way of cash and/or shares. Interim cash dividend may be distributed. Accumulated distribution of profit by way of cash by the Company in the three preceding years shall be no less than 30% of the annual average profit available for distribution realised in those three preceding years;

### **The amended article**

(III) Dividends may be distributed by the Company by way of cash and/or shares. Interim cash dividend may be distributed. Accumulated distribution of profit by way of cash by the Company in the three preceding years shall be no less than 30% of the annual average profit available for distribution realised in those three preceding years.

**The Company may conduct cash dividend distributions subject to the following conditions:**

- 1. The Company having reported positive profit available for distribution for the year (namely profit after taxation after making up for losses and allocations for reserve funds) with ample cash flow and the distribution of cash dividends not affecting the normal operation and long-term development of the Company;**
- 2. The auditor having furnished a standard, unqualified audit report in respect of the Company's financial report for the year;**
- 3. The Company having reported a sound gear ratio and having no significant investment plans or significant cash expenditure for the next 12 months in relation to any proposed external investments, asset acquisitions or purchases of equipment with an aggregate expenditure reaching or exceeding 10% of the Company's latest audited net assets.**

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## LETTER FROM THE BOARD

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### The original article

(IV) Where the Board of Directors of the Company has not made any proposal for cash profit distribution, the reason for the non-distribution and the use of the undistributed funds retained by the Company should be disclosed in its periodic reports, and the Independent Non-executive Directors should furnish an independent opinion thereon; and

### The amended article

**(IV) Profit distribution shall be carried out first and foremost in the form of cash distribution. Depending on the actual conditions of the Company, profit distribution may alternatively be carried out by way of bonus share distribution. Bonus share distribution may be implemented independently or in combination with cash dividend distribution. In determining the specific amount for profit distribution by way of bonus share distribution, sufficient consideration should be given to whether the total share capital after the distribution of profit by way of share issue will be compatible with the current scale of business and rate of profit growth, so as to ensure that the distribution plan is in line with the overall and long-term interests of all shareholders.**

**(V) The Board of the Company shall take into full consideration the opinion of the Independent Non-executive Directors when formulating proposals for the Company's profit distribution, and an independent opinion shall be furnished by the Independent Non-executive Directors;** where the Board of Directors of the Company has not made any proposal for cash profit distribution, the reason for the non-distribution and the use of the undistributed funds retained by the Company should be disclosed in its periodic reports, and the Independent Non-executive Directors should furnish an independent opinion thereon.

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## LETTER FROM THE BOARD

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### The original article

(V) Where fund appropriation by a shareholder against regulation has been identified, deductions should be made by the Company against the cash dividend which should otherwise be distributed to such shareholder in reimbursement of the funds appropriated.

### The amended article

(VI) Where fund appropriation by a shareholder against regulation has been identified, deductions should be made by the Company against the cash dividend which should otherwise be distributed to such shareholder in reimbursement of the funds appropriated.

(VII) **The Company shall implement the profit distribution policy stipulated in these Articles and profit distribution plans considered and approved at general meetings in a stringent manner. Where it becomes genuinely necessary to adjust the stated profit distribution policy and profit distribution plans considered and approved at general meetings, such adjustments shall be discussed at and approved by the Board of the Company (with the Independent Non-executive Directors furnishing an independent opinion) and then submitted to the general meeting for consideration and approval by way of a special resolution before implementation.**

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## LETTER FROM THE BOARD

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### The original article

### The amended article

**(VIII) Following the statutory announcement of the profit distribution plan, the Company shall give sufficient consideration to the opinions and suggestions of shareholders in general and the minority shareholders in particular. When the profit distribution plan is being considered at the general meeting, the Company shall provide multiple means (including but not limited to attendance in person at the general meeting, the Internet and investors' hotline, etc) to receive suggestions in relation to the profit distribution plan furnished by shareholders in general and the minority shareholders in particular and shall give sufficient consideration to the opinions and demands of minority shareholders.**

To authorize any Director of the Company or the Secretary to the Board to deal with the filing, modification and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association on behalf of the Company.

### V. EGM

#### **EGM Notice, Proxy Form and Reply Slip**

An EGM will be convened by the Company on Thursday, 7 March 2013 at 9:00 am 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, among others, the following resolutions: (i) Proposed Election and Appointment of Directors of the Sixth Session of the Board; (ii) Proposed Election and Appointment of Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee; (iii) Proposed Amendment of the Articles of Association. The EGM Notice is set out in pages 21 to 26 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, respectively. 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

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## LETTER FROM THE BOARD

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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, 14 February 2013.

### **Close of share register**

The Company will close its H share register from Tuesday, 5 February 2013 to Wednesday, 6 March 2013 (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 Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 4 February 2013.

### **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 re-election and appointment of Directors and Supervisors shall be determined by way of accumulative voting, whereby each candidate for Director and each candidate for Shareholders' Representative Supervisor shall be voted upon on an individual basis.

## **VI. 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 Sixth Session of the Board, (ii) Proposed Election and Appointment of Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee, (iii) Proposed Amendment of the Articles of Association 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.

By Order of the Board  
**Hou Weigui**  
**ZTE Corporation**  
*Chairman*

Shenzhen, the PRC

**I. BRIEF BIOGRAPHIES OF CANDIDATES FOR NON-INDEPENDENT DIRECTORS**

**Mr. Hou Weigui**, born 1941, worked with China Aerospace Factory No. 691 as head of the technology division prior to 1984. In 1984, he went to Shenzhen to establish Shenzhen Zhongxing Semiconductor Co., Ltd., serving as general manager of the company. He was President of the Company from October 1997 to February 2004 and has been Chairman of the Company since February 2004. Mr. Hou has extensive experience in the telecommunications sector and in corporate and business management.

**Mr. Zhang Jianheng**, born 1961, graduated from Dalian Institute of Technology in 1982 majoring in Chemical Machinery and 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. He was appointed director of China Lucky Film Corporation in 1996, and went on to serve as deputy general manager and general manager of that company until 2011. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd. 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 26 2012, and has been Vice Chairman of the Company since April 2012. Mr. Zhang brings with him a wealth of experience in management and operation.

**Mr. Xie Weiliang**, born 1956, graduated from the Faculty of Politics, National University of Defense Technology in 1982 and holds the title of professor. Mr. Xie served as the head of Nanjing Aerospace Management Cadres Institute from 2001 to 2003, and as director and general manager of Aerospace Technology Shenzhen (Group) Co., Ltd. and general manager of Shenzhen Aerospace Guangyu Industrial Company Limited since 2003. He has been Vice Chairman of the Company since February 2004 and is concurrently chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. Mr. Xie has substantial experience in management and business operations.

**Mr. Wang Zhanchen**, born 1952, graduated from Xi'an Artillery Engineering Institute in 1976 and holds the title of senior engineer. Mr. Wang served as factory manager of Beijing Xinghua Machinery Factory of China Academy of Launch Vehicle Technology during 1997 to 2001. He has been vice chairman of China Aerospace Times Electronics Co., Ltd. since June 2008 and Non-executive Director of the Company since March 2010. Mr. Wang has substantial experience in management and business operations.

**Mr. Zhang Junchao**, born 1953, graduated from Department (I) of Electronic and Wireless Engineering, Xi'an Jiaotong University in 1977 and holds the title of researcher. Mr. Zhang served as the deputy head of Foundational Electronic Technology Institute of China Aerospace Science and Technology Corporation from 2000 to March 2003, and has been head of Shaanxi Management Division of China Aerospace Times Electronics Corporation (renamed as "China Academy of Aerospace Electronics Technology") and

head of Xi'an Microelectronics Technology Institute since May 2003. He has been deputy head of China Academy of Aerospace Electronic Technology since September 2010 and Non-executive Director of the Company since February 2004. He is concurrently vice chairman of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. Mr. Zhang has substantial experience in management and business operations.

**Mr. Dong Lianbo**, born 1957, graduated from Northeastern University majoring in Business Administration in 2001 and holds the titles of researcher-grade senior engineer. Mr. Dong served as director and deputy general manager of Shenyang Aerospace Xinguang Group from 2001 to 2002, deputy team head of the Shenzhen Business Integration Working Group of China Aerospace Science and Industry Corporation from 2002 to 2003 and director and deputy general manager of Aerospace Technology Shenzhen (Group) Co., Ltd. since 2003. He has been Non-executive Director of the Company since February 2004. He is concurrently director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. Mr. Dong has substantial experience in management and business operations.

**Mr. Shi Lirong**, born 1964, graduated from Tsinghua University in 1984 majoring in wireless and information technology with a bachelor degree and Shanghai Jiaotong University in 1989 majoring in telecommunications and electronic engineering with a master degree, and 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 Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. He was in charge of the Company's overall marketing operations from 1997 to 2007 and, since 2007, the Company's global sales. He has been an 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 22 years of management experience.

**Mr. Yin Yimin**, 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 degree in engineering, majoring in telecommunications and electronic systems, and 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 Shenzhen Zhongxingxin Telecommunications Equipment Company Limited between 1993 and 1997. From 1997 to March 2010 he served as the Company's Vice President, Senior Vice President and President, being 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 has many years of experience in the operation of telecommunications business and over 22 years of management experience.

**Mr. He Shiyu**, born 1966, graduated from Beijing University of Posts and Telecommunications in 1990 with a master degree in engineering, specializing in electromagnetic field and microwave technology, and holds the title of senior engineer. Mr. He joined Shenzhen Zhongxingxin Telecommunications Equipment Company Limited



in 1993 and previously was the chief engineer of the Nanjing Research Centre and deputy head of the Shanghai Research Centre. He was the Company's Vice President from 1998 to 1999, responsible for divisions such as research and development and marketing. Since 1999, he has served as a Senior Vice President of the Company, and has been responsible for the Second Sales Division and the Handset Department of the Company. He has been an Executive Director of the Company since February 2001. He has many years of experience in the telecommunications industry as well as over 20 years of management experience.

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

**Ms. Qu Xiaohui**, born 1954, graduated from Xiamen University in July 1989 with a doctorate degree in Economics (Accounting) and holds the title of accounting professor. She was awarded Fulbright Scholar by Fulbright. Ms. Qu is the first female PhD in accounting and female tutor for doctorate candidates in accounting in China, and the promoter of the project hypothesis procedure for the creation of a professional master's degree in accounting (MPAcc) in China. She is currently head of the research center for accounting development at Xiamen University (a key research base for arts disciplines designated by the Ministry of Education) and head of Financial Management and Accounting Research Institute of Xiamen University (a "National 985" Innovative Base for Philosophy and Social Science). Since August 1989, she has been engaged in teaching and academic research at the Department of Accounting of Xiamen University. She has been Independent Non-executive Director of the Company since July 2009. Ms. Qu is concurrently independent non-executive director of Yunnan Baiyao Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange), Taikang Life Insurance Co., Ltd. and Guangzhou Baiyun Electric Equipment Co., Ltd. and chief financial advisor of Xiamen NetinNet Software Co., Ltd. Ms. Qu is well qualified, both academically and professionally, and vastly experienced in the finance sector.

**Mr. Wei Wei**, born 1965, graduated from Huazhong University of Science and Technology in 2004 with a doctorate degree in management science and engineering. Mr. Wei was a post-doctorate fellow at Chinese Economic Research Centre at the Peking University from July 2004 to June 2006. Mr. Wei has worked in Xinjiang Technology College and Xinjiang University. He was assistant to the Dean of Shenzhen School of Business of Peking University from July 2006 to September 2007 and associate dean of HSBC Business School of Peking University and the head of the Research Centre of Doers' Group Business Model of HSBC Business School of Peking University since October 2007. He has been Independent Non-executive Director of the Company since July 2009. Mr. Wei is concurrently independent non-executive director of Changyuan Group Company Limited (a company listed on Shanghai Stock Exchange), Dalian Zhangzidao Fishery Group Company Limited (a company listed on Shenzhen Stock Exchange) and Telling Telecommunication Holding Co., Ltd. (a company listed on Shenzhen Stock Exchange). Mr. Wei is well qualified, both academically and professionally, and vastly experienced in corporate management.

**Mr. Chen Naiwei**, born 1957, graduated from the Graduate School of Macau University of Science and Technology in 2007 with a doctorate degree in Law. Mr. Chen holds the title of professor in Law and is a qualified lawyer in China. Mr. Chen has served as head of the Law Faculty and head of the Intellectual Property Research Centre of Shanghai Jiaotong University. He has been a partner and senior lawyer of Shanghai Allbright Law Offices since 2001. Mr. Chen has been an Independent Non-executive Director of the Company since July 2009 and is concurrently independent non-executive director of Shanghai Pharmaceuticals Holding Co., Ltd. (a company listed on the Shanghai Stock Exchange) and Shanghai Taisheng Wind Power Equipment Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Mr. Chen is well qualified, both academically and professionally, and vastly experienced in the legal sector.

**Mr. Tan Zhenhui**, born 1944, graduated from Southeast University in 1987 with a doctorate degree in engineering, specialising in telecommunications and electronic systems and holds the title of professor. Mr. Tan is currently the Chairman of the Academic Committee and a professor of Beijing Jiaotong University, where he has been working since August 1982 and served as faculty dean, vice chancellor and chancellor. He has been Independent Non-executive Director of the Company since March 2010 and is concurrently independent non-executive director of Jiangsu Tongding Optic-Electronic Stock Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Mr. Tan is well qualified, both academically and professionally, and vastly experienced in the telecommunications sector.

**Mr. Timothy Alexander Steinert (石義德)**, born 1960, is a United States national with Hong Kong permanent resident status. Mr. Steinert obtained a bachelor's degree from Yale University in 1983 and a doctorate degree from Columbia University in 1989. Mr. Steinert is a qualified lawyer in both Hong Kong and New York, the United States. From 1999 to 2007, he was a partner in the corporate department of Freshfields Bruckhaus Deringer (Hong Kong). He has been the chief legal officer of Alibaba Group Holding Limited since July 2007 and Independent Non-executive Director of the Company since June 2010. Mr. Steinert is well qualified, both academically and professionally, and vastly experienced in the legal sector.

**Mr. Chang Qing**, born 1955, graduated from the Department of Physics of the Northwest University specializing in semi-conductor in February 1982 and obtained a bachelor of science degree. Mr. Chang holds the title of senior engineer. From March 1993 to August 1996 he was executive deputy general manager of Shenzhen Zhongxing WXT Equipment Company Limited. He was general manager of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited overseeing the northeastern regional market from September 1996 to October 1997, general manager of the Company overseeing the northeastern regional market and Head of the 7th Marketing Department from November 1997 to February 2000, and general manager of Shaanxi Zhongxing Bailv Environmental Protection and Engineering Company Limited\*(陝西中興百綠環保工程有限責任公司) from March 2000 to March 2008. He is currently assistant to the general manager and chairman of the workers' union of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited.

**Ms. Xu Weiyan**, born 1962, graduated from the Department of History of Liaoning Normal University in July 1988 with a bachelor's degree in History and qualified as an economist. From 1989 to 1993 she worked with Shenzhen Zhongxing Semiconductor Co., Ltd. From 1993 to 1997 she worked with Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, holding various positions such as secretary to the company's finance committee and deputy director of the president's office. She joined the Company in 1997 and had been Head of the Tender Department. She is currently working with the logistics and administration departments of the Company.

\* *English translation denotes for identification purposes only.*

**ANNEX 3 OTHER INFORMATION RELATING TO THE CANDIDATES FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS**

**I. INTERESTS OF DIRECTORS AND SUPERVISORS**

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

<b>Name</b>	<b>Position</b>	<b>Number of shares held</b>	<b>Class of shares</b>
<b>Candidates for Directors</b>			
Hou Weigui	Chairman	1,297,472	A Shares of the Company
Zhang Jianheng	Vice Chairman	Nil	Nil
Xie Weiliang	Vice Chairman	32,760	A Shares of the Company
Wang Zhanchen	Director	Nil	Nil
Zhang Junchao	Director	32,760	A Shares of the Company
Dong Lianbo	Director	32,760	A Shares of the Company
Shi Lirong	Director and Chief Executive Officer	410,511	A Shares of the Company
Yin Yimin	Director	632,833	A Shares of the Company
He Shiyong	Director and Executive Vice President	344,940	A Shares of the Company
Qu Xiaohui	Independent Non-executive Director	Nil	Nil
Wei Wei	Independent Non-executive Director	Nil	Nil
Chen Naiwei	Independent Non-executive Director	Nil	Nil
Tan Zhenhui	Independent Non-executive Director	Nil	Nil
Timothy Alexander Steinert	Independent Non-executive Director	Nil	Nil
<b>Candidates for Supervisors</b>			
Chang Qing	Assistant to general manager and chairman of the workers’ union of Zhongxingxin	1,000,000	Shares of Shaanxi Zhongxing Bailu Environmental Protection and Engineering Company Limited* (陝西中興百綠環保工程有限責任公司), a subsidiary of Zhongxingxin, the controlling shareholder of the company
Xu Weiyang	Supervisor	9,199	A Shares of the Company

\* English translation denotes for identification purposes only.

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**ANNEX 3            OTHER INFORMATION RELATING TO THE CANDIDATES  
FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS**

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*Note:* As at the Latest Practicable Date, Mr. Chang Qing did not hold any office at the Company. Positions held by other candidates for Directors and candidates for Shareholders' Representative Supervisors were positions held at the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Candidates for Directors and the Candidates for Supervisors had any interests or short positions 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) which were required to be notified to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under the SFO), or which were required to be recorded in the register to be kept under Section 352 of the SFO or notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Hong Kong Listing Rules.

As at the Latest Practicable Date, none of the Candidates for Directors and Candidates for Supervisors and their respective spouses and children under 18 years of age had been granted by the Company or had exercised any right to subscribe for shares or debentures of the Company or any of its associated corporations.

## **II. RELATIONSHIP WITH SUBSTANTIAL OR CONTROLLING SHAREHOLDER, OTHER DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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 and controlling shareholders of the Company:

<b>Name</b>	<b>Name of Shareholders</b>	<b>Position with the Shareholders</b>
Xie Weiliang	Zhongxingxin	Chairman
Zhang Junchao	Zhongxingxin	Vice chairman
Dong Lianbo	Zhongxingxin	Director
Chang Qing	Zhongxingxin	Assistant to general manager and chairman of the workers' union of Zhongxingxin

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

**III. SERVICE AGREEMENTS AND ALLOWANCES**

There will not be any service contract between the Supervisors and the Company but the Supervisors will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Upon re-election, each of the re-elected Directors will enter into a service contract with the Company for a term of three years from the date of re-election. The allowances payable to each of the Directors and Supervisors will be determined and reviewed by the Board or the Supervisory Committee (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 the general meeting.

**IV. 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 or Candidates for Supervisors has held any directorship in any other listed companies or other major appointments or professional qualifications in the past three years.

**V. OTHERS**

Save as disclosed in this circular, as at the Latest Practicable Date, so far as the Directors of the Company are aware, there are 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.

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2013

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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2013

*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 2013 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be held on site in accordance with the resolution passed at the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of the Company held on 14 January 2013. Details of the EGM are set out below:

### **I. INFORMATION REGARDING THE EGM**

#### **(I) Date and time of meeting**

The EGM will commence at 9:00 a.m. on Thursday, 7 March 2013.

#### **(II) Venue**

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

**(IV) Legal and regulatory compliance of the convening of the meeting**

The Fifth Session of the Board of Directors of the Company gives assurance that the EGM 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 EGM.

**(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 Monday, 4 February 2013 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”);
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Monday, 4 February 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, 5 February 2013 to Wednesday, 6 March 2013 (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 Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 4 February 2013.



**II. MATTERS TO BE CONSIDER AT THE EGM**

The following resolutions will be considered at the EGM:

**Ordinary Resolutions****1. To consider the “Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Sixth Session of the Board of Directors.”**

At the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of the Company held on 14 January 2013, it was resolved that the re-election of the Board of Directors will be held, as the term of office of the Fifth Session of the Board of Directors will conclude on 29 March 2013. Upon the recommendation of the Nomination Committee of the Board of Directors, the Fifth Session of the Board of Directors of the Company has nominated Mr. Hou Weigui, Mr. Zhang Jianheng, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Shi Lirong, Mr. Yin Yimin and Mr. He Shiyou as candidates for Non-independent Directors of the Sixth Session of the Board of Directors of the Company, and Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert as candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of the Company.

In accordance with the “Guidelines for the Establishment of the System of Independent Non-executive Directors in Listed Companies” 《關於在上市公司建立獨立董事制度的指導意見》 issued by the China Securities Regulatory Commission (“CSRC”) which stipulate that “the term of Independent Non-executive Directors of a listed company shall be the same as the term of other directors of that listed company, and Independent Non-executive Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office,” the term of office as candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of Ms. Qu Xiaohui, Mr. Wei Wei and Mr. Chen Naiwei, who were first appointed Independent Non-executive Directors of the Fifth Session of the Board of Directors on 22 July 2009, will commence on 30 March 2013 and end on 21 July 2015 following the shareholders’ resolution approving their appointments. The term of office as candidate for Independent Non-executive Director of the Sixth Session of the Board of Mr. Timothy Alexander Steinert, who intends to discontinue his office as Independent Non-executive Director of the Company after 29 June 2013 owing to his work arrangement as chief legal officer of Alibaba Group Holding Limited, will commence on 30 March 2013 and end on 29 June 2013 following the shareholders’ resolution approving his appointment. Upon the conclusion of such term, the Company will actively identify candidates for Independent Non-executive Directors to replace Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert as Independent Non-executive Directors of the Company, in order to fulfill relevant requirements of the laws and the Articles of Association on the proportion of Independent Non-executive Directors on the Board of Directors. Candidates for Directors of the Sixth Session of the Board of Directors other than Ms. Qu Xiaohui,

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Mr. Wei Wei, Mr. Chen Naiwei and Mr. Timothy Alexander Steinert shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 18 January 2013 for brief biographies of the candidates for Directors aforementioned.

The Company will submit the information on the aforesaid candidates for Independent Non-executive Directors to the Shenzhen Stock Exchange and then tabled at the general meeting for consideration and voting if such information is approved by the Shenzhen Stock Exchange without dissent.

**2. To consider the "Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee."**

At the Twenty-sixth Meeting of the Fifth Session of the Supervisory Committee of the Company held on 14 January 2013, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Fifth Session of the Supervisory Committee will conclude on 29 March 2013. The Fifth Session of the Supervisory Committee of the Company has nominated Mr. Chang Qing and Ms. Xu Weiyan as candidates for Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee of the Company.

The candidates for Shareholders' Representative Supervisors of the Sixth Session of the Supervisory Committee shall serve a term commencing on 30 March 2013 and ending on 29 March 2016 following the shareholders' resolution approving their appointments.

Please refer to the circular of the Company dated 18 January 2013 for brief biographies of the candidates for Shareholders' Representative Supervisors aforementioned.

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 and each candidate for Shareholders' Representative Supervisor shall be voted upon on an individual basis.

### **Special Resolution**

**3. To consider and approve the "Resolution on the Amendment of Relevant Clauses of the Articles of Association."**

To consider and, if thought fit, approve the proposed amendments to the Articles of Association set out in the circular of the Company dated 18 January 2013.

### **III. REGISTRATION AT THE EGM**

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

Shareholders intending to attend the EGM should complete and sign the reply slip and return the same to the Company by hand, post or facsimile (to the address or facsimile number set out below, as the case may be) on or before Thursday, 14 February 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 meeting may entrust one or more person(s) (whether or not a shareholder) as his proxy (ies) to attend and vote at the meeting 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 meeting, 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 EGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the

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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 meeting 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 EGM is expected to last less than one day; all accommodation, travel and expenses relating to attendance of the meeting shall be borne by the attendees.

(II) EGM contact person: You Tingting

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

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

#### V. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the Thirty-ninth Meeting of the Fifth Session of the Board of Directors of ZTE Corporation.

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

By Order of the Board  
**Hou Weigui**  
Chairman

Shenzhen, the PRC  
18 January 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.*