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**ZTE CORPORATION**

**中興通訊股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 763)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

*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 2015 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened at 9 a.m., on Wednesday, 25 November 2015 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 25 September 2015, unless otherwise required by the context):

### **Ordinary Resolutions**

#### **1. Resolution of the Company on the election of non-independent directors**

Mr. Xie Weiliang, Mr. Dong Lianbo, Mr. He Shiyong, Mr. Wang Zhanchen and Mr. Zhang Junchao, Directors of the Company, planned to resign in the near future from their respective directorships with the Company and positions as members of the specialised committees under the Board of Directors, for reasons of changes in duties in the cases of Mr. Xie Weiliang, Mr. Dong Lianbo and Mr. He Shiyong and owing to retirement in the cases of Mr. Wang Zhanchen and Mr. Zhang Junchao. To prevent the performance of duties by the Board of Directors of the Company from being affected by the simultaneous resignations of several Directors, the aforesaid Directors have consented to continue the performance of their duties as Directors until the election of new Directors at the general meeting of the Company, and to officially submit respective “Resignation Reports” before such election of new Directors at the general meeting of the Company. As the aforesaid Directors planned to resign in the near

future as Directors of the Company, the Sixth Session of the Board of Directors of the Company nominates Mr. Wang Yawen, Mr. Tian Dongfang, Mr. Luan Jubao, Mr. Zhan Yichao, Mr. Zhao Xianming as the candidates for non-independent directors of the Sixth Session of the Board of Directors of the Company, whereby Mr. Wang Yawen, Mr. Tian Dongfang, Mr. Luan Jubao, Mr. Zhan Yichao as candidates for non-executive directors, Mr. Zhao Xianming as candidate for executive director, for a term commencing on the date on which the resolution is considered and approved at the EGM upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016).

Please refer to the circular of the Company dated 25 September 2015 for brief biographies and other information relating to the candidates for non-independent directors listed above.

In accordance with relevant provisions of the Articles of Association, the resolution shall be determined by way of accumulative voting, whereby each candidate for non-independent director shall be voted upon on an individual basis.

## **2. Resolution of the Company on continuing connected transactions in respect of the purchase of raw materials from Mobi Antenna (a connected person)**

That the 2016-2018 Purchase Framework Agreement proposed to be entered into between the Company and Mobi Antenna, a connected person, in respect of the purchase of products such as various communications antennas, radio frequency modules, feeder cables, terminal antennas and other products, with the maximum aggregate amount of transactions for the purchase of raw materials by the Group from Mobi Antenna under the framework agreement for each year from 2016 to 2018 estimated at RMB1,700 million, RMB1,900 million and RMB2,100 million (excluding VAT), respectively, be approved; with the view that the terms of the 2016-2018 Purchase Framework Agreement have been arrived at after arm's length negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **3. Resolution of the Company on continuing connected transactions in respect of the provision of financial services to Mobi Antenna (a connected person)**

That the 2016-2018 Financial Service Agreement proposed to be entered into between ZTE Group Finance, a wholly-owned subsidiary of the Company, and Mobi Antenna, a connected person, with the estimated maximum daily balance (principal cum interest) of outstanding discounted bills under the bill discounting service provided by ZTE Group Finance to Mobi Antenna under the agreement for each year from 2016 to 2018 estimated at RMB400 million, RMB450 million and RMB500 million, respectively, be approved; with the view that the terms of the 2016-2018 Financial Service Agreement have been arrived at after arm's length

negotiations on normal commercial terms in the ordinary course of business, and that the transaction terms and annual caps for transaction amounts for each year from 2016 to 2018 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The above resolutions of No.2 and No.3 were considered and approved at the Thirty-first Meeting of the Sixth Session of the Board of Directors held on 22 September 2015 and it was approved that the resolutions be tabled at the general meeting of the Company for consideration. For details, please refer to the Overseas Regulatory Announcement published by the Company on 22 September 2015.

*Notes:*

**1. The Company will close its H share register from Monday, 26 October 2015 to Tuesday, 24 November 2015 (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., Friday, 23 October 2015.**

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 Wednesday, 4 November 2015. 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.

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  
25 September 2015

*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, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.*