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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)

Resolutions of the Twenty-third Meeting of the Fifth Session of the Board of Directors

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

ZTE Corporation (hereinafter referred to as the "Company") issued the "Notice of convening the Twenty-third Meeting of the Fifth Session of the Board of Directors" to all the Directors of the Company by electronic mail and telephone on 13 October 2011. The Twenty-third Meeting of the Fifth session of the Board of Directors of the Company (the "Meeting") was convened by way of video conference at the Shenzhen headquarters of the Company, Beijing, Shanghai, Chongqing and Holland on 27 October 2011. Of the 14 Directors required to attend the meeting, 9 directors attended in person and 5 director appointed proxy to attend on his behalf. Mr. Lei Fanpei, Vice Chairman, was unable to attend the Meeting due to work reasons, and has authorized in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf. Mr. Zhang Junchao, Director, was unable to attend the Meeting due to work reasons, and has authorized in writing Mr. Wang Zhanchen, Director, to vote on his behalf. Ms. Qu Xiaohui, Independent Director, was unable to attend the Meeting due to work reasons, and had authorized Mr. Tan Zhenhui, Independent Director, to vote on her behalf. Mr. Wei Wei, Independent Director, was unable to attend the Meeting due to work reasons, and had authorized Mr. Chen Naiwei, Independent Director, to vote on his behalf. Mr. Timothy Alexander Steinert, Independent Director, was unable to attend the Meeting due to work reasons, and had authorized Mr. Chen Naiwei, Independent Director, to vote on his behalf. The meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, and was legal and valid.

The following resolutions were considered and passed at the Meeting:

I. Consideration and approval of the “Report of the Company on the Preparation of the Third Quarterly Report 2011”

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

II. Consideration and approval of the “Resolutions of the Company on Continuing Connected Transactions, the details of which are as follows:

1. That the “Framework Purchase Agreement for 2012” proposed to be entered into between ZTE Kangxun Telecom Company, Limited, a subsidiary of the Company, on the one hand and connected party Mobi Antenna Technologies (Shenzhen) Co., Ltd. on the other in respect of the purchase of products such as various communications antennas and radio frequency modules with the cap of aggregated transaction amounts for 2012 under the framework agreement estimated at RMB600 million (before VAT) be hereby approved;

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

2. That the “Framework Purchase Agreements” proposed to be entered into between the Company and its subsidiaries on the one hand and connected party Shenzhen Ruide Electronic Industrial Company, Limited on the other in relation to the purchase of products such as handset batteries, rechargers and data cables with the cap of aggregated transaction amounts for 2012 estimated at RMB1.2 billion (before VAT) be hereby approved.

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

3. That the “Framework Purchase Agreements” proposed to be entered into between the Company and its subsidiaries on the one hand and connected party Shenzhen Lead Communications Company, Limited on the other in relation to the purchase of products such as liquid crystal modules (LCM) with the cap of aggregated transaction amounts for 2012 estimated at RMB1.05 billion (before VAT) be hereby approved.

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

Having reviewed the aforesaid matter relating to continuing connected transactions prior to the Meeting, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert, Independent Directors of the Company, as well the Audit Committee of the Board of Directors, have agreed to submit the aforesaid connected transaction framework agreements to the Meeting for consideration.

Independent Directors of the Company Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert as well the Audit Committee of the Board of Directors, furnished the following opinion on the aforesaid connected transaction framework agreements:

The aforesaid connected transactions, having been reviewed under proper procedures, are necessary, in compliance with ordinary commercial terms and conducted at fair pricing, and are in the interests of the Company.

Please refer to the announcements of “Overseas Regulatory Announcement” published on the even date of this Announcement for details of the aforesaid Connected Transactions.

Notes:

1. According to relevant provisions of the Rules Governing the Listing of Securities on Shenzhen Stock Exchange (the “Shenzhen Listing Rules”), the connected relationship of Mr. Qu Deqian, supervisor of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited (“Zhongxingxin”), controlling shareholder of the Company, with the Company in his capacity as a director of Mobi Antenna falls within the meaning of Paragraph (III) of Rule 10.1.3 of the Shenzhen Listing Rules. Mobi Antenna is not a connected person of the Company as defined under the Hong Kong Listing Rules.

2. According to relevant provisions of the Shenzhen Listing Rules, Shenzhen Ruide Electronic Industrial Company, Limited (“Ruide”) and Shenzhen Lead Communications Company, Limited (“Lead”) are not deemed as connected parties of the Company.

(1) Ruide is the Company’s connected person pursuant to Rule 14A.11(5) of the Hong Kong Listing Rules as its substantial shareholder, Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited (“Zhongxing Xindi”), is a connected person at the level of the Company by virtue of its 23% equity interest in Ruide. (Note: As a non-wholly owned subsidiary of Zhongxingxin, Zhongxing Xindi is an associate (within the meaning of the Hong Kong Listing Rules) of Zhongxingxin. Zhongxingxin holds 70% equity interests in Zhongxing Xindi. As Zhongxingxin is the controlling shareholder (as well as one of the promoters) of the Company, Zhongxing Xindi constitutes a connected person of the Company as an associate of Zhongxingxin.)

(2) Lead is a connected person of the Company pursuant to Rule 14A.11(5) of the Hong Kong Listing Rules, as its substantial shareholder Zhongxingxin (holding 22.5% equity interests in Lead) is the controlling shareholder of the Company and a connected person of the Company according to Hong Kong Listing Rules.

III. Consideration and approval of the “Resolution on Determining the Internal Control Audit Firm and Fixing the Internal Control Audit Fees for 2011,” the details of the which are as follows:

1. That Ernst & Young Hua Ming be appointed as the internal control audit firm of the Company for 2011 be hereby approved;

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

2. That the 2011 internal control audit fee of Ernst & Young Hua Ming shall be RMB 0.9 million (inclusive of expenses on transportation, accommodation, meals and communications relating to the internal control auditing) be hereby approved.

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

By Order of the Board
Hou Weigui
Chairman

Shenzhen, PRC
27 Oct 2011

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, Lei Fanpei, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.