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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)**

**Announcement of the Resolutions of  
the First Extraordinary General Meeting of 2010**

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

The First Extraordinary General Meeting of 2010 (hereinafter referred to as the "EGM") of ZTE Corporation (hereinafter referred to as the "Company") was held at the venue on 30 March 2010. Details in respect of the resolutions and voting of the EGM were as follows:

**I. IMPORTANT NOTICE**

There was no addition, rejection or amendment to any proposed resolution during the EGM.

**. INFORMATION REGARDING THE EGM**

**1. Time of meeting**

The EGM was held from 9: 00 a.m. to 10:30 a.m. on 30 March 2010.

**2. Venue**

The EGM was held at the Conference Room on 4th Floor, Block A of the Company's headquarters in Shenzhen.

**3. Mode of meeting**

The EGM was convened with on-site voting.

**4. Convener**

The EGM was convened by the Board of Directors of the Company.

**5. Chairman**

The EGM was presided over by Mr. Hou Weigui, Chairman of the Company.

6. The convening of the EGM was legal and valid, having complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China, the Rules Governing Listing of Stocks on Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of ZTE Corporation.

**III. INFORMATION REGARDING ATTENDANCE AT THE EGM**

Overall Attendance

20 Shareholders (including proxies), holding 854,007,393 shares, accounting for 46.38% of the total number of shares carrying voting rights of the Company.

Of which:

(1) Attendance of holders of domestic shares (A shares)

19 holders (including proxies) of A shares, holding 676,498,632 shares, accounting for 45.35% of the total A shares carrying voting rights of the Company.

(2) Attendance of holders of overseas-listed foreign shares (H shares)

1 holder (including proxies) of H shares, holding 177,508,761 shares, accounting for 50.75% of the total number of H shares carrying voting rights of the Company.

#### **IV. CONSIDERATION AND VOTING OF PROPOSED RESOLUTIONS**

The following proposed resolutions were considered and passed by voting by ballot at the EGM:

##### Ordinary Resolutions

(I) To consider and approve on an individual basis the “Resolution of the Company on the Re-election of the Board of Directors of the Company and Election of Directors of the Fifth Session of the Board of Directors”

1.1 To elect by way of accumulative voting Mr. Hou Weigui as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 834,355,711 shares, accounting for 97.70% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 157,857,079 shares, accounting for 88.93% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.2 To elect by way of accumulative voting Mr. Xie Weiliang as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 830,630,731 shares, accounting for 97.26% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,132,099 shares, accounting for 86.83% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.3 To elect by way of accumulative voting Mr. Lei Fanpei as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 831,365,391 shares, accounting for 97.35% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

#### (1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

#### (2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,866,759 shares, accounting for 87.24% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.4 To elect by way of accumulative voting Mr. Zhang Junchao as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 830,570,611 shares, accounting for 97.26% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

#### (1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

#### (2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,071,979 shares, accounting for 86.80% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.5 To elect by way of accumulative voting Mr. Wang Zhanchen as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 831,365,391 shares, accounting for 97.35% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,866,759 shares, accounting for 87.24% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.6 To elect by way of accumulative voting Mr. Dong Lianbo as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 830,570,611 shares, accounting for 97.26% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,071,979 shares, accounting for 86.80% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.7 To elect by way of accumulative voting Mr. Yin Yimin as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 831,465,391 shares, accounting for 97.36% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,966,759 shares, accounting for 87.30% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.8 To elect by way of accumulative voting Mr. Shi Lirong as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 831,465,391 shares, accounting for 97.36% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,966,759 shares, accounting for 87.30% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.9 To elect by way of accumulative voting Mr. He Shiyu as Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 831,465,391 shares, accounting for 97.36% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 154,966,759 shares, accounting for 87.30% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Non-independent Director by way of accumulative voting, and the candidate for Non-independent Director was elected Non-independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.10 To elect by way of accumulative voting Mr. Li Jin as Independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 June 2010;

1. Overall voting details:

For: 853,970,893 shares, accounting for 99.9957% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 177,472,261 shares, accounting for 99.98% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of an Independent Director by way of accumulative voting, and the candidate for Independent Director was elected Independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.11 To elect by way of accumulative voting Ms. Qu Xiaohui as Independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 854,007,393 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 177,508,761 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of an Independent Director by way of accumulative voting, and the candidate for Independent Director was elected Independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.12 To elect by way of accumulative voting Mr. Wei Wei as Independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 854,007,393 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 177,508,761 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the EGM;

## 2. Results of Voting:

The proposed resolution was a resolution for the election of an Independent Director by way of accumulative voting, and the candidate for Independent Director was elected Independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.13 To elect by way of accumulative voting Mr. Chen Naiwei as Independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

### 1. Overall voting details:

For: 854,007,393 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 177,508,761 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of an Independent Director by way of accumulative voting, and the candidate for Independent Director was elected Independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

1.14 To elect by way of accumulative voting Mr. Tan Zhenhui as Independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 854,007,393 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 177,508,761 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of an Independent Director by way of accumulative voting, and the candidate for Independent Director was elected Independent Director of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

(Biographies of the Directors listed above, statements made by the nominators and candidates for independent directorships and supplemental information on the independence of the Independent Directors have been published in China Securities Journal, Securities Times and Shanghai Securities News on 6 February 2010. Non-independent Directors and Independent Directors who do not otherwise hold any positions at the Company shall each receive an annual fee of RMB100,000 (before tax) from the Company in accordance with the rates for directors' subsidies approved at the second extraordinary general meeting of 2007. Personal income tax payable on directors' subsidies shall be withheld and paid by the Company on behalf of the Directors concerned. Other directors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive directors' subsidies.)

(II) To consider and approve on an individual basis the "Resolution of the Company on the Re-election of the Fifth Session of the Supervisory Committee of the Company and Election of Shareholder Representative Supervisors of the Fifth Session of the Board of Directors"

2.1 To elect by way of accumulative voting Ms Wang Yan as Shareholder Representative Supervisor of the Fifth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 850,665,520 shares, accounting for 99.61% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 174,166,888 shares, accounting for 98.12% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Shareholder Representative Supervisor by way of accumulative voting, and the candidate for Supervisor was elected Supervisor of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

2.2 To elect by way of accumulative voting Ms. Xu Weiyan as Shareholder Representative Supervisor of the Fifth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2010 and ending on 29 March 2013;

1. Overall voting details:

For: 850,665,520 shares, accounting for 99.61% of the total number of shares held by shareholders with voting rights attending the EGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 676,498,632 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 174,166,888 shares, accounting for 98.12% of the total number of shares held by holders of H shares with voting rights attending the EGM;

2. Results of Voting:

The proposed resolution was a resolution for the election of a Shareholder Representative Supervisor by way of accumulative voting, and the candidate for Supervisor was elected Supervisor of the Company by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM.

(The biographies of the Supervisors listed above have been published on 5 February 2010. Ms. Wang Yan, whose remuneration is paid by the shareholder's unit, does not receive supervisor's subsidy from the Company. Ms. Xu Weiyan, whose remuneration is paid in accordance with the remuneration administration methods of the Company and her position and performance in the Company, does not receive supervisor's subsidy. )

In addition, Mr. Zhang Taifeng, Ms. He Xuemei and Mr. Zhao Xinyu were elected Staff Representative Supervisors of the Fifth Session of the Supervisory Committee of the Company by the staff representatives of the Company on 17 March 2010. Together with the two Shareholder Representative Supervisors, they shall form the Fifth Session of the Supervisory Committee of the Company, for a term commencing on 30 March 2010 and ending on 29 March 2013. (Please refer to the annex to this announcement for details. The above three Staff representative Supervisors, whose remunerations are paid in accordance with the remuneration administration methods of the Company and their respective positions and performances in the Company, do not receive supervisor's subsidies.)

Computershare Hong Kong Investor Services Limited, a witnessing lawyer, two shareholder representatives and two Supervisor representatives were appointed by the Company to act as scrutineers for vote-taking at the EGM.

## **V. LEGAL OPINION OF LAWYERS**

1. Name of Law Firm: Jun He Law Offices, Shenzhen Office

2. Name of Attorneys: Mr. Zhang Jianwei and Mr. Jiang Xueyong

3. Conclusive opinion:

In the view of Jun He Law Offices, Shenzhen Office, matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the First Extraordinary General Meeting of 2010 of

the Company complied with laws, regulations and rules including the Company Law of the People's Republic of China and the Rules for General Meetings of Listed Companies as well as the Articles of Association of ZTE Corporation and the "Resolutions of the First Extraordinary General Meeting of 2010 of ZTE Corporation" approved at the EGM were legal and valid.

#### **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Documents of the First Extraordinary General Meeting of 2010 of ZTE Corporation
2. Resolutions of the First Extraordinary General Meeting of 2010 of ZTE Corporation
3. Text of the Legal Opinion

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

Shenzhen, the PRC  
30 March 2010

*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, Zhang Junchao, Wang Zhanchen and Dong Lianbo; and five independent non-executive directors, Li Jin, Qu Xiaohui, Wei Wei, Chen Naiwei and Tan Zhenhui.*

## **Annex: Brief Biographies of Staff Representative Supervisors of the Fifth Session of the Supervisory Committee of the Company**

**Mr. Zhang Taifeng**, 68, the Chairman of the Supervisory Committee of the Company. Mr. Zhang graduated from Jilin University with a bachelor's degree in semiconductor technology in 1966. He has previously held the positions of chief engineer and head of State-owned No. 691 Factory and head of X'ian Microelectronics. He joined Zhongxingxin in April 1993. He had been the Chairman of the Company from November 1997 to February 2004 and from February 2004 to the present the Chairman of the Supervisory Committee of the Company. Mr. Zhang is also concurrently a director of Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd, the controlling shareholder of the Company. Mr. Zhang holds 221,458 shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

**Ms. He Xuemei**, 39, is a supervisor of the Company and chairperson of the labor union of the Company. Ms. He obtained a bachelor's degree in mechanical engineering in 1991 and a second bachelor's degree in business administration in 1995, both from Chongqing University. Ms. He had worked at the Student Affairs Department of Chongqing University, She has worked with ZTE Kangxun and the Network Operations Division of the Company after joining the Company in January 1998. She had been the supervisor of the Company from February 2004 to the present. Ms. He does not hold any shares in the Company. She has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

**Mr. Zhao Xinyu**, 31, is a deputy director of the Human Resources Centre of the Company. Mr. Zhao graduated from Renmin University of China (People's University of China) in July 2001 with a bachelor's degree in human resources management, followed by a master's degree in human resources management from the Business School of Cardiff University in the United Kingdom in October 2004. He worked with Shenzhen Telecom from April 2001 to September 2003, before joining the Company in November 2004. Mr. Zhao holds 21,258 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Save as disclosed herein, as at 30 March 2010, Mr. Zhao had not held any directorships in any other listed companies. Mr. Zhao was not related to any Directors, Supervisors, senior management or substantial shareholders or the controlling shareholder in any way. Mr. Zhao did not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. As at 30 March 2010, so far as the Directors of the Company are aware, there are no other matters, in particular disclosures required under Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong, that need to be brought to the attention of the shareholders of the Company.