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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)

ANNOUNCEMENT IN RESPECT OF RESOLUTIONS OF 2008 ANNUAL GENERAL MEETING

The Company and its Directors, Supervisors and senior management confirm that all the information contained in this announcement is true, accurate and complete and that there are no false and misleading statements or material omissions in this announcement.

The 2008 Annual General Meeting (hereinafter referred to as the "AGM") of ZTE Corporation (hereinafter referred to as the "Company") was held at the venue on 19 May 2009. Details in respect of the resolutions and voting of the AGM were as follows:

I. IMPORTANT NOTICE

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

. INFORMATION REGARDING THE AGM

1. Time of meeting

The AGM was held from 9: 00 a.m. to 11:30 a.m. on 19 May 2009.

2. Venue

The AGM was held at the Conference Room on the 4th Floor of the Company's headquarters in Shenzhen.

3. Mode of meeting

The AGM was convened with on-site voting.

4. Convener

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

5. Chairman

The AGM was presided over by Mr. Hou Weigui, the Chairman of the Board of Directors of the Company.

6. The convening of AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules such as *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*, and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE AGM

■ Overall Attendance

52 Shareholders (including proxies) , holding 782,569,350 shares, accounting for 58.26% of the total number of shares carrying voting rights of the Company.

Of which:

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

51 holders (including proxies) of A shares, holding 673,324,418 shares, accounting for 60.17% of the total A shares carrying voting rights of the Company.

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

1 holders (including proxies) of H shares, holding 109,244,932 shares, accounting for 48.72% of the total number of H shares carrying voting rights of the Company.

IV. CONSIDERATION AND VOTING OF RESOLUTIONS

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

Ordinary Resolutions

(I) To consider and approve the “Financial Statements for the Year ending 31 December 2008 Audited by the PRC and Hong Kong auditors” .

1. Overall voting details

For: 781,719,911 shares, accounting for 99.9834% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 108,525,493 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(II) To consider and approve the “Report of the Board of Directors of the Company for the Year ending 31 December 2008” .

1. Overall voting details

For: 782,423,950 shares, accounting for 99.9834% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 109,229,532 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(III) To consider and approve the "Report of the Supervisory Committee of the Company for the Year ending 31 December 2008" .

1. Overall voting details

For: 782,423,950 shares, accounting for 99.9834% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 109,229,532 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(IV) To consider and approve the “Report of the President of the Company for the Year ending 31 December 2008”.

1. Overall voting details

For: 782,423,950 shares, accounting for 99.9834% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 109,229,532 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(V) To consider and approve the "Final Financial Accounts of the Company for the Year ending 31 December 2008".

1. Overall voting details

For: 781,719,911 shares, accounting for 99.9834% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 108,525,493 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VI) To consider and approve the “Resolution of the Company on the Proposed Continuing Connected Transaction Framework Agreements for 2009” .

That the “Framework Purchase Agreements for 2009” proposed to be entered into between ZTE Kangxun Telecom Company, Limited, a subsidiary of the Company, on the one hand and connected party Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited together with its subsidiaries Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited, Shenzhen Zhongxing Xinyu FPC Company, Limited and Shenzhen Zhongxing Xinzhou Complete Equipment Company, Limited, on the other, in respect of the purchase of cases, cabinets, distribution frames, flexible printed circuit boards and shelters with an annual cap of aggregated transaction amounts under the framework agreements estimated at RMB1,200 million for 2009 be approved.

Note: 1. Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, deemed a connected shareholder of the Company in accordance with relevant provisions of the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange by virtue of its interests in 477,088,010 shares in or 35.52% of the total share capital of the Company as at the record date for the AGM, did not vote in respect of the matter at the AGM.

2. Mr. Zhang Taifeng, Chairman of the Supervisory Committee of the Company (holding 170,352 A shares of the Company), Mr. Qu Deqian, Supervisor (holding 14,028 A shares of the Company) and Mr. Wei Zaisheng, Executive Vice President and Chief Financial Officer (holding 165,564 A shares of the Company), deemed connected shareholders of the Company in accordance with relevant provisions of the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange (revised version September 2008) by virtue of their respective capacity as director, supervisor and director of Zhongxingxin, did not vote in respect of the matter at the AGM.

1. Overall voting details

For: 224,988,063 shares, accounting for 76.7695% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 67,951,373 share, accounting for 23.1861% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0444% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 193,116,358 shares, accounting for 98.5858% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 2,640,106 share, accounting for 1.3478% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0664% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 31,871,705 shares, accounting for 32.7956% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 65,311,267 share, accounting for 67.2044% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VII) To consider and approve the “Resolution on the Proposed Application by the Company to National Development Bank for a USD2.5 billion Composite Credit Facility” .

That the application by the Company to National Development Bank for a USD2.5 billion composite credit facility for the purposes of short-term loans, bond financing, domestic and international supply chain financing, trade financing and medium/long-term projects financing of the Company on a revolving basis be approved.

The aforesaid amount represents composite credit facilities to be proposed by the Company in its application to National Development Bank. The final amount shall be subject to approval of National Development Bank.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities pursuant to the Company’s requirements or negotiations with National Development Bank, subject to the cap of the aforesaid USD2.5 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with National Development Bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facilities and to deal with other matters relating to such agreements.

The resolution shall be valid for a period of five years from the date of approval at the general meeting. Unless otherwise required, no subsequent resolution of the Board of Directors or general meeting is required with respect to any single application for financing operations under such credit facility.

1. Overall voting details

For: 715,881,049 shares, accounting for 91.6699% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 64,922,473 share, accounting for 8.3135% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 670,554,312 shares, accounting for 99.5886% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 2,640,106 share, accounting for 0.3921% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 45,326,737 shares, accounting for 42.1217% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 62,282,367 share, accounting for 57.8783% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VIII) To consider and approve the “Resolution on the Proposed Application by the Company to the Bank of China Limited, Shenzhen Branch for a RMB15.7 billion Composite Credit Facility” .

That the application by the Company to the Bank of China Limited, Shenzhen Branch for a RMB15.7 billion composite credit facility be approved.

The aforesaid amount represents composite credit facilities to be proposed by the Company in its application to the bank. The final amount shall be subject to the bank’s approval.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB15.7 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facilities and to deal with other matters relating to such agreements.

The above resolution shall be valid with effect from 19 March 2009 until (1) the next new credit facilities have been granted, or (2) 31 December 2009 (whichever is earlier), and shall be effective in relation to all single applications for financing within the said timeframe and amount. Unless otherwise required, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations not exceeding such maximum amount. Mr. Hou Weigui, the legal representative of the Company, or his authorized signatory, is authorised to execute relevant legal contracts and documents.

1. Overall voting details

For: 715,881,049 shares, accounting for 91.6699% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 64,922,473 share, accounting for 8.3135% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders

with voting rights attending the AGM;

Of which:

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

For: 670,554,312 shares, accounting for 99.5886% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 2,640,106 share, accounting for 0.3921% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 45,326,737 shares, accounting for 42.1217% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 62,282,367 share, accounting for 57.8783% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(IX) To consider and approve on an individual basis the “Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for the Year ending 31 December 2009” .

1. That the re-appointment of Ernst & Young Hua Ming as the PRC auditor of the Company for 2009 be approved and a proposal be made to the 2008 AGM to authorise the Board of Directors to fix the audit fees of Ernst & Young Hua Ming for 2009 based on specific audit work to be conducted.

1. Overall voting details

For: 778,288,830 shares, accounting for 99.9525% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 239,820 share, accounting for 0.0308% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0167% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 105,094,412 shares, accounting for 99.7723% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 239,820 share, accounting for 0.2277% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

2. That the re-appointment of Ernst & Young as the Hong Kong auditors of the Company for 2009 be approved and a proposal be made to the 2008 AGM to authorise the Board of Directors to fix the audit fees of Ernst & Young for 2009 based on specific audit work to be conducted.

1. Overall voting details

For: 781,520,130 shares, accounting for 99.9527% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 239,820 share, accounting for 0.0307% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 108,325,712 shares, accounting for 99.7791% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 239,820 share, accounting for 0.2209% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

Special Resolutions

(X) To consider and approve the “Proposals of profit distribution and capitalisation from capital reserve for 2008”.

That the proposals of profit distribution and capitalisation from capital reserve for 2008 tabled by the Board of Directors of the Company be approved:

Net profit (audited) of the Company for the year 2008 calculated in accordance with PRC ASBEs amounted to RMB977,862,000. Profit available for distribution amounted to RMB2,395,734,000 after adding the undistributed profit of RMB1,417,872,000 carried forward at the beginning of the year.

Net profit (audited) of the Company for the year 2008 calculated in accordance with HKFRSs amounted to RMB975,994,000. Profit available for distribution amounted to RMB2,399,412,000 after adding the undistributed profit of RMB1,423,418,000 carried forward at the beginning of the year.

In accordance with the requirements of the Ministry of Finance of the People’s Republic of China and the Articles of Association, profit available for distribution shall be the lower of profit available for distribution as calculated in accordance with PRC ASBEs and that calculated in accordance with HKFRSs. Therefore, the amount of profit available for distribution is RMB2,395,734,000.

Proposed profit distribution for 2008: RMB3 for every 10 shares (including tax) or a total of RMB402,999,000 in cash, based on the Company’s total share capital of 1,343,330,310 shares as at 31 December 2008;

Proposed capitalisation from capital reserve for 2008 : the creation of 3 shares for every 10 shares by way of capitalisation of capital reserves, representing a total increase of 402,999,093 shares based on the Company’s total share capital of 1,343,330,310 shares as at 31 December 2008. The balance of

the capital reserves was RMB6,298,172,000 prior to the capitalisation and RMB5,895,173,000 after the capitalisation. Fractional entitlements shall be dealt with in accordance relevant rules of the stock exchange and the clearing house of the place where the stocks of the Company are listed. As a result, the actual amount of share capital increased and the actual number of shares created in aggregate after implementation of the proposed capitalisation from capital reserves might be slightly different from the aforesaid estimates.

The Board of Directors is hereby authorised by the general meeting to deal with matters relating to the profit distribution and capitalisation from capital reserves for 2008, to amend relevant clauses of the Articles of Association based on the implementation of the capitalisation from capital reserves to increase the registered capital of the Company and reflect the new capital structure after the capitalisation from capital reserves, and to process any changes in industrial and commercial registration required as a result of the alteration in registered capital.”

1. Overall voting details:

For: 782,423,950 shares, accounting for 99.9814% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 15,400 share, accounting for 0.0020% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 109,229,532 shares, accounting for 99.9859 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 15,400 share, accounting for 0.0141% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

The resolution has also been tabled at the Class Meeting for Domestic Shareholders and Class Meeting for Holders of Overseas-listed Foreign Shares on the same date for consideration and approval. For details of voting and voting results in respect of the resolution at the said class meetings, please refer to the "Announcement in respect of Resolutions of the Class Meeting for Domestic Shareholders" and the "Announcement in respect of Resolutions of the Class Meeting for Holders of Overseas-listed Foreign Shares" published simultaneously with this announcement.

(XI) To consider and approve the "Resolution on the Application for General Mandate of the Company for 2009".

1. That, subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares ("H Shares") of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period (as defined in the following), other than in the case of the making or granting of offers, agreements or options by the Directors during the

Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

II. the aggregate nominal amount of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to (i) a Rights Issue or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to Directors, Supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this Resolution is passed; and

III. The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities;

2. For the purpose of this resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of:

- I. the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- II. the expiration of a 12-month period following the passing of this Resolution; or
- III. the revocation or variation of the authority granted under this Resolution by the passing of a special resolution of the Company at a general meeting.

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or

might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

3. Where the Board of Directors resolves to issue shares pursuant to paragraph 1 of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue of the new shares (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph 1 of this Resolution); and

4. The Board of Directors be hereby authorised to amend the Company's Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of the Company's shares contemplated in paragraph 1 of this Resolution."

1. Overall voting details:

For: 716,442,514 shares, accounting for 91.5500% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 65,996,836 share, accounting for 8.4334% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 670,554,312 shares, accounting for 99.5886% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 2,640,106 share, accounting for 0.3921% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 45,888,202 shares, accounting for 42.0049 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 63,356,730 share, accounting for 57.9951% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

(XII) To consider and approve on an individual basis the “Resolution on the Revision of Relevant Clauses of the ‘Articles of Association of ZTE Corporation’ and the ‘Rules of General Meetings of ZTE Corporation’”.

1. That the amendment of Article 24 and Article 27 of Chapter 3 of the Articles of Association accordingly after the implementation of the capitalisation from capital reserves be approved. Details of the amendments are as follows:

(1) Article 24

The original article which reads: Upon its incorporation, the Company shall have 1,343,330,310 ordinary shares in issue, comprising 224,211,456 H shares (representing 16.7% of the Company’s

issuable ordinary shares) and 1,119,118,854 domestic shares (representing 83.3% of the Company's issuable ordinary shares).

Be amended to read: Upon its incorporation, the Company shall have 1,746,329,403 ordinary shares in issue, comprising 291,474,893 H shares (representing 16.7% of the Company's issuable ordinary shares) and 1,454,854,510 domestic shares (representing 83.3% of the Company's issuable ordinary shares).

(2) Article 27

The original article which reads: The registered capital of the Company shall be RMB1,343,330,310.

Be amended to read: The registered capital of the Company shall be RMB1,746,329,403.

Note: The Board of Directors has submitted Resolution 10 to the AGM for an authorization to amend the relevant articles in the Articles of Association based on the result of the Bonus Shares Issue to reflect the increase in the registered capital and the new capital structure of the Company upon the completion of the Bonus Shares Issue, and to deal with the filings of the changes in the registered share capital of the Company with the relevant administrative authorities for industry and commerce.

1. Overall voting details:

For: 782,294,648 shares, accounting for 99.9802% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 25,000 share, accounting for 0.0032% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 109,100,230 shares, accounting for 99.9771% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 25,000 share, accounting for 0.0229% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

2. The amendment of relevant clauses of the Articles of Association in accordance with relevant provisions of the “Decisions on Amending Certain Provisions regarding the Cash Profit Distribution of Listed Companies (No. 57)” (“Cash Profit Distribution Provisions”) promulgated by the CSRC and effective from 9 October 2008 and the latest amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) effective from 1 January 2009 be approved. Details of the amendments are as follows:

(1) Article 83

The original article which reads: Notices of general meetings shall be delivered to shareholders (whether or not entitled to vote at the general meetings) by courier or by prepaid mail sent to their respective addresses as recorded in the shareholders’ register. Notices of general meetings for domestic shareholders may also be delivered by way of announcements.

The announcements referred to in the foregoing paragraph shall be published in on or several approved newspapers designated by the securities regulatory authorities under the State Council during the period which is 45-50 days prior to the meeting. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.

Be amended to read: Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) in person or by prepaid mail sent to their respective addresses as recorded in the shareholders' register. Notices of general meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.

The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State Council during the period which is 45-50 days prior to the meeting. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.

Where notices of general meetings and relevant documents are delivered by the Company to holders of overseas-listed foreign shares, such notices of general meetings and relevant documents may be delivered in either the English or Chinese version in accordance with the requirements and procedures set out in the Listing Rules.

(2) Article 87

The original article which reads: Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons as his proxies (whether such person is a

shareholder or not) to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (i) the shareholder's right to speak at the general meeting;
- (ii) the right to demand or join in demanding a poll; and
- (iii) the right to vote by a show of hands or on a poll, but if more than one proxy have been appointed, such proxies may only vote on a poll.

If the shareholder is a recognised clearing house (the "Recognised Clearing House") (or its agent) as defined under the laws of Hong Kong, such shareholder is entitled to authorise one or more persons as it deems appropriate as its proxies to attend on his behalf any general meeting or any class meeting provided that, if more than one person are so authorised, the letter of authorisation shall specify the number and class of shares of each of such persons in connection with such authorisation. Such persons can exercise the right on behalf of the Recognised Clearing House (or its agent) as if he were an individual shareholder of the Company.

Be amended to read: Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons as his proxies (whether such person is a shareholder or not) to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (i) the shareholder's right to speak at the general meeting; and
- (ii) the right to vote.

If the shareholder is a recognised clearing house (the "Recognised Clearing House") (or its agent) as defined under the laws of Hong Kong, such shareholder is entitled to authorise one or more persons as it deems appropriate as its proxies to attend on his behalf any general meeting or any class meeting provided that, if more than one person are so authorised, the letter of authorisation shall specify the number and class of shares of each of such persons in connection with such authorisation. Such

persons can exercise the right on behalf of the Recognised Clearing House (or its agent) as if he were an individual shareholder of the Company.

(3) Article 116

The original article which reads: Voting at general meetings shall be decided on a show of hands unless a poll is otherwise required under the Listing Rules or the Articles or a poll is demanded before the show of hands by the following persons, in which case the vote shall be decided by a poll:

- (i) the chairman of the meeting;
- (ii) at least two shareholders entitled to vote present in person or by proxy; or
- (iii) any shareholder or shareholders (including proxies) representing individually or in aggregate more than one tenth of the total voting rights at the meeting.

Unless a poll be required under the Listing Rules or the Articles or so demanded, a declaration by the chairman that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without requiring proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who makes such demand.

Be amended to read: Voting at general meetings must be decided by a poll. The Company shall announce the results of the poll in accordance with relevant laws and regulations and the Listing Rules.

(4) Article 119

The original article which reads: In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.

Be amended to read: In case of an equality of votes, the chairman of the meeting shall have a casting vote.

(5) Article 225

The original article which reads: The Company's financial statements shall be made available for inspection by the shareholders of the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to a copy of the financial reports referred to in this Chapter.

The Company shall deliver or send by prepaid mail to each holder of overseas-listed foreign shares: (i) the directors' report, balance sheet (including various documents as required to be attached by law) and a profit and loss statement or the income and expense statement; or (ii) the summary financial report prepared in accordance with the relevant laws not later than twenty one days before the date of the general meeting of shareholders at the recorded registered in the register of members.

Be amended to read: The Company's financial statements shall be made available for inspection by the shareholders of the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to a copy of the financial reports referred to in this Chapter.

The Company shall deliver or send by prepaid mail to each holder of overseas-listed foreign shares: (i) the directors' report, balance sheet (including various documents as required to be attached by law) and a profit and loss statement or the income and expense statement; or (ii) the summary financial report prepared in accordance with the relevant laws not later than twenty one days before the date of the general meeting of shareholders at the address recorded in the register of members. Such delivery may also be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.

(6) Article 247

The original article which reads: Any merger or division of the Company shall be proposed by the Company's Board of Directors and approved according to the procedures stipulated in the Articles of Association, subject to the completion of relevant approval procedures according to the law. A shareholder who objects to the plan of merger or division shall have the right to demand the

Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The content of the resolutions approving the Company's merger and division shall constitute a special document, which shall be available for the shareholders' inspection.

As to the holders of the overseas-listed foreign shares, the above-mentioned documents shall also be sent by mail.

Be amended to read: Any merger or division of the Company shall be proposed by the Company's Board of Directors and approved according to the procedures stipulated in the Articles of Association, subject to the completion of the relevant approval procedures according to the law. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The content of the resolutions approving the Company's merger and division shall constitute a special document, which shall be available for the shareholders' inspection.

As to the holders of the overseas-listed foreign shares, the above-mentioned documents shall also be delivered by mail or by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.

(7) Article 275

The original article which reads: Notices of the Company shall be given by way of the following:

- (i) by courier;
- (ii) by mail;
- (iii) by announcement;
- (iv) other means stipulated in the Articles.

Be amended to read: Notices of the Company shall be given by way of the following:

- (i) by courier;

(ii) by mail;

(iii) by announcement;

(iv) by electronic mails or by making them available on the websites designated by the Company and the relevant stock exchange(s), to the extent permitted under the laws, administrative regulations and rules of the securities regulatory authorities of the jurisdiction(s) where the shares of the Company are listed; or

(v) other means stipulated in the Articles.

(8) Article 276

The original article which reads: Notices given by the Company by way of announcements shall be deemed as received by all parties concerned once published.

Unless the context otherwise requires, "announcements" referred to in the Articles shall mean, in relation to announcements to holders of domestic shares or announcements required by the relevant provisions and the Articles to be published in the PRC, such announcements published in PRC newspapers designated under the PRC laws and regulations or by the securities regulatory authorities under the State Council; or, in relation to announcements to shareholders of H shares or announcements required by the relevant provisions and the Articles to be published in Hong Kong, such announcements that must be published in designated Hong Kong newspapers in accordance with the requirements of the Listing Rules.

Be amended to read: Notices given by the Company by way of announcements shall be deemed to be received by all parties concerned once published.

Unless the context otherwise requires, "announcements" referred to in the Articles shall mean, in relation to announcements to holders of domestic shares or announcements required by the relevant provisions and the Articles to be published in the PRC, such announcements published in PRC newspapers designated under the PRC laws and regulations or by the securities regulatory authorities under the State Council; or, in relation to announcements to shareholders of H shares or announcements required by the relevant provisions and the Articles to be published in Hong Kong,

such announcements that must be published in the Company's website, the website of the Hong Kong Stock Exchange and other websites stipulated by the Listing Rules from time to time in accordance with the requirements of the Listing Rules.

(9) Article 277

The original article which reads: Notices, information or written statements to be delivered by the Company to holders of overseas-listed foreign shares must be delivered by courier or by prepaid mail at the registered address of each such holder of overseas-listed foreign shares.

Be amended to read: Notices, circulars, relevant documents or written statements to be delivered by the Company to holders of overseas-listed foreign shares must be delivered by courier or by prepaid mail at the registered address of each such holder of overseas-listed foreign shares; notices, information or written statements may be delivered to such shareholders in either the English or Chinese version in accordance with the requirements and procedures set out in the Listing Rules, and may also be delivered by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.

Where notices, circulars, relevant documents or written statements are being delivered by the Company to holders of overseas-listed foreign shares, such notices of general meetings, circulars, relevant documents or written statements and relevant documents may be delivered in either the English or Chinese version in accordance with the requirements and procedures set out in the Listing Rules.

(10) Article 234

The original article which reads: The Company may distribute dividend by way of the following:

- (i) cash; and/or
- (ii) shares.

Cash dividends and other amounts payable by the Company to domestic shareholders shall be 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 dividend and other amounts to holders of overseas-listed foreign shares shall be procured in accordance with the relevant foreign exchange administration regulations of the State.

Be amended to read: 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 foreign exchange administration regulations of the State;

(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 realized in the three preceding years;

(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 Directors should furnish an independent opinion thereon; and

(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.

(10) The amendment of the following rules of the Rules of General Meetings of ZTE Corporation (“Rules of General Meetings”) according to certain proposed amendments to the Articles of Association as set out above be approved:

Rule 9 of General Meetings be amended to read:

Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) by courier or by pre-paid mails to their respective addresses as recorded in the shareholders' register. Notices of general meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.

The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State Council during the period which is 45-50 days prior to the meeting. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.

Where notices of general meetings and relevant documents are being dispatched by the Company to holders of overseas-listed foreign shares, such notices of general meetings and relevant documents may be delivered in either the English or Chinese version in accordance with the requirements and procedures set out in the Listing Rules.

Rule 13 of General Meetings be amended to read:

Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons as his proxies (whether such person is a shareholder or not) to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (1) the shareholder's right to speak at the meeting; and
- (2) the right to vote.

If the shareholder is a recognised clearing house (the "Recognised Clearing House") (or its agent) as defined under the laws of Hong Kong, such shareholder is entitled to authorise one or more persons as it deems appropriate as its proxies to attend on its behalf any general meeting or any class meeting provided that, if one or more persons are so authorised, the letter of authorisation shall specify the number and class of shares in connection with such authorisation. Such persons can exercise the right on behalf of the Recognised Clearing House (or its agent) as if he were an individual shareholder of the Company.

Rule 44 of General Meetings be amended to read:

Voting at general meetings must be decided by a poll. The Company shall announce the results of the poll in accordance with relevant laws and regulations and the Listing Rules.

Rule 49 of General Meetings be amended to read:

In case of an equality of votes, the chairman of the meeting shall have a casting vote.

1. Overall voting details:

For: 758,447,805 shares, accounting for 96.9598% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 23,651,845 share, accounting for 3.0236% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0166% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

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

For: 673,194,418 shares, accounting for 99.9807% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 130,000 share, accounting for 0.0193% the total number of shares held by holders of A shares with voting rights attending the AGM;

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

For: 85,253,387 shares, accounting for 78.2822% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 23,651,845 share, accounting for 21.7178% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

Each of the Independent Directors of the Company delivered the Work Report of Independent Directors for the year ended 31 December 2008 at the AGM.

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

V. LEGAL OPINION BY LAWYER

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

2. Name of Attorney: Mr. Jiang Xueyong and Mr. Liu Yongzhao

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 2008 Annual General Meeting 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 2008 Annual General Meeting of ZTE Corporation approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Documents of the 2008 Annual General Meeting of ZTE Corporation
2. Resolutions of the 2008 Annual General Meeting of ZTE Corporation signed and endorsed by the attending Directors and minutes-taker
3. Text of the Legal Opinion

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
19 May 2009

As at the date of this notice, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyong; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.