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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**

## **Resolutions of the Twenty-ninth Meeting of the Fifth Session of the Board of Directors**

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

ZTE Corporation (hereinafter referred to as the "Company") issued the "Notice of convening the Twenty-ninth Meeting of the Fifth Session of the Board of Directors of ZTE Corporation" to all the Directors of the Company by electronic mail and telephone on 10 April 2012. The Twenty-ninth Meeting of the Fifth Session of the Board of Directors of the Company (the "Meeting") was convened by way of video conference at the Shenzhen headquarters of the Company, Fuzhou, Beijing, Shanghai, Xi'an, Xiamen and United States on 25 April 2012. Of the 14 Directors required to attend the Meeting, 12 Directors attended in person and 2 Directors appointed proxy to attend on their behalf. Mr. Chen Naiwei, Independent Director, was unable to attend the Meeting due to work reasons, and has authorized in writing Ms. Qu Xiaohui, Independent Director, to vote on his behalf. Mr. Tan Zhenhui, Independent Director, was unable to attend the Meeting due to work reasons, and has authorized in writing Ms. Qu Xiaohui, Independent Director, to vote on his behalf. The Meeting was in compliance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

## **I. Consideration and approval of the “2012 First Quarterly Report of the Company.”**

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

## **II. Consideration and approval of the “Resolution on the addition of new members to ZTE Group,” the details of which are as follows:**

1. That the addition of 23 new member enterprises to ZTE Group (a list of which has been attached hereto) be approved;
2. That the amendment of Paragraph 2 under Article 7 of ZTE Group Articles of Association by adding a list of the member enterprises of ZTE Group be approved;
3. That the authorization of Mr. Hou Weigui, legal representative of the Company, or personnel delegated by Mr. Hou Weigui to deal with formalities pertaining to the filing and registration of the amended ZTE Group Articles of Association be approved.

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

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

Shenzhen, the PRC  
25 April 2012

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*

## **Appendix: List of New Member Enterprises of ZTE Group**

1. 深圳市中興創業投資基金管理有限公司 (Shenzhen ZTE Capital Management Company Limited\*)
2. 深圳市中興供應鏈有限公司 (Shenzhen Zhongxing Supply Chain Company Limited\*)
3. 深圳市百維技術有限公司 (Shenzhen Baiwei Technology Company Limited\*)
4. 中興能源有限公司 (ZTE Energy Co., Ltd.\*)
5. 中興國通通訊裝備技術（北京）有限公司 (Zhongxing Guotong Communications Equipment and Technology (Beijing) Company Limited\*)
6. 武漢中興軟件有限責任公司 (Wuhan Zhongxing Software Company Limited\*)
7. 深圳市中興力維監控技術服務有限公司 (Shenzhen Zhongxing Netview Surveillance Technology and Services Company Limited\*)
8. 深圳市微高半導體科技有限公司 (Shenzhen Weigao Semiconductor Technology Company Limited\*)
9. 上海泰捷通信技術有限公司 (Shanghai Taijie Communications Technology Company Limited\*)
10. 惠州市長飛投資有限公司 (Huizhou Changfei Investment Company Limited\*)
11. 深圳萬譽電子技術有限公司 (Shenzhen Wanyu Electronic Technology Company Limited\*)
12. 南昌興飛科技有限公司 (Nanchang Xingfei Technology Company Limited\*)
13. 深圳市德倉科技有限公司 (Shenzhen Decang Technology Company Limited\*)
14. 廣州市鴻昌隆實業有限公司 (Guangzhou Hongchanglong Industrial Company Limited\*)
15. 長沙中興軟創軟件有限公司 (Changsha ZTEsoft Company Limited\*)
16. 廈門中興軟創軟件有限公司 (Xiamen ZTEsoft Company Limited\*)

17. 鄭州中興通訊技術有限責任公司 (Zhengzhou Zhongxing Communications Technology Company Limited\*)
18. 深圳市福斯科技有限公司 (Shenzhen Force Science and Technology Co., Ltd.\*)
19. 無錫凱爾科技有限公司 (Wuxi Kaier Technology Co., Ltd.\* )
20. 南京中興和泰酒店管理有限公司 (Nanjing Zhongxing Hetai Hotel Management Company Limited\*)
21. 上海市和而泰酒店投資管理有限公司 (Shanghai He'ertai Hotel Investment Management Company Limited\*)
22. 西安中興精誠科技有限公司 (Xi'an Zhongxing Jingcheng Technology Company Limited\*)
23. 衡陽中興網信科技有限公司 (Hengyang ZTE ICT Technologies Company Limited\*)

\* For identification purposes only