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## NOTICE OF CLASS MEETING FOR H SHAREHOLDERS

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# ZTE中兴

## ZTE CORPORATION

### 中兴通讯股份有限公司

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

(Stock Code: 763)

### Notice of Class Meeting for H Shareholders

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

**NOTICE IS HEREBY GIVEN** that a class meeting for H shareholders of ZTE Corporation (hereinafter referred to as the “Company”) (hereinafter referred to as the “Meeting”) will be held in accordance with the resolution passed by the twenty-second meeting of the fourth session of the Board of Directors of the Company held on 19 March 2009. Details of the Meeting are set out below:

#### **1. INFORMATION REGARDING THE MEETING**

##### **(1) Time of meeting**

The Meeting will commence at 11:00 a.m. on 19 May 2009 or immediately following the conclusion or adjournment of the 2008 Annual General Meeting and the class meeting for domestic shareholders of the Company.

##### **(2) Venue**

The Meeting will be held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen.

Tel: +86 755 26770282

##### **(3) Convener**

The Meeting is convened by the Board of Directors of the Company.

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## NOTICE OF CLASS MEETING FOR H SHAREHOLDERS

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### (4) Voting method

Voting will be carried out on-site at the Meeting.

### (5) Attendees

1. All shareholders registered on the Company's H share register maintained by Computershare Hong Kong Investor Services Limited upon the close of trading of its H shares on The Stock Exchange of Hong Kong Limited on Friday, 17 April 2009 at 4:00 p.m. (hereinafter referred to as "H Shareholders");
2. Directors, supervisors and senior management of the Company; and
3. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

## 2. MATTERS TO BE CONSIDERED AT THE MEETING

The following resolutions will be considered at the Meeting:

### Special Resolutions

Proposals of profit distribution and capitalisation from capital reserves of the Company for 2008

**"THAT:**

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

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.

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## NOTICE OF CLASS MEETING FOR H SHAREHOLDERS

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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.”

### **3. REGISTRATION AT THE MEETING**

#### **(1) Registration of attendance**

1. Any legal person H Shareholder (including but not limited to corporate shareholders) entitled to attend the Meeting shall produce for registration with a duplicate of its corporate business licence, a duly signed power of attorney and the identity card of the attendee;
2. Any individual H Shareholder entitled to attend the Meeting shall produce for registration his own identity card, stock account card and evidence of shareholding;
3. Any H Shareholder intending to attend the Meeting shall deliver the confirmation slip to the Meeting registry by courier, registered mail or fax.

#### **(2) Time of registration**

From 20 April 2009 to 29 April 2009 (excluding statutory holidays).

#### **(3) Address for registration**

Registration for the Meeting will be conducted at: 6/F, Block A, ZTE Building, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the PRC (postal code: 518057).

#### **(4) Requirements when registering and voting by way of proxy**

1. Any H Shareholder entitled to attend and vote at the Meeting may entrust one or more person (whether or not a H Shareholder) as his proxy (ies) to attend and vote at the Meeting on his behalf. The H Shareholder may attend and vote at the Meeting in person notwithstanding that he has completed and submitted the proxy form, in which case, the proxy form is deemed withdrawn. For a H Shareholder who entrusts two or more proxies, the voting rights to be exercised by such proxies in aggregate shall not exceed the total number of votes the H Shareholder is entitled to exercise at the Meeting, and any one share may not be voted by different proxies.

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## NOTICE OF CLASS MEETING FOR H SHAREHOLDERS

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2. A H Shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorising shareholder or his duly authorised attorney. The proxy form shall be notarized if it is to be signed by any person other than by the authorising shareholder himself. The proxy form is valid only if it is deposited at the registered address of the Company no less than 24 hours before the Meeting.
3. If a H Shareholder entrusts his proxy(ies) to attend and vote at the Meeting on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form, the stock account card of shareholder and evidence of share holding.

#### 4. MISCELLANEOUS

- (1) It is expected that the Meeting will take less than one day; all accommodation, travel and expenses relating to attending the meeting shall be borne by the attendees.
- (2) Meeting Contact: Zhang Qin
- (3) Contact telephone number: + 86 755 26770282
- (4) Contact fax number: + 86 755 26770286

#### 5. REFERENCE

Resolutions of the Twenty-Second Meeting of the Fourth Session of the Board of Directors of ZTE Corporation.

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

Shenzhen, the PRC  
1 April 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 Shiyou; 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.*