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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 Thirty-third Meeting of the Seventh 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 (the “Company”) issued the “Notice of the Thirty-third Meeting of the Seventh Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail and telephone on 9 July 2018. The Thirty-third Meeting of the Seventh Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication means on 12 July 2018. The Meeting was presided over by Mr. Li Zixue, the Chairman. 8 Directors required to vote at the Meeting and duly voted at the Meeting. Members of the Supervisory Committee of the Company and certain personnel concerned also attended the Meeting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation (the “Articles of Association”), and was legal and valid.

**The following resolutions were considered and passed at the Meeting:**

**I. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Articles of Association and the Rules of Procedure of the Board of Directors Meetings”, the details of which are as follows, and approval of the tabling of such resolution at the Second Extraordinary General Meeting of 2018 of the Company for consideration:**

1. That the amendment of relevant clauses of the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

<b>Existing Article</b>	<b>To be amended as</b>
<b>Article 151</b> …… Independent non-executive directors shall account for at least one-third of the Board of Directors, of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company’s interests, in	<b>Article 151</b> …… Independent non-executive directors shall account for at least one-third of the Board of Directors <b>and shall be no less than three</b> , of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company’s

Existing Article	To be amended as
particular, ensuring that the legal interests of public shareholders are not impaired.	interests, in particular, ensuring that the legal interests of public shareholders are not impaired.
<b>Article 159</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors shall account for at least one-third of the Board of Directors. Executive directors shall account for at least one-fifth of the total number of directors on the board.	<b>Article 159</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of <b>seven to</b> fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors shall account for at least one-third of the Board of Directors <b>and shall be no less than three. A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.</b>

2. That the amendment of relevant clauses of the Rules of Procedure of the Board of Directors Meetings in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
Article 4 A Director of the Company shall be a natural person and shall not be required to hold shares in the Company. Members of the Board of Directors may comprise shareholders' representatives, staff representatives and social experts. Executive directors shall account for at least one-fifth of the total number of directors on the board.	Article 4 A Director of the Company shall be a natural person and shall not be required to hold shares in the Company. Members of the Board of Directors may comprise shareholders' representatives, staff representatives and social experts. <b>A balanced composition of executive directors and non-executive directors (including independent non-executive directors) shall be maintained.</b>

3. That any Director or the Secretary to the Board of the Company be authorized to process on behalf of the Company the filing, modification and registration (if necessary) procedures and other matters relating to the amendment of the Articles of Association and the Rules of Procedure of the Board of Directors Meetings.

Voting results: For: 8; against: 0; and abstained: 0.

## **II. Consideration and approval of the “Resolution on the convening of the Second Extraordinary General Meeting of 2018”.**

The Company has resolved to convene the Second Extraordinary General Meeting of 2018 (“EGM”) on Tuesday, 28 August 2018 at the conference room, 4th floor, Shenzhen headquarters of the Company.

Voting results: For: 8; against: 0; and abstained: 0.

“Notice of the Second Extraordinary General Meeting of 2018” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

The Company will close its H share register from Saturday, 28 July 2018 to Monday, 27 August 2018 (both days inclusive) to determine qualifications of shareholders to attend and

vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Friday, 27 July 2018.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
12 July 2018

*As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Li Zixue, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.*