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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 THE RESOLUTIONS

OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2010

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

The Third 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 November 2010. Details in respect of the resolutions and voting of the EGM are as follows:

I. IMPORTANT NOTICE

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

II. INFORMATION REGARDING THE EGM

1. Time of meeting

The meeting was convened on 30 November 2010 from 9:00 am to 10:00 am.

2. Venue

The EGM was convened at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

3. Mode of meeting

The EGM was convened physically with on-site voting.

4. Convener

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

5. Chairman

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

6. The convening of the EGM 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 the 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 EGM

The overall attendance is as follows:

28 Shareholders (including proxies), holding 1, 286, 654, 608 shares, accounting for 44.88% of the total shares carrying voting rights of the Company.

Of which:

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

27 holders (including proxies) of domestic shares (A shares), holding 1, 033, 063, 626 shares, accounting for 44.11% 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 253, 590, 982 shares, accounting for 48.33 % of the total 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 EGM:

Ordinary Resolutions

(I) TO CONSIDER AND APPROVE THE RESOLUTION OF THE COMPANY ON THE APPLICATION FOR THE ESTABLISHMENT OF ZTE FINANCE CO., LTD, DETAILS ARE AS FOLLOWS:

- (1) That the establishment of ZTE Finance Co., Ltd (tentative name subject to final approval by the industry and commerce registration department) with a capital contribution of RMB1 billion (including USD20 million to meet the threshold requirement for foreign exchange operations) by the Company be approved;
- (2) That, as required under pertinent provisions of the Rules for the Administration of Finance Companies of Corporate Groups, an undertaking in writing shall be furnished by the Board of Directors of the Company be approved as follows: In the event of urgent situations involving payment difficulties in the future operation and management of ZTE Finance Co., Ltd, the Company shall in a timely manner increase its capital to the extent required for resolving such payment difficulties, so as to ensure its normal operation and that if the amount of capital increase required by ZTE Finance Co., Ltd is in excess of the limit for the approval authority of the Board of Directors stipulated in the Articles of Association of ZTE Corporation, the matter shall be tabled at the general meeting of the Company for consideration and approval;
- (3) That the authorisation of Mr. Hou Weigui, legal representative of the Company, or the personnel authorised by Mr. Hou Weigui to execute relevant documents and complete

relevant registration formalities required for the establishment of ZTE Finance Co., Ltd be approved.

1. Overall voting details:

For: 1, 135, 130, 707 shares, accounting for 88. 2234% of the total number of shares held by shareholders with voting rights attending the EGM;

Against: 151, 523, 901 shares, accounting for 11. 7766% of the total number of shares held by shareholders with voting rights attending the EGM;

Abstained: 0 shares, accounting for 0% 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: 1, 026, 774, 766 shares, accounting for 99. 3912% of the total number of shares held by holders of A shares with voting rights attending the EGM;

Against: 6, 288, 860 shares, accounting for 0. 6088% of the total number of shares held by holders of A shares with voting rights attending the EGM;

Abstained: 0 shares, accounting for 0% 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: 108, 355, 941 shares, accounting for 42. 7286% of the total number of shares held by holders of H shares with voting rights attending the EGM;

Against: 145, 235, 041 shares, accounting for 57. 2714% of the total number of shares held by holders of H shares with voting rights attending the EGM;

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

2. Results of voting:

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

(II) TO CONSIDER AND APPROVE THE RESOLUTION OF THE COMPANY ON INCREASING THE INSURANCE AMOUNT OF DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S LIABILITY INSURANCE, DETAILS ARE AS FOLLOWS:

(1) That the Company's execution of a contract for directors', supervisors' and senior management's liability insurance for a period of one year with a compensation limit of RMB100 million per annum with AIG General Insurance Company China, Ltd., Shenzhen Branch be approved;

(2) That the authorisation of the Board of Directors to process any extension or renewal of the insurance contract with AIG General Insurance Company China, Ltd., Shenzhen Branch upon or prior to the conclusion of the term of such contract be approved.

1. Overall voting details:

For: 1, 268, 209, 194 shares, accounting for 99. 9906% of the total number of shares held by shareholders with voting rights attending the EGM;

Against: 119, 750 shares, accounting for 0. 0094% of the total number of shares held by

shareholders with voting rights attending the EGM;

Abstained: 0 shares, accounting for 0% 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: 1, 033, 063, 626 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the EGM;

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

Abstained: 0 shares, accounting for 0% 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: 235, 145, 568 shares, accounting for 99.9491% of the total number of shares held by holders of H shares with voting rights attending the EGM;

Against: 119, 750 shares, accounting for 0.0509% of the total number of shares held by holders of H shares with voting rights attending the EGM;

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

2. Results of voting:

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

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 EGM.

V. LEGAL OPINION OF LAWYERS

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

2. Name of Attorneys: Zhang Jianwei and Xiong Ming

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 Third Extraordinary General Meeting of 2010 of the Company complied with the 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 Third 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 Third Extraordinary General Meeting of 2010 of ZTE Corporation

2. Resolutions of the Third Extraordinary General Meeting of 2010 of ZTE Corporation

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

30 November 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 Shiyou; six non-executive directors, Hou Weigui, Lei Fanpei, 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.