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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-fifth Meeting of the Sixth 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 and misleading statement or material omission in this announcement.*

ZTE Corporation (“ZTE” or the “Company”) issued the “Notice of the Thirty-fifth Meeting of the Sixth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail and telephone on 19 November 2015. The Thirty-fifth Meeting of the Sixth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of video conference on 25 November 2015 at the Shenzhen headquarters of the Company, Beijing and Xiamen. The Meeting was presided over by Mr. Hou Weigui, Chairman. Of the 14 Directors required to vote at the Meeting, 12 Directors duly participated and 2 Directors appointed proxies to attend on their behalves. Mr. Zhang Jianheng, Vice Chairman, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Mr. Bingsheng Teng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized in writing Mr. Tan Zhenhui, Independent Non-executive Director, to vote on his behalf. 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 approved at the Meeting:**

**I. Consideration and approval of the “Resolution on the Election of the Vice Chairman of the Sixth Session of the Board of Directors,” the details of which are as follows:**

That Mr. Luan Jubao (樂聚寶) be elected as the Vice Chairman of the Sixth Session of the

Board of Directors.

Voting results: For: 14; against: 0, and abstained: 0.

**II. Consideration and approval of the “Resolution on the Election of New Members as Replacements to the Nomination Committee and Audit Committee of the Sixth Session of the Board of Directors,” the details of which are as follows:**

1. That Directors Mr. Wang Yawen (王亞文), Mr. Luan Jubao (樂聚寶) be elected members of the Nomination Committee of the Sixth Session of the Board of Directors as replacements;
2. That Directors Mr. Tian Dongfang (田東方), Mr. Zhan Yichao (詹毅超) be elected members of the Audit Committee of the Sixth Session of the Board of Directors as replacements.

Voting results: For: 14; against: 0, and abstained: 0.

The election of Mr. Wang Yawen (王亞文), Mr. Tian Dongfang (田東方), Mr. Luan Jubao (樂聚寶) and Mr. Zhan Yichao (詹毅超), as Non-executive Directors of the Sixth Session of the Board of Directors for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors (namely 29 March 2016) was considered and approved at the First Extraordinary General Meeting of 2015 of the Company held on 25 November 2015. For brief biographies of the aforementioned Non-executive Directors, please refer to “Announcement on Resolutions of the First Extraordinary General Meeting of 2015” published on the same date as this announcement.

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

Shenzhen, the PRC  
25 November 2015

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and Zhao Xianming; six non-executive directors, Hou Weigui, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Tan Zhenhui, Richard Xike Zhang, Chen Shaohua, Lü Hongbing and Bingsheng Teng.*