

DATE: 7.26, 2018

日期： 2018 年 7 月 26 日

TO: All Directors, Officers, Employees and Contractors

致：全体董事、管理人员、员工和合同工

SUBJECT: 2018 Export Control Compliance Management Commitment Statement

主题：2018 年关于出口管制合规的管理层承诺声明

ZTE Corporation and its subsidiaries and branches (collectively, "ZTE") are fully committed to compliance with all applicable export control and sanctions laws and regulations. ZTE has committed and will continue to commit substantial resources to ensure compliance with applicable export control and sanctions laws around the world. This year we will be implementing a full range of new export control compliance measures, including a revised Compliance Manual at our subsidiaries worldwide and rolling extensive training programs. The Compliance Committee— which is the chief organization for ZTE's compliance management—and all ZTE management fully support ZTE's goal to have a best-in-class export control and sanctions compliance program. ZTE has made progress on export compliance but has much more work to do to build a best-in-class export compliance program. It is the responsibility of every individual to support this effort. As we have seen recently with the Denial Order, compliance creates and protects value.

中兴通讯股份有限公司及其子公司和分支机构（统称“中兴公司”）完全致力于遵守所有可适用的出口管制及制裁法律法规。中兴公司已经并将继续投入大量资源，确保在全球范围内遵守可适用的出口管制及制裁法律法规。今年，中兴公司将实施全面的、新的出口管制合规措施，包括在全球子公司实施经修订的《合规手册》，并推行广泛的培训计划。中兴公司合规管理的主要组织，即合规管理委员会，以及中兴公司全体管理层将全力支持中兴公司的目标，即实施一流的出口管制和制裁合规体系。中兴公司已经在出口合规方面取得巨大进步，但是在建设一流出口合规体系方面仍任重道远。支持此项工作，人人责无旁贷。正如我们最近在《拒绝令》相关事宜中所看到的，合规能够创造价值，并保护价值。

Please review ZTE's Export Control Compliance Policy and become familiar with the restrictions within the Policy. All directors, officers, employees, and contractors must comply with all applicable export control and sanctions laws and regulations as well as ZTE's policies and procedures. Under no circumstances will exports, re-exports, or

transfers (in-country) be made contrary to law or policy by any employee or entity on behalf of ZTE. For example, ZTE makes certain products incorporating U.S. content that are fully subject to the U.S. export control and economic sanctions regulations, including products subject to international security/dual-use controls.

请审阅中兴通讯的出口管制合规政策，并了解熟悉政策中所述限制。全体董事、管理人员、员工和合同工都必须遵守所有可适用的出口管制和制裁法律法规以及中兴公司的政策和流程。在任何情况下，任何员工或实体均不得代表中兴公司在违反法律或政策的情况下开展出口、再出口或转移（国内）活动。例如，中兴公司因制造产品会使用的美国部件受美国出口管制和制裁规定管辖，或使用的产品受限于美国国家安全/军民两用出口管制规定。

Violations of the export control and economic sanctions laws will result in serious consequences for ZTE and responsible individuals, including criminal and/or civil fines, sanctioned party designation and even imprisonment, as well as damage to the individual and ZTE's reputation, or re-imposition of the Suspended Denial Order. Any director, officer, employee, and contractor found to be in violation of the laws or policies will be subject to disciplinary actions by the company, up to and including termination, in addition to legal responsibilities. ZTE's Export Compliance Program is subject to audits by the Independent Compliance Monitor, appointed by the U.S. Court. ZTE's Export Compliance Program will also be monitored and assessed by the Special Compliance Coordinator ("SCC") pursuant to the June 8, 2018, Superseding Settlement Agreement ("SSA") between the US Department of Commerce, Bureau of Industry and Security ("BIS") and ZTE. Any failure to comply with ZTE's Export Control Compliance Policy and management's statements regarding cooperation and honesty with the Monitor, the SCC, the Export Control Compliance Department ("ECC"), or ZTE's outside counsel and support teams will result in significant discipline up to and including termination.

违反出口管制和制裁法律法规将为中兴公司及相关责任人招致严重后果，包括刑事和/或民事罚款、被指定为受制裁方甚至被处以监禁，使个人和中兴公司声誉遭受损害，或者暂停的《拒绝令》被重新实施。任何董事、管理人员、员工和合同工，如若被发现违反法律或政策，除需要承担法律责任外，将受到公司的纪律处分，最高处分可至（包括）解除劳动关系。中兴公司的出口合规项目由美国法院指定的独立合规监察官进行稽查。中兴公司的出口合规项目还将由特别合规协调员（“SCC”）根据美国商务部工业安全局（“BIS”）和中兴公司于2018年6月8日签署的《替代和解协议》（“SSA”）进行监察和评估。任何未能遵守中兴公司的出口管制合规政策和管理层有关于与监察官、SCC、出口管制合规部门

（“ECC”）或中兴公司的外部法律顾问和支持团队合作并对其诚信的声明，将导致严重的纪律处分，最高处分可至（包括）解除劳动关系。

We need to do better because it is the right thing to do and Compliance Creates Value for ZTE. I ask each of you to take this matter very seriously and report all export compliance concerns, questions, or potential violations that you identify. If you have any questions concerning potential violations, procedural uncertainties, or if you have suggestions to improve our compliance program, please contact Lawrence Koh, Chief Export Compliance Officer, his colleagues at ECC, or the Reporting Hotline.

我们需要在合规方面不断精进，因为这是正确的做法，而且合规也为公司创造价值。请您务必严肃地对待此事，并上报您所发现的任何出口合规问题、疑问或潜在违规行为。如果您就潜在违规行为、流程不确定性有任何疑问，或者您就改进合规计划有任何建议，请与首席出口管制合规官 Lawrence Koh 及其他 ECC 同事联系或拨打举报热线。

[], President of ZTE

[], Chairman of ZTE

[], 中兴公司总裁

[], 中兴公司董事长

