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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 on Resolutions of the Second Extraordinary General Meeting of 2019

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 is no false and misleading statement or material omission in this announcement.

The Second Extraordinary General Meeting of 2019 (the “EGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 29 July 2019. Details in respect of the resolutions and voting results of the EGM are as follows:

I. IMPORTANT NOTICE

Additional resolutions proposed: On 11 July 2019, the Board of Directors of the Company received one ex tempore motion (being the “Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd in relation to the Shenzhen Bay Super Headquarters Base”) from its shareholder, Zhongxingxin Telecom Company Limited, who requested the Board of Directors of the Company to table such motion for consideration at the EGM. The supplementary notice of EGM has been dispatched to the shareholders of the Company on July 15 2019.

II. INFORMATION REGARDING THE CONVENING OF THE EGM

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Monday, 29 July 2019.
2. On-line voting by domestic shareholders was conducted from 28 July 2019 to 29 July 2019 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 29 July 2019; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 28 July 2019 to 15:00 on 29 July 2019.

(II) Venue

The on-site meeting was held at the Conference Room on the 4th floor of A Wing of the Company's headquarters in Shenzhen.

(III) Voting method

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorization of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

- on-site voting, including attendance and voting in person or authorization of proxies to attend and vote by completing and returning the relevant proxy form.

(IV) Convener

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

(V) Chairman of the EGM

Mr. Li Zixue, the Chairman of the Board of Directors of the Company, presided over the EGM.

(VI) The convening of the EGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China (the "Company law"), the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the articles of association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE EGM

On the record date of the EGM (i.e., 28 June 2019), the total number of shares issued by the Company is 4,192,671,843 shares, comprising 3,437,169,309 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

67 shareholders (or proxies) held 1,429,414,336 shares or 34.09% of the total number of shares carrying voting rights at the EGM of the Company. Of which, 64 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 282,550,009 shares or 6.74% of the total number of shares carrying voting rights at the EGM of the

Company. There were no shares in the Company which entitled its holders to attend the EGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

Comprising:

(1) Attendance of holders of A shares

66 A shareholders (or proxies) holding 1,262,197,157 shares or 36.72% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 14 A shareholders (or proxies) holding 1,217,850,462 shares or 35.43% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 52 A shareholders holding 44,346,695 shares or 1.29% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

1 H shareholder (or proxy) holding 167,217,179 shares or 22.13% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, certain Directors, Supervisors and senior management of the Company, the PRC lawyers and other person attended the EGM. Certain Directors, Supervisors and senior management of the Company did not attend the EGM due to work reasons.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and passed by voting by open ballot at the EGM (of which the ordinary resolution was passed by votes representing more than one-half of the voting rights held by shareholders attending the EGM; and the special resolution was passed by votes representing more than two-thirds of the voting rights held by shareholders attending the EGM. For details of the voting results, please refer to Annex I “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the Second Extraordinary General Meeting of 2019”):

Special Resolutions

1. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings”, the details of which are as follows:

(1) That the amendment of relevant clauses in the Articles of Association in accordance with

the law be approved, the details of which are set out as follows:

Existing articles	To be amended as
<p>Article 35. The Company may repurchase its own shares in accordance with the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association under the following circumstances:</p> <ol style="list-style-type: none"> 1) reduction of the registered capital of the Company; 2) merging with another company that holds shares in the Company; 3) granting shares as incentive compensation to the staff of the Company; 4) acquiring the shares of shareholders who vote against to any resolution adopted at the general meeting of shareholders on the merger or division of the Company; or 5) other circumstances permitted by the laws and administrative regulations. <p>If the Company repurchases its own shares due to items (1) through (3) of the preceding paragraph, resolutions related thereto shall be adopted at a general meeting of shareholders. If the Company repurchases its own shares in accordance with the preceding paragraph under the circumstances set forth in item (1), the shares so repurchased shall be cancelled within ten days of the repurchase. In the event of the circumstances set forth in items (2) and (4), the shares so repurchased shall be transferred or cancelled within six months.</p> <p>If the Company repurchases its own shares in accordance with item (3) of the preceding paragraph, the shares so repurchased shall not exceed 5% of the total number of shares issued by the Company. The repurchase shall be funded with the post-tax profit of the Company, and the shares so repurchased shall be transferred to the employees within one year.</p>	<p>Article 35. The Company may not repurchase its own shares, save as under the following circumstances:</p> <ol style="list-style-type: none"> 1) reduction of the registered capital of the Company; 2) merging with another company that holds shares in the Company; 3) granting shares for staff shareholding plans or share option incentives; 4) acquiring the shares of shareholders who vote against to any resolution adopted at the general meeting of shareholders on the merger or division of the Company; 5) to use the shares for conversion into convertible corporate bonds issued by the Company; 6) being deemed necessary by the Company for the protection of the company’s value and shareholders’ interests; or 7) other circumstances permitted by the laws and administrative regulations. <p>If the Company repurchases its own shares under the circumstances set out in items (1) and (2) of the preceding paragraph, resolutions related thereto shall be adopted at a general meeting of shareholders. If the Company repurchases its own shares under items (3), (5) and (6) of the preceding paragraph, resolutions related thereto shall be adopted at the meeting of Board of Directors with more than two-thirds of the Directors attending subject to a mandate by the general meeting of shareholders. The Company’s repurchase of its own shares shall be in compliance with the provisions of both the pertinent laws and regulations of its place of listing and the</p>

Existing articles	To be amended as
	<p>Listing Rules.</p> <p>If the Company repurchases its own shares in accordance with paragraph one under the circumstances set forth in item (1), the shares so repurchased shall be cancelled within ten days of the repurchase; in the event of the circumstances set forth in items (2) and (4), the shares so repurchased shall be transferred or cancelled within six months; in the event of the circumstances set forth in items (3), (5) and (6), the shares in the Company held in aggregate by the Company shall not exceed 10% of the total number of the Company's shares in issue and the shares so repurchased shall be transferred or cancelled within three years.</p>
<p>Article 36. The Company may repurchase shares in one of the following ways:</p> <p>1) by making a general offer for the repurchase of shares to all its shareholders on a pro-rata basis;</p> <p>2) by repurchasing shares through public dealing on a stock exchange;</p> <p>3) by repurchasing shares by means of an off-market agreement; or</p> <p>4) by any other means permitted by laws and administrative regulations.</p>	<p>Article 36. The Company may repurchase shares in one of the following ways:</p> <p>1) by making a general offer for the repurchase of shares to all its shareholders on a pro-rata basis;</p> <p>2) by repurchasing shares through public dealing on a stock exchange;</p> <p>3) by repurchasing shares by means of an off-market agreement; or</p> <p>4) by any other means permitted by laws and administrative regulations.</p> <p>The repurchase of its shares by the Company under items (3), (5) and (6) of paragraph one of Article 35 herein shall be conducted by way of open block trading.</p>
<p>Article 70. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality).</p> <p>The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the</p>	<p>Article 70. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality).</p> <p>The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the</p>

Existing articles	To be amended as
<p>shareholders to attend the general meetings through various means, including using modern information technology to establish an online voting platform. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>	<p>shareholders to attend the general meetings through online voting. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>
<p>Article 143. The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>The Chairman and Vice Chairmen shall be elected and removed by a simple majority vote of all members of the Board of Directors. The term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>The directors shall be elected by the general meeting. A written notice of the reason to propose a person for election as a director and a written notice by that person indicating his acceptance of such nomination shall be delivered to the Company within a period of not less than seven days commencing no earlier than the day immediately following the despatch of the notice of the meeting appointed for such election and ending no later than seven days before the date of such general meeting.</p> <p>.....</p>	<p>Article 143. The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>The Chairman and Vice Chairmen shall be elected and removed by a simple majority vote of all members of the Board of Directors. The term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>The directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. A written notice of the reason to propose a person for election as a director and a written notice by that person indicating his acceptance of such nomination shall be delivered to the Company within a period of not less than seven days commencing no earlier than the day immediately following the despatch of the notice of the meeting appointed for such election and ending no later than seven days before the date of such general meeting.</p> <p>.....</p>
<p>Article 162. The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. All specialist committees shall be composed of directors in which independent</p>	<p>Article 162. The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and</p>

Existing articles	To be amended as
<p>non-executive directors shall form the majority and become convenors. Under the audit committee, there shall have at last one independent non-executive director who is a professional accountant.</p>	<p>perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>
<p>Article 179. The Company shall have one president who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of executive vice presidents and one chief financial officer to assist the president in his work. The executive vice presidents and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.</p>	<p>Article 179. The Company shall have one president who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of executive vice presidents and one chief financial officer to assist the president in his work. The executive vice presidents and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.</p> <p>A person holding administrative position in the controlling shareholder of the Company other than as a director or supervisor shall not serve as a senior management personnel of the Company.</p>
<p>Article 195. The Supervisory Committee shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers in accordance with laws:</p> <p>.....</p> <p>8) to conduct investigation into any irregularities in the Company’s operations identified; and</p> <p>.....</p>	<p>Article 195. The Supervisory Committee shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers in accordance with laws:</p> <p>.....</p> <p>8) to conduct investigation into any irregularities in the Company’s operations identified; where necessary, professional agencies, such as accountant firms and law firms, may be engaged at the cost of the Company; and</p> <p>.....</p>

(2) That the amendment of relevant clauses in the Rules of Procedure for General Meetings of Shareholders in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 5. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality).</p> <p>The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the shareholders to attend the general meetings through various means, including using modern information technology to establish an online voting platform. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>	<p>Article 5. The place for convening a general meeting of shareholders shall be the place where the Company is located (in Shenzhen Municipality).</p> <p>The general meeting shall have a meeting place for convening the meetings. The Company shall, subject to the general meetings being legally and validly held, make it convenient for the shareholders to attend the general meetings through online voting. Shareholders so attend the general meetings shall be deemed to be present at such meeting.</p>
<p>Article 46. The Company shall, subject to the general meetings being legally and validly held, increase the percentage of shareholders attending the general meetings through various means, including using modern information technology to establish an online voting platform.</p>	<p>Article 46. The Company shall, subject to the general meetings being legally and validly held, increase the percentage of shareholders attending the general meetings through the provision of online voting.</p>

(3) That the amendment of relevant clauses in the Rules of Procedure for 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
<p>Article 6. The election of the directors is based on a cumulative voting system at the general meeting in accordance with the Articles of Association. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p>	<p>Article 6. The election of the directors is based on a cumulative voting system at the general meeting in accordance with the Articles of Association. The number of votes obtained by the director's candidates shall exceed half of the voting rights represented by the persons attending the general meeting.</p> <p>The directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting.</p>

Existing Article	To be amended as
<p>Article 28. Committees shall be set up under the Board of Directors.</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. Under the audit committee, there shall have at least one independent non-executive director who is a professional accountant.</p>	<p>Article 28. Committees shall be set up under the Board of Directors.</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors, the convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>

(4) That any Directors or the Secretary to the Board of Directors of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for the Board of Directors Meetings in accordance with the law on behalf of the Company.

The amended Articles of Association of ZTE Corporation (July 2019), the Rules of Procedure for General Meetings of Shareholders of ZTE Corporation (July 2019) and the Rules of Procedure for Board of Directors Meetings of ZTE Corporation (July 2019) has been published on the same date as this announcement.

2. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Rules of Procedure for Supervisory Committee Meetings”, the details of which are as follows:

(1) That the amendment of relevant clauses in the Rules of Procedure for Supervisory Committee Meetings in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 6. The Supervisory Committee shall exercise the following functions and powers:</p> <p>.....</p>	<p>Article 6. The Supervisory Committee shall exercise the following functions and powers:</p> <p>.....</p>

Existing Article	To be amended as
10) to conduct investigation into any irregularities in the Company’s operations identified; and 	10) to conduct investigation into any irregularities in the Company’s operations identified; where necessary, professional agencies, such as accountant firms and law firms, may be engaged at the cost of the Company; and

(2) That any Supervisory of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Rules of Procedure for Supervisory Committee Meetings in accordance with the law on behalf of the Company.

The amended the Rules of Procedure for Supervisory Committee Meetings of ZTE Corporation (July 2019) has been published on the same date as this announcement.

Ordinary Resolution

3. Consideration and approval of the “Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd in relation to the Shenzhen Bay Super Headquarters Base”, the details of which are as follows:

(1) That the execution with Shenzhen Vanke Development Co., Ltd (深圳市萬科發展有限公司) of the “Supplemental Agreement to the ‘Framework Agreement for Entrustment of Development, Construction, Sales and Operation’” and other relevant documents by the Company be approved;

(2) That the legal representative of the Company or his delegated signatory be authorised to sign relevant documents and deal with other pertinent matters in accordance with the law.

The Company appointed the witnessing lawyers, two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the EGM.

V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)

2. Name of Lawyers: Wei Wei, Huang Wei

3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the Second Extraordinary General Meeting of 2019 are in compliance with relevant provisions of laws and regulations of the People’s Republic of China, and of the Articles of Association, and the “Resolutions of the Second Extraordinary General Meeting of 2019” approved at the EGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the Second Extraordinary General Meeting of 2019 of ZTE Corporation;
2. Resolutions of the Second Extraordinary General Meeting of 2019 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the Second Extraordinary General Meeting of 2019 of ZTE Corporation.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC

29 July 2019

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

Annex I:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the Second Extraordinary General Meeting of 2019

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Special resolutions (2 resolutions)								
1.00	Resolution on the amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings	Total	1,428,076,166	99.9064%	167,700	0.0117%	1,170,470	0.0819%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	281,211,839	99.5264%	167,700	0.0594%	1,170,470	0.4143%
		Domestic shares (A shares)	1,260,858,987	99.8940%	167,700	0.0133%	1,170,470	0.0927%
		Overseas-listed foreign shares (H shares)	167,217,179	100.0000%	0	0.0000%	0	0.0000%
2.00	Resolution on the amendment of relevant clauses in the Rules of Procedure for Supervisory Committee Meetings	Total	1,428,076,166	99.9064%	167,600	0.0117%	1,170,570	0.0819%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	281,211,839	99.5264%	167,600	0.0593%	1,170,570	0.4143%
		Domestic shares (A shares)	1,260,858,987	99.8940%	167,600	0.0133%	1,170,570	0.0927%
		Overseas-listed foreign shares (H shares)	167,217,179	100.0000%	0	0.0000%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Ordinary resolutions (1 resolution)								
3.00	Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd. on the Shenzhen Bay Super Headquarters Base	Total	1,425,608,281	99.7376%	453,541	0.0317%	3,297,585	0.2307%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	278,743,954	98.6721%	453,541	0.1605%	3,297,585	1.1673%
		Domestic shares (A shares)	1,259,976,079	99.8240%	167,100	0.0132%	2,053,978	0.1627%
		Overseas-listed foreign shares (H shares)	165,632,202	99.0847%	286,441	0.1714%	1,243,607	0.7440%