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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)

**Overseas Regulatory Announcement
Announcement Update on the Implementation of the Acquisition of Assets by Issuance of Shares
and Ancillary Fund-raising**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

ZTE Corporation (the “Company”) is currently advancing its acquisition of assets by issuance of shares and ancillary fund-raising. For details, please refer to the Overseas Regulatory Announcement published by the Company on 26 April 2021. As implementation of the said matter has yet to be completed, update on the implementation of the Company’s acquisition of assets by issuance of shares and ancillary fund-raising is hereby announced as follows in accordance with pertinent provisions under the “Measures for Administration of Material Asset Restructuring of Listed Companies” (《上市公司重大資產重組管理辦法》):

I. Approval of the Company’s acquisition of assets by issuance of shares and ancillary fund-raising

The Company has received the “Approval in Relation to the Acquisition of Assets by Issuance of Shares and Ancillary Fund-raising by ZTE Corporation” (Zheng Jian Xu Ke [2021] No. 1399) from the China Securities Regulatory Commission (the “CSRC”) (《關於核准中興通訊股份有限公司發行股份購買資產並募集配套資金的批復》(證監許可[2021]1399 號)), granting approval for the Company’s acquisition of relevant assets by issuance of 45,643,828 A shares to Guangdong Hengjian Xinxin Investment Partnership Enterprise (Limited Partnership) (廣東恒健欣芯投資合夥企業(有限合夥)), and 39,123,282 A shares to Shenzhen Huitong Rongxin Investment Co., Ltd. (深圳市匯通融信投資有限公司), and issuance of shares to raise ancillary fund not more than RMB2.61 billion. For details, please refer to the “Announcement on the Approval in Relation to the Acquisition of Assets by Issuance of Shares and Ancillary Fund-raising by the CSRC” published by the Company on 26 April 2021.

II. Update on the implementation of the Company’s acquisition of assets by issuance of shares and ancillary fund-raising

In accordance with the Measures for the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》), the issuance of securities by a listed company should be conducted after the implementation of its profit distribution plan or plan of share capital increase by way of conversion of reserve, if any, which is pending approval by voting at the general meeting or which has been approved by voting at the general meeting but has yet to be implemented. The “Proposal for Profit Distribution for 2020” was considered and approved at the Thirty-third Meeting of the Eighth Session of the Board of Directors of the Company and the 2020 Annual General Meeting on 16 March 2021

and 25 June 2021, respectively. As at the date of this announcement, the Company has completed the implementation of the 2020 profit distribution plan.

In accordance with pertinent provisions under the “Measures for Administration of Material Asset Restructuring of Listed Companies” (《上市公司重大資產重組管理辦法》), the Company is actively processing the transaction. Outstanding main procedures relating to the transaction are as follows: registration of change with industrial and commercial authorities in relation to the transfer of subject assets; pending registration of shares under the issuance of shares for asset acquisition with China Securities Depository and Clearing Corporation Limited, Shenzhen Branch, and application to Shenzhen Stock Exchange for the listing of the said new shares; completion of the issuance of shares for the raising of ancillary funds by the Company within the timeframe stipulated under the approval of CSRC; registration or filing of change with industrial and commercial authorities by the Company in relation to the change in registered capital and amendments to the Articles of Association involved in the transaction.

The Company has published the “Overseas Regulatory Announcement Update on the Implementation of the Acquisition of Assets by Issuance of Shares and Ancillary Fund-raising” on 20 June 2021, 19 July 2021 and 18 August 2021, respectively. The Company will actively implement the acquisition of assets by issuance of shares and ancillary fund-raising and disclose the relevant progress of implementation in a timely manner in accordance with pertinent regulations. Investors are advised to pay attention to subsequent announcements to be made by the Company and beware of investment risks.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
17 September 2021

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, Gordon Ng, Zhuang Jiansheng.