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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 Second Meeting of the Ninth 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 or misleading statement in this announcement or material omission therefrom.*

ZTE Corporation (the “Company”) issued the “Notice of the Second Meeting of the Ninth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail on 11 April 2022. The Second Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company, Beijing and other locations by way of video and telephone conference on 25 April 2022. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. 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, and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

### **I. Consideration and approval of the “2022 First Quarterly Report”.**

Voting result: For: 9; against: 0; abstained: 0.

### **II. Consideration and approval of the “Resolution on the Subscription for Shares in Shenzhen Hongtu Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership)”, the details of which are as follows:**

1. That Huizhou Hongtu Investment Management Company Limited (惠州紅土投資管理有限公司), Shenzhen Capital Group Company Limited (深圳市創新投資集團有限公司) and ZTE Corporation sign the “Shenzhen Hongtu Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership) (tentative title) Partnership Agreement” (深圳市紅土湛盧二期股權投資合夥企業(有限合夥)(暫定名)合夥協議) (the “Investment”) be

approved;

2. That, subject to the execution of the aforesaid agreement, the contribution of not more than RMB400 million in capital by ZTE Corporation as a limited partner in the subscription for shares in Shenzhen Hongtu Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership) (tentative title subject to the final approval of the industrial and commercial registration authorities) be approved;

3. That the legal representative of ZTE Corporation or his delegated signatory be authorised to execute relevant legal contracts and documents in accordance with the law for the commencement, adjustment, termination or disposal of the Investment, and deal with the business registration procedure.

Voting result: For: 9; against: 0; abstain: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Subscription for Shares in Hongtu Zhanlu Fund Tranche II” published on the same date as this announcement.

**III. Consideration and approval of the “Resolution on the Adjustment of the Exercise Price of Share Options under the 2017 Share Option Incentive Scheme Pursuant to the Rules”, the details of which are as follows:**

Voting result: For: 8; against: 0; abstained: 0.

Mr. Xu Ziyang, Director, as the participant of the 2017 Share Option Incentive Scheme, did not take part in the voting in respect of this resolution at the Meeting.

In view of the “Proposal of Profit Distribution for 2021” that has been considered and approved during the 2021 Annual General Meeting of the Company on 21 April 2022, the distribution plan is distribution of RMB3 in cash (before tax) for every 10 shares. In accordance with the provisions on the adjustment of the exercise price in the 2017 Share Option Incentive Scheme (Draft) of ZTE Corporation, following the implementation of the 2021 A share profit distribution plan, the exercise price of share options under the 2017 Share Option Incentive Scheme shall be adjusted from RMB16.66 per share to RMB16.36 per share. For details, please refer to the “Overseas Regulatory Announcement Announcement on the Adjustment of the Exercise Price of Share Options under the 2017 Share Option Incentive Scheme Pursuant to the Rules” published on the same date of this announcement.

**IV. Consideration and approval of the “Resolution on the Implementation of Electronic Signature by the Board of Directors”.**

Voting result: For: 9; against: 0; abstain: 0.

All Directors of the Company shall sign documents of the Board and documents otherwise requiring their signature for the performance of their duties by way of electronic signature, save for documents requiring signature in person under laws and regulations, Shenzhen Listing Rules of the Shenzhen Stock Exchange and Listing Rules of the Hong Kong Stock Exchange or requirements of regulatory authorities.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
25 April 2022

*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.*