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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 Twenty-fifth Meeting of the Fifth 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 or material omission in this announcement.*

The "Notice of the Twenty-fifth Meeting of the Fifth Session of the Board of Directors" was dispatched by ZTE Corporation (the "Company") to all Directors of the Company via electronic mail and by telephone on 17 February 2012. The Twenty-fifth Meeting of the Fifth Session of the Board of Directors of the Company (the "Meeting") was convened by way of video conference at the Shenzhen headquarters of the Company, Xi'an, Beijing, Shanghai and Hongkong on 22 February 2012. Of the 13 Directors required to attend the Meeting, 10 Directors duly attended in person and 3 Directors appointed proxies to attend on his / her behalf. Mr. Wang Zhanchen, Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Ms. Qu Xiaohui, Independent Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Wei Wei, Independent Director, to vote on her behalf. Mr. Tan Zhenhui, Independent Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Wei Wei, Independent Director, to vote on his behalf. The Meeting, which was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association, was legal and valid.

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

**I. Consideration and approval of the “Resolution on the Nomination of Candidate for Non-independent Director”, the details of which are as follows:**

1. The Fifth Session of the Board of Directors of the Company hereby nominates Mr. Zhang Jianheng (張建恒) as the candidate for Non-independent Director of the Fifth Session of the Board of Directors of the Company for a term commencing upon the shareholders’ approval of his appointment at the First Extraordinary General Meeting of 2012 and expiring upon the conclusion of the term of the Fifth Session of the Board of Directors of the Company (namely 29 March 2013).

Voting results: For: 13; Against: 0; Abstained: 0.

2. The Fifth Session of the Board of Directors of the Company hereby approves the proposal of the candidate for Non-independent Director of the Company for consideration by First Extraordinary General Meeting of 2012 of the Company.

Voting results: For: 13; Against: 0; Abstained: 0.

(Please refer to Annex 1 for a brief biography of the aforesaid candidate for Non-independent Director.)

Having conducted a stringent process of examination in respect of the candidate for Non-independent Director and considered and approved after due deliberation the “Resolution on the Nomination of Candidate for Non-independent Director” prior to the Meeting, the Nomination Committee of the Fifth Session of the Board of Directors of the Company has recommended the Fifth Session of the Board of Directors of the Company to nominate Mr. Zhang Jianheng (張建恒) as the candidate for Non-independent Director of the Fifth Session of the Board of Directors of the Company, and has approved the submission of such recommendation to the Meeting of the Company for consideration.

At the Meeting, Independent Directors of the Company, namely, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert, furnished an

independent opinion on the “Resolution on the Nomination of Candidate for Non-independent Director” as follows:

The Nomination Committee of the Fifth Session of the Board of Directors has completed the qualifications vetting process in respect of the recommended candidate for Non-independent Director and has submitted a recommendation of the Nomination Committee of the Fifth Session of the Board of Directors of the Company on the candidate for Non-independent Director to the Board for consideration and approval. The entire process has been in compliance with the provisions of pertinent laws and regulations. The nomination procedures and qualifications for appointment in respect of the candidate for Non-independent Director have been in compliance with provisions of pertinent laws and regulations and the Articles of Association of the Company.

**II. Consideration and approval of the “Resolution of the Company on the Convening of the First Extraordinary General Meeting of 2012”, the details of which are as follows:**

The Company has resolved to convene its First Extraordinary General Meeting of 2012 (the “EGM”) on 11 April 2012 at the Conference Room on the 4th Floor of the Shenzhen Headquarters of the Company.

Voting results: For: 13; Against: 0; Abstained: 0.

“Notice of the First Extraordinary General Meeting of 2012” of the Company will be despatched to H shareholders of the Company according to the Articles of Association of the Company and requirements of applicable laws and regulations. .

The H share register of the Company will be closed from Monday, 12 March 2012 to Tuesday, 10 April 2012 (both days inclusive) for the EGM. H Shareholders who wish to attend the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m., 9 March 2012.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

22 February 2012

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; five non-executive directors, Hou Weigui, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*

Annex 1: A brief biography of the candidate for Non-independent Director

**Mr. Zhang Jianheng (張建恒)**, aged 51, is a graduate of Dalian Institute of Technology in 1982 majoring in Chemical Machinery and holds the title of Senior Engineer. He worked with the No. 1 Film Factory under the Ministry of Chemical Industry from 1982 to 1989 and with No. 1 Film Factory of China Lucky Film Corporation from 1989 to 1996. He was appointed as a director of China Lucky Film Corporation in 1996, and went on to serve as deputy general manager and general manager of that company until 2011. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd. Since November 2011, he has been appointed as a deputy general manager of China Aerospace Science and Technology Corporation. Mr. Zhang has an ample experience in management and operation. Mr. Zhang does not have any interests in the shares of the Company. He is connected with the controlling shareholder of the Company (Mr. Zhang holds the position of deputy general manager at China Aerospace Science and Technology Corporation, an indirect shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, which is in turn the controlling shareholder of the Company, therefore he is connected with the controlling shareholder of the Company.) and is not connected in any way with any other Directors, Supervisors, or senior management personnel of the Company. He has never been subject to punishments by the China Securities Regulatory Commission and other pertinent authorities or censorships by any stock exchanges. His qualifications for appointment are in compliance with the appointment criteria stipulated under the PRC Company Law, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association of the Company and other pertinent laws, rules and regulations.