

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 2016 Annual General Meeting,  
the First A Shareholders' Class Meeting of 2017 and  
the First H Shareholders' Class Meeting of 2017**

*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 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 (together the "Meetings") of ZTE Corporation (the "Company") was held by way of a combination of on-site voting and online voting on 20 June 2017. Details in respect of the resolutions and voting results of the Meetings are as follows:

**I. IMPORTANT NOTICE**

Additional resolutions proposed: On 24 April 2017, the Board of Directors of the Company received 3 ex-tempore motions (being the "Resolution on the '2017 Share Option Incentive Scheme (Draft) of ZTE Corporation' and its summary", "Resolution on the 2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation" and "Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme") from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motions for consideration at the 2016 Annual General Meeting. The supplementary circular dated 26 April 2017 has been dispatched to the shareholders of the Company.

**II. INFORMATION REGARDING THE CONVENING OF THE MEETINGS**

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Tuesday, 20 June 2017.
2. Online voting by A shareholders was conducted from 19 June 2017 to 20 June 2017 during the following time slots:  
Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 a.m. to 11:30 a.m. and from 13:00 p.m. to 15:00 p.m. on 20 June 2017; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 19 June 2017 to 15:00 on 20 June 2017.

#### (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 authorisation of proxies to attend and vote by completing and returning the relevant proxy form or authorising Independent Non-executive Director to vote; 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 in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form or authorising Independent Non-executive Director to vote.

#### (IV) Convener

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

#### (V) Chairman of the Meetings

Mr. Yin Yimin, the Chairman of the Board of Directors of the Company, presided over the Meetings.

(VI) The convening of the Meetings 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 MEETINGS**

On the record date of the Meetings (i.e., 19 May 2017), the total number of shares issued by the Company is 4,188,526,530 shares, comprising 3,433,023,996 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

#### **(I) Attendance at the 2016 Annual General Meeting (the “AGM”)**

##### **■ Overall attendance**

72 shareholders (or proxies) held 1,668,264,785 shares or 39.83% of the total number of shares carrying voting rights at the AGM of the Company. Of which, 63 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 395,945,749 shares or 9.45% of the total number of shares carrying voting rights at the AGM of the Company. There were no shares in the Company which entitled its holders to attend the AGM 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 H shareholders who were required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Hong Kong Listing Rules. For details of A shareholders who were required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Shenzhen Listing Rules and the Administrative Measures on Share Incentives of Listed Company(《上市公司股權激勵管理辦法》), please refer to the paragraph headed “IV. CONSIDERATION OF AND VOTING ON RESOLUTIONS” in this announcement.

Comprising:

##### **(1) Attendance of holders of A shares**

70 A shareholders (or proxies) holding 1,419,325,308 shares or 41.34% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the AGM.

Of which: 31 A shareholders (or proxies) holding 1,376,041,515 shares or 40.08% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 39 A shareholders holding 43,283,793 shares or 1.26% 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**

2 H shareholders (or proxies) holding 248,939,477 shares or 32.95% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

#### **(II) Attendance at the First A Shareholders’ Class Meeting of 2017 (the “A Shareholders’ Class Meeting”)**

70 A shareholders (or proxies) holding 1,419,325,308 shares or 41.52% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online

voting of the A Shareholders' Class Meeting (61 shareholders (or proxies) each interested in less than 5% of the Company's A shares held 147,006,272 shares or 4.30% of the total number of A shares carrying voting rights of the Company), comprising 31 A shareholders (or proxies) holding 1,376,041,515 shares or 40.26% of the total number of A shares carrying voting rights of the Company who attended the on-site meeting and 39 A shareholders holding 43,283,793 shares or 1.27% of the total number of A shares carrying voting rights of the Company who participated in online voting. For details of A shareholders who were required to abstain from voting in respect of the resolutions tabled at the A Shareholders' Class Meeting in accordance with the Shenzhen Listing Rules and the Administrative Measures on Share Incentives of Listed Company, please refer to the paragraph headed "IV. CONSIDERATION OF AND VOTING ON RESOLUTIONS" in this announcement.

**(III) Attendance at the First H Shareholders' Class Meeting of 2017 (the "H Shareholders' Class Meeting")**

2 H shareholders (or proxies) holding 271,523,453 shares or 35.94% of the total number of H shares carrying voting rights of the Company attended the H Shareholders' Class Meeting. There were no shares in the Company which entitled its holders to attend the H Shareholders' Class Meeting 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 H shareholders who were required to abstain from voting in respect of the resolutions tabled at the H Shareholders' Class Meeting in accordance with the Hong Kong Listing Rules.

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

**IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS**

**(I) Consideration of and voting on resolutions at the 2016 Annual General Meeting**

The following resolutions were considered and passed by voting by open ballot at the AGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM; and all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM. For details of the voting results, please refer to Annex I "ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2016 Annual General Meeting"):

**Ordinary Resolutions**

**1. Consideration and approval of the "2016 Annual Report of the Company (including 2016 financial report of the Company audited by the PRC and Hong Kong auditors)";**

Approve that the Group's provision for asset impairment for 2016 amounted to RMB2,853,127,000, comprising provision for inventory impairment amounting to RMB636,161,000, provision for fixed assets impairment amounting to RMB45,270,000, and provision for bad debts of trade receivables amounting to RMB2,171,696,000. For details, please refer to the note V. 48 in the 2016 financial report.

**2. Consideration and approval of the “2016 Report of the Board of Directors of the Company”;**

**3. Consideration and approval of the “2016 Report of the Supervisory Committee of the Company”;**

**4. Consideration and approval of the “2016 Report of the President of the Company”;**

**5. Consideration and approval of the “Final Financial Accounts of the Company for 2016”;**

**6. Proposals of Profit Distribution of the Company for 2016;**

That the proposals of profit distribution for 2016 tabled by the Board of Directors of the Company be approved: no profit distribution is proposed for 2016.

**7. Consideration and approval on an individual basis of the “Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2017”, with details as follows:**

7.1 Approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2017 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted;

7.2 Approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2017 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2017 based on the specific audit work to be conducted;

7.3 Approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2017 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted.

**8. Consideration and approval on an individual basis of the “Resolutions of the Company on the Proposed Application for Composite Credit Facilities”, with details as follows:**

8.1 Consideration and approval of the “Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB30.0 billion”, with details as follows:

(1) That the application by the Company to Bank of China Limited for a RMB30.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.

(2) That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB30.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2016 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2018. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or the signatory authorized by the legal representative is hereby authorized to sign the relevant legal contracts and documents.

8.2 Consideration and approval of the “Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD7.0 billion”, with details as follows:

(1) That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a USD7.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.

(2) That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid USD7.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2016 Annual General Meeting

until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2018. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or the signatory authorized by the legal representative is hereby authorized to sign the relevant legal contracts and documents.

**9. Consideration and approval of the “Resolution on the Application for Limits of Derivative Investment of the Company for 2017”, with details as follows:**

Approve the authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for a net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the AGM to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.

**10. Consideration and approval of the “Resolution on the Election of Non-Independent Director”, with details as follows:**

That Mr. Zhai Weidong be elected by way of accumulative voting as an Non-independent and Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which this resolution is considered and passed at the AGM and ending upon the conclusion of the term of the Seventh Session of the Board of Directors of the Company (i.e., 29 March 2019).

Please refer to Annex II for brief biography for Non-independent and Non-executive Director listed above. Non-executive Director listed above shall receive an annual fee of RMB100,000(before tax) from the Company in accordance with the rates for Non-executive Directors’ subsidies approved at the Second Extraordinary General Meeting of 2007. Non-executive Directors’ personal income tax payable on Directors’ subsidies shall be withheld and paid by the Company on behalf of the Directors concerned.

**Special Resolutions**

**11. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2017”, with details as follows:**

(1) Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible

into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

II. the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to directors, supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

III. The Board of Directors will only exercise the above authority in compliance with the Company Law (as amended from time to time) and Hong Kong Listing Rules (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.

(2) For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

I. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

II. the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements).

(3) Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to paragraph (1) of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the

doing of such things necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and

(4) The Board of Directors be hereby authorised to amend the Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph (1) of this resolution.”

**12. Consideration and approval of the “Resolution on the Revision of Relevant Certain Clauses under the Articles of Association”, with details as follows:**

(1) That the revision of relevant clauses under the Articles of Association in accordance with the law be approved, the details of which are as follows:

| The original article which reads  | Is amended to read   |
|---|--|
| <p><b>Article 2</b> ...The Company was incorporated by subscription method on the basis of the approval document No. [1997] 42 issued by the Shenzhen Municipal People’s Government. The Company obtained an enterprise legal person business licence following its registration with the Shenzhen Administration for Industry and Commerce on 11 November 1997. The Company’s business licence number is Shen Si Zi N35868 and its registration number is 440301103852869.</p> | <p><b>Article 2</b> ...The Company was incorporated by subscription method on the basis of the approval document No. [1997] 42 issued by the Shenzhen Municipal People’s Government. The Company obtained an enterprise legal person business licence following its registration with the Shenzhen Administration for Industry and Commerce on 11 November 1997. <b>The Company’s standardised social credit code is 9144030027939873X7.</b></p> |
| <p><b>Article 24</b> ...Subsequent to its establishment, the Company shall issue 4,125,049,533 ordinary shares, comprising 755,502,534 H Shares, accounting for 18.31% of the total number of ordinary shares issuable by the Company; and 3,369,546,999 Domestic Shares, accounting for 81.69% of the total number of ordinary shares issuable by the Company.</p>   | <p><b>Article 24</b> ...Subsequent to its establishment, the Company shall issue <b>4,185,896,909</b> ordinary shares, comprising 755,502,534 H Shares, accounting for <b>18.05%</b> of the total number of ordinary shares issuable by the Company; and <b>3,430,394,375</b> Domestic Shares, accounting for <b>81.95%</b> of the total number of ordinary shares issuable by the Company.</p>  |
| <p><b>Article 27</b> The registered capital of the Company shall be RMB4,125,049,533.</p>   | <p><b>Article 27</b> The registered capital of the Company shall be RMB<b>4,185,896,909</b>.</p>   |

(2) That any Director or the Secretary to the Board of Directors be authorised to handle on behalf of the Company any procedures for filing, amendment and registration (where

necessary) and other pertinent matters in relation to the amendment of the Articles of Association.

The amended Articles of Association of ZTE Corporation (June 2017) will be published by the Company on the same date as this announcement.

**13. Consideration and approval of the “Resolution on the ‘2017 Share Option Incentive Scheme (Draft) of ZTE Corporation’ and its summary”;**

**14. Consideration and approval of the “Resolution on the 2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”;**

**15. Consideration and approval of the “Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme”.**

**Note:** Mr. Zhao Xianming, Mr. Xiong Hui and 2 other shareholders attending the AGM (total interested in 855,115 A shares of ZTE on the record date for the AGM) and scheme participants of the 2017 Share Option Incentive Scheme of the Company, did not participate in the voting respect of the aforesaid resolutions 13 to 15 in accordance with relevant provisions of the Shenzhen Listing Rules and the Administrative Measures on Share Incentives of Listed Company.

## **(II) Consideration of and voting on resolutions at the First A Shareholders’ Class Meeting of 2017**

The following resolutions were considered and passed by voting by open ballot at the A Shareholders’ Class Meeting (of which all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the A Shareholders’ Class Meeting. For details of the voting results, please refer to Annex III “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the First A Shareholders’ Class Meeting of 2017”):

### **Special Resolution**

**1. Consideration and approval of the “Resolution on the ‘2017 Share Option Incentive Scheme (Draft) of ZTE Corporation’ and its summary”;**

**2. Consideration and approval of the “Resolution on the 2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”;**

**3. Consideration and approval of the “Resolution on a mandate granted to the Board by**

**the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme”.**

**Note:** Mr. Zhao Xianming, Mr. Xiong Hui and 2 other shareholders attending the A Shareholders’ Class Meeting (total interested in 855,115 A shares of ZTE on the record date for the A Shareholders’ Class Meeting) and scheme participants of the 2017 Share Option Incentive Scheme of the Company, did not participate in the voting respect of the three aforesaid resolutions in accordance with relevant provisions of the Shenzhen Listing Rules and the Administrative Measures on Share Incentives of Listed Company.

**(III) Consideration of and voting on resolutions at the First H Shareholders’ Class Meeting of 2017**

The following resolutions were considered and passed by voting by open ballot at the H Shareholders’ Class Meeting (of which all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the H Shareholders’ Class Meeting. For details of the voting results, please refer to Annex IV “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the First H Shareholders’ Class Meeting of 2017”):

**Special Resolution**

- 1. Consideration and approval of the “Resolution on the ‘2017 Share Option Incentive Scheme (Draft) of ZTE Corporation’ and its summary”;**
- 2. Consideration and approval of the “Resolution on the 2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”;**
- 3. Consideration and approval of the “Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme”.**

For details of the aforesaid resolutions, please refer to the circulars dispatched to the shareholders on 10 April 2017 and 26 April 2017 respectively.

The Company appointed the witnessing lawyer(s), two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the Meetings.

**V. LEGAL OPINION BY LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Lawyers: Wei Wei and Chen Shanshan
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 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 of the Company are in compliance with relevant provisions of the Company Law, the Securities Law of the People's Republic of China, the Rules for General Meetings of Listed Companies and other existing laws, regulations and rules and of the Articles of Association, and the "Resolutions of the 2016 Annual General Meeting of ZTE Corporation", "Resolutions of the First A Shareholders' Class Meeting of 2017 of ZTE Corporation" and "Resolutions of the First H Shareholders' Class Meeting of 2017 of ZTE Corporation" approved at the Meetings were legal and valid.

## **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Document of the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 of ZTE Corporation;
2. Resolutions of the 2016 Annual General Meeting, Resolutions of the First A Shareholders' Class Meeting of 2017 and Resolutions of the First H Shareholders' Class Meeting of 2017 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2016 Annual General Meeting, the First A Shareholders' Class Meeting of 2017 and the First H Shareholders' Class Meeting of 2017 of ZTE Corporation.

By Order of the Board

**Yin Yimin**

*Chairman*

Shenzhen, the PRC

20 June 2017

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Zhao Xianming and Wei Zaisheng; six non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang, Zhan Yichao and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.*

Annex I:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the 2016 Annual General Meeting**

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
| <b>Ordinary resolutions (10 resolutions)</b> |   |  |                  |   |                  |   |                  |   |
| 1  | <b>2016 Annual Report of the Company (including 2015 financial report of the Company audited by the PRC and Hong Kong auditors)</b> | Total  | 1,667,482,265    | 99.9531%  | 659,600          | 0.0395%   | 122,920          | 0.0074%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 395,163,229      | 99.8024%  | 659,600          | 0.1666%   | 122,920          | 0.0310%   |
|  |   | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 248,160,357      | 99.6870%  | 659,600          | 0.2650%   | 119,520          | 0.0480%   |
| 2  | <b>2016 Report of the Board of Directors of the Company</b>   | Total  | 1,667,482,265    | 99.9531%  | 659,600          | 0.0395%   | 122,920          | 0.0074%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 395,163,229      | 99.8024%  | 659,600          | 0.1666%   | 122,920          | 0.0310%   |
|  |   | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 248,160,357      | 99.6870%  | 659,600          | 0.2650%   | 119,520          | 0.0480%   |
| 3  | <b>2016 Report of the Supervisory Committee of the Company</b>  | Total  | 1,657,659,689    | 99.3643%  | 659,600          | 0.0395%   | 9,945,496        | 0.5962%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 385,340,653      | 97.3216%  | 659,600          | 0.1666%   | 9,945,496        | 2.5118%   |
|  |   | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 238,337,781      | 95.7413%  | 659,600          | 0.2650%   | 9,942,096        | 3.9938%   |

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
| 4   | 2016 Report of the President of the Company  | Total  | 1,657,518,309    | 99.3558%  | 659,600          | 0.0395%   | 10,086,876       | 0.6046%   |
|     |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 385,199,273      | 97.2859%  | 659,600          | 0.1666%   | 10,086,876       | 2.5475%   |
|     |  | Domestic shares (A shares)   | 1,419,180,528    | 99.9898%  | 0                | 0.0000%   | 144,780          | 0.0102%   |
|     |  | Overseas-listed foreign shares (H shares)  | 238,337,781      | 95.7413%  | 659,600          | 0.2650%   | 9,942,096        | 3.9938%   |
| 5   | Final Financial Accounts of the Company for 2016   | Total  | 1,657,659,689    | 99.3643%  | 659,600          | 0.0395%   | 9,945,496        | 0.5962%   |
|     |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 385,340,653      | 97.3216%  | 659,600          | 0.1666%   | 9,945,496        | 2.5118%   |
|     |  | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|     |  | Overseas-listed foreign shares (H shares)  | 238,337,781      | 95.7413%  | 659,600          | 0.2650%   | 9,942,096        | 3.9938%   |
| 6   | Proposals of Profit Distribution of the Company for 2016   | Total  | 1,658,370,209    | 99.4069%  | 68,600           | 0.0041%   | 9,825,976        | 0.5890%   |
|     |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 386,051,173      | 97.5010%  | 68,600           | 0.0173%   | 9,825,976        | 2.4816%   |
|     |  | Domestic shares (A shares)   | 1,419,253,308    | 99.9949%  | 68,600           | 0.0048%   | 3,400            | 0.0002%   |
|     |  | Overseas-listed foreign shares (H shares)  | 239,116,901      | 96.0542%  | 0                | 0.0000%   | 9,822,576        | 3.9458%   |
| 7   | Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2017            |  |                  |   |                  |   |                  |   |
| 7.1 | Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2017 and | Total  | 1,655,565,867    | 99.2388%  | 2,865,642        | 0.1718%   | 9,833,276        | 0.5894%   |
|     |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 383,246,831      | 96.7928%  | 2,865,642        | 0.7237%   | 9,833,276        | 2.4835%   |

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
|          | authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted  | Domestic shares (A shares)   | 1,419,314,608    | 99.9992%  | 0                | 0.0000%   | 10,700           | 0.0008%   |
|          |  | Overseas-listed foreign shares (H shares)  | 236,251,259      | 94.9031%  | 2,865,642        | 1.1511%   | 9,822,576        | 3.9458%   |
| 7.2      | Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2017 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2017 based on the specific audit work to be conducted           | Total  | 1,655,573,167    | 99.2392%  | 2,865,642        | 0.1718%   | 9,825,976        | 0.5890%   |
|          |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 383,254,131      | 96.7946%  | 2,865,642        | 0.7237%   | 9,825,976        | 2.4816%   |
|          |  | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|          |  | Overseas-listed foreign shares (H shares)  | 236,251,259      | 94.9031%  | 2,865,642        | 1.1511%   | 9,822,576        | 3.9458%   |
| 7.3      | Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2017 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted | Total  | 1,658,258,704    | 99.4002%  | 180,105          | 0.0108%   | 9,825,976        | 0.5890%   |
|          |  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 385,939,668      | 97.4729%  | 180,105          | 0.0455%   | 9,825,976        | 2.4816%   |
|          |  | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|          |  | Overseas-listed foreign shares (H shares)  | 238,936,796      | 95.9819%  | 180,105          | 0.0723%   | 9,822,576        | 3.9458%   |
| <b>8</b> | <b>Resolutions of the Company on the Proposed Application for Composite Credit Facilities</b>  |  |                  |   |                  |   |                  |   |
| 8.1      | Resolution of the Company proposing the application to Bank of   | Total  | 1,646,988,954    | 98.9067%  | 8,224,126        | 0.4939%   | 9,982,276        | 0.5995%   |
|          |  | Of which: shareholders each interested in less than  | 374,669,918      | 95.3659%  | 8,224,126        | 2.0933%   | 9,982,276        | 2.5408%   |

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
|     | China Limited for a composite credit facility amounting to RMB30.0 billion   | 5% of the Company's shares attending the AGM   |                  |   |                  |   |                  |   |
|     |  | Domestic shares (A shares)   | 1,419,312,608    | 99.9991%  | 2,000            | 0.0001%   | 10,700           | 0.0008%   |
|     |  | Overseas-listed foreign shares (H shares)  | 227,676,346      | 92.6003%  | 8,222,126        | 3.3441%   | 9,971,576        | 4.0556%   |
|     |  | Total  | 1,646,996,254    | 98.9071%  | 8,224,126        | 0.4939%   | 9,974,976        | 0.5990%   |
| 8.2 | Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD7.0 billion | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 374,677,218      | 95.3677%  | 8,224,126        | 2.0933%   | 9,974,976        | 2.5390%   |
|     |  | Domestic shares (A shares)   | 1,419,319,908    | 99.9996%  | 2,000            | 0.0001%   | 3,400            | 0.0002%   |
|     |  | Overseas-listed foreign shares (H shares)  | 227,676,346      | 92.6003%  | 8,222,126        | 3.3441%   | 9,971,576        | 4.0556%   |
|     |  | Total  | 1,655,220,380    | 99.4010%  | 0                | 0.0000%   | 9,974,976        | 0.5990%   |
| 9   | <b>Resolution on the Application for Investment Limits in Derivative Products of the Company for 2017</b>  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 382,901,344      | 97.4610%  | 0                | 0.0000%   | 9,974,976        | 2.5390%   |
|     |  | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|     |  | Overseas-listed foreign shares (H shares)  | 235,898,472      | 95.9444%  | 0                | 0.0000%   | 9,971,576        | 4.0556%   |
|     |  | Total  | 1,621,933,664    | 97.2228%  |                  |   |                  |   |
| 10  | <b>Resolution on the Election of Non-independent Director</b>  | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 349,614,628      | 88.2986%  |                  |   |                  |   |
|     |  | Domestic shares (A shares)   | 1,399,220,030    | 98.5835%  |                  |   |                  |   |
|     |  | Overseas-listed foreign shares (H shares)  | 222,713,634      | 89.4650%  |                  |   |                  |   |
|     |  | Total  |                  |   |                  |   |                  |   |

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
| <b>Special resolution (5 resolution)</b> |   |  |                  |   |                  |   |                  |   |
| 11                                       | <b>Resolution of the Company on the Application for General Mandate for 2017</b>                              | Total  | 1,537,475,073    | 92.1601%  | 120,963,736      | 7.2509%   | 9,825,976        | 0.5890%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 265,156,037      | 66.9678%  | 120,963,736      | 30.5506%  | 9,825,976        | 2.4816%   |
|  |   | Domestic shares (A shares)   | 1,417,496,169    | 99.8711%  | 1,825,739        | 0.1286%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 119,978,904      | 48.1960%  | 119,137,997      | 47.8582%  | 9,822,576        | 3.9458%   |
| 12                                       | <b>Resolution on the Revision of Relevant Certain Clauses under the Articles of Association</b>               | Total  | 1,658,438,809    | 99.4110%  | 0                | 0.0000%   | 9,825,976        | 0.5890%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 386,119,773      | 97.5184%  | 0                | 0.0000%   | 9,825,976        | 2.4816%   |
|  |   | Domestic shares (A shares)   | 1,419,321,908    | 99.9998%  | 0                | 0.0000%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 239,116,901      | 96.0542%  | 0                | 0.0000%   | 9,822,576        | 3.9458%   |
| 13                                       | <b>Resolution on the "2017 Share Option Incentive Scheme (Draft) of ZTE Corporation" and its summary</b>      | Total  | 1,583,741,982    | 94.9822%  | 83,515,288       | 5.0087%   | 152,400          | 0.0091%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 312,084,461      | 78.8586%  | 83,515,288       | 21.1029%  | 152,400          | 0.0385%   |
|  |   | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|  |   | Overseas-listed foreign shares (H shares)  | 167,003,112      | 67.0858%  | 81,787,365       | 32.8543%  | 149,000          | 0.0599%   |
| 14                                       | <b>Resolution on the "2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation"</b> | Total  | 1,583,741,982    | 94.9822%  | 83,515,288       | 5.0087%   | 152,400          | 0.0091%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 312,084,461      | 78.8586%  | 83,515,288       | 21.1029%  | 152,400          | 0.0385%   |

| 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 AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM | Number of shares | As a percentage of shares held by shareholders with voting rights attending the AGM |
|     |   | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|     |   | Overseas-listed foreign shares (H shares)  | 167,003,112      | 67.0858%  | 81,787,365       | 32.8543%  | 149,000          | 0.0599%   |
|     |   | Total  | 1,583,713,971    | 94.9908%  | 83,512,194       | 5.0090%   | 3,400            | 0.0002%   |
| 15  | <b>Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme</b> | Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM | 312,056,450      | 78.8874%  | 83,512,194       | 21.1118%  | 3,400            | 0.0009%   |
|     |   | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|     |   | Overseas-listed foreign shares (H shares)  | 166,975,101      | 67.1231%  | 81,784,271       | 32.8769%  | 0                | 0.0000%   |

## **Annex II:**

### **Brief Biography for Non-independent Director**

**Mr. Zhai Weidong**, born April 1967, obtained his bachelor's degree from Harbin Vessel Engineering Institute in 1989 majoring in electronic engineering, and his master's degree from Shanghai Jiaotong University in 1996 majoring in signal and information processing, and currently holds the title of senior engineer. Mr. Zhai joined Shenzhen Zhongxingxin Telecommunications Equipment Company Limited in March 1996. From November 1997 to August 2015, he was under the employ of ZTE Corporation, having served as head of the No. 2 video development office under Nanjing Research Institute, head of the Surveillance Device Development Department under Shenzhen R&D Centre, general manager of surveillance products, assistant to senior vice president, and director and general manager of Shenzhen ZNV Technology Co., Ltd. Since September 2015, he has been director and general manager of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company. Mr. Zhai has extensive experience in management and operations. He is not interested in any shares of the Company. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the Company Law, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association and other pertinent laws, regulations and provisions.

Annex III:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the First A Shareholders' Class Meeting of 2017**

| 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 A Shareholders' Class Meeting | Number of shares | As a percentage of shares held by shareholders with voting rights attending the A Shareholders' Class Meeting | Number of shares | As a percentage of shares held by shareholders with voting rights attending the A Shareholders' Class Meeting |
| <b>Special Resolutions (3 resolutions)</b> |   |  |                  |   |                  |   |                  |   |
| 1  | <b>Resolution on the "2017 Share Option Incentive Scheme (Draft) of ZTE Corporation" and its summary</b>  | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the A Shareholders' Class Meeting | 145,081,349      | 98.8207%  | 1,727,923        | 1.1770%   | 3,400            | 0.0023%   |
| 2  | <b>Resolution on the "2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation"</b>   | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the A Shareholders' Class Meeting | 145,081,349      | 98.8207%  | 1,727,923        | 1.1770%   | 3,400            | 0.0023%   |
| 3  | <b>Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme</b> | Domestic shares (A shares)   | 1,416,738,870    | 99.8779%  | 1,727,923        | 0.1218%   | 3,400            | 0.0002%   |
|  |   | Of which: shareholders each interested in less than 5% of the Company's shares attending the A Shareholders' Class Meeting | 145,081,349      | 98.8207%  | 1,727,923        | 1.1770%   | 3,400            | 0.0023%   |

## Annex IV:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the First H Shareholders' Class Meeting of 2017**

| 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 H Shareholders' Class Meeting | Number of shares | As a percentage of shares held by shareholders with voting rights attending the H Shareholders' Class Meeting | Number of shares | As a percentage of shares held by shareholders with voting rights attending the H Shareholders' Class Meeting |
| <b>Special Resolutions (3 resolutions)</b> |   |   |                  |   |                  |   |                  |   |
| 1  | <b>Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary</b>  | Overseas-listed foreign shares (H shares) | 189,587,088      | 69.8235%  | 81,787,365       | 30.1217%  | 149,000          | 0.0549%   |
| 2  | <b>Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”</b>   | Overseas-listed foreign shares (H shares) | 189,587,088      | 69.8235%  | 81,787,365       | 30.1217%  | 149,000          | 0.0549%   |
| 3  | <b>Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme</b> | Overseas-listed foreign shares (H shares) | 189,559,077      | 69.8595%  | 81,784,271       | 30.1405%  | 0                | 0.0000%   |