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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 IN RESPECT OF RESOLUTIONS OF THE CLASS MEETING FOR HOLDERS OF OVERSEAS-LISTED FOREIGN SHARES

The Company and its Directors, Supervisors and senior management confirm that all the information contained in this announcement is true, accurate and complete and that there are no false and misleading statements or material omissions in this announcement.

The Class Meeting for Holders of Overseas-listed Foreign Shares ("H Shares") (hereinafter referred to as the "Meeting") of ZTE Corporation (hereinafter referred to as the "Company") was held at the venue on 19 May 2009. Details in respect of the resolutions and voting of the Meeting were as follows:

I. IMPORTANT NOTICE

There was no addition, rejection or amendment to any proposed resolution during the Meeting.

. INFORMATION REGARDING THE AGM

1. Time of meeting

The Meeting was held from 11:50 a.m. to 12:00 a.m. on 19 May 2009.

2. Venue

The Meeting was held at the Conference Room on the 4th Floor of the Company's headquarters in Shenzhen.

3. Mode of meeting

The Meeting was convened with on-site voting.

4. Convener

The Meeting was convened by the Board of Directors of the Company.

5. Chairman

The Meeting was presided over by Mr. Hou Weigui, the Chairman of the Board of Directors of the Company.

6. The convening of The Meeting complied with the relevant provisions of relevant laws, administrative regulations and departmental rules such as *the Company Law of the People's Republic of China*, *the Rules Governing Listing of Stocks on Shenzhen Stock Exchange*, *the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and *the Articles of Association of ZTE Corporation*, and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE MEETING

1 holders (including proxies) of H Shares, holding 107,126,952 shares, accounting for 47.78% of the total number of H Shares carrying voting rights of the Company.

IV. CONSIDERATION AND VOTING OF RESOLUTIONS

The following resolutions were considered and passed by voting by ballot at the Meeting:

Special Resolutions

To consider and approve the "Proposals of profit distribution and capitalisation from capital reserve for 2008".

That the proposals of profit distribution and capitalisation from capital reserve for 2008 tabled by the Board of Directors of the Company be approved:

Net profit (audited) of the Company for the year 2008 calculated in accordance with PRC ASBEs amounted to RMB977,862,000. Profit available for distribution amounted to RMB2,395,734,000 after adding the undistributed profit of RMB1,417,872,000 carried forward at the beginning of the year.

Net profit (audited) of the Company for the year 2008 calculated in accordance with HKFRSs amounted to RMB975,994,000. Profit available for distribution amounted to RMB2,399,412,000 after adding the undistributed profit of RMB1,423,418,000 carried forward at the beginning of the year.

In accordance with the requirements of the Ministry of Finance of the People's Republic of China and the Articles of Association, profit available for distribution shall be the lower of profit available for distribution as calculated in accordance with PRC ASBEs and that calculated in accordance with HKFRSs. Therefore, the amount of profit available for distribution is RMB2,395,734,000.

Proposed profit distribution for 2008: RMB3 for every 10 shares (including tax) or a total of RMB402,999,000 in cash, based on the Company's total share capital of 1,343,330,310 shares as at 31 December 2008;

Proposed capitalisation from capital reserve for 2008 : the creation of 3 shares for every 10 shares by way of capitalisation of capital reserves, representing a total increase of 402,999,093 shares based on the Company's total share capital of 1,343,330,310 shares as at 31 December 2008. The balance of the capital reserves was RMB6,298,172,000 prior to the capitalisation and RMB5,895,173,000 after the capitalisation. Fractional entitlements shall be dealt with in accordance relevant rules of the stock exchange and the clearing house of the place where the stocks of the Company are listed. As a result, the actual amount of share capital increased and the actual number of shares created in aggregate after implementation of the proposed capitalisation from capital reserves might be slightly different from the aforesaid estimates.

The Board of Directors is hereby authorised by the general meeting to deal with matters relating to the profit distribution and capitalisation from capital reserves for 2008, to amend relevant clauses of the Articles of Association based on the implementation of the capitalisation from capital reserves to

increase the registered capital of the Company and reflect the new capital structure after the capitalisation from capital reserves, and to process any changes in industrial and commercial registration required as a result of the alteration in registered capital.”

1. Voting details:

For: 107,111,552 shares, accounting for 99.9856 % of the total number of shares held by holders of H Shares with voting rights attending the Meeting;

Against: 15,400 share, accounting for 0.0144% of the total number of shares held by holders of H Shares with voting rights attending the Meeting;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H Shares with voting rights attending the Meeting;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the Meeting.

The Company appointed Computershare Hong Kong Investor Services Limited, a witnessing lawyer, two shareholder representatives and two Supervisor representatives to act as scrutineers for vote taking at the Meeting.

V. LEGAL OPINION BY LAWYER

1. Name of Law Firm: Jun He Law Offices, Shenzhen Office

2. Name of Attorney: Mr. Jiang Xueyong and Mr. Liu Yongzhao

3. Conclusive opinion:

In the view of Jun He Law Offices, Shenzhen Office, matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the Class Meeting of H Shareholders of the Company complied with laws, regulations and rules including the Company Law of the People’s Republic of China and the Rules for General Meetings of Listed Companies as well as the Articles of Association of ZTE Corporation and the resolutions of the Class Meeting of H Shareholders of ZTE Corporation approved at the Meeting were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Documents of the Class Meeting of H Shareholders of ZTE Corporation
2. Resolutions of Class Meeting of H Shareholders of ZTE Corporation signed and endorsed by the attending Directors and minutes-taker
3. Text of the Legal Opinion

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
19 May 2009

As at the date of this notice, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyong; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.