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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)**

## **CHANGE OF AUTHORISED REPRESENTATIVES AND COMPANY SECRETARY**

### **CHANGE OF AUTHORISED REPRESENTATIVES AND COMPANY SECRETARY**

The board of directors (the “**Board**”) of ZTE Corporation (the “**Company**”) announces that Mr. Shi Lirong (“**Mr. Shi**”) has resigned as an authorised representative (“**Authorised Representative**”) of the Company under Rule 3.05 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”), and Mr. Feng Jianxiong (“**Mr. Feng**”) has resigned as an Authorised Representative of the Company and the company secretary of the Company, both with effect from 28 April 2016. Both Mr. Shi and Mr. Feng confirmed that they have no disagreement with the Board and there are no matters in respect of their resignations that need to be brought to the attention of the shareholders of the Company and the Hong Kong Stock Exchange.

The Board further announces that Mr. Zhao Xianming (“**Mr. Zhao**”) has been appointed as an Authorised Representative of the Company, and Ms. Cao Wei (“**Ms. Cao**”) has been appointed as an Authorised Representative of the Company and the company secretary of the Company with effect from 28 April 2016.

Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. Mr. Zhao joined the Company in 1998 to be engaged in the research, development and management of CDMA products. He had been head of the research and development group, project manager and general product manager from 1998 to 2003. In 2004, he was appointed senior vice president of the Company in charge of the CDMA Division and the Wireless Product Operations. From January 2014 to March 2016, he was executive vice president of the Company. From January 2014 to December 2015, he was chief technology officer of the Company in charge of the Strategic and Platform Operations and System Product Operations

of the Company. Since November 2015, he has been executive director of the Company. Since April 2016, he has been chairman and president of the Company. Mr. Zhao has many years of experience in the telecommunications industry and over 25 years of management experience.

Ms. Cao graduated from Xiamen University in 1998 with a bachelor's degree in finance and from City University of Hong Kong in 2007 with a master of arts in international accounting. Ms. Cao has been involved in financial operations and information disclosure since joining the Company in July 1998. From 2011 to April 2016, she was the securities affairs representative of the Company. Since April 2016, she has been secretary to the Board of the Company.

### **RULES 3.28 AND 8.17 WAIVER**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Ms. Cao currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Cao as a company secretary of the Company (the “**Waiver**”) for a period of three years from the date of her appointment as a company secretary of the Company (the “**Waiver Period**”). The conditions of the Waiver include: (1) Ms. Cao will be assisted by Mr. Feng during the Waiver Period and the Waiver will be revoked immediately if and when Mr. Feng ceases to provide assistance to Ms. Cao; (2) the Company will notify the Hong Kong Stock Exchange at the end of the Waiver Period for the Hong Kong Stock Exchange to revisit the situation.

The Board would like to express its gratitude to Mr. Shi for his contribution to the Company during his tenure of office as an Authorised Representative and Mr. Feng for his contributions to the Company during his tenure of office as an Authorised Representative and the company secretary.

By Order of the Board  
**Zhao Xianming**  
*Chairman*

Shenzhen, the PRC  
28 April 2016

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