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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 First Meeting of the Seventh 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.*

ZTE Corporation (the “Company”) issued the “Notice of the First Meeting of the Seventh Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail and telephone on 24 March 2016. The First Meeting of the Seventh session of the Board of Directors of the Company (the “Meeting”) was convened on site at the Shenzhen headquarters of the Company on 5 April 2016. The Meeting was presided over by Mr. Zhao Xianming, Director. Of the 14 Directors required to attend the Meeting, 13 Directors attended in person and 1 Director appointed proxy to attend on his behalf. Mr. Richard Xike Zhang, Independent Non-executive Director, was unable to attend the Meeting due to work reasons, and has authorised in writing Mr. Lü Hongbing , Independent Non-executive Director, to vote on his behalf. 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 (the “Articles of Association”), and was legal and valid.

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

**I. Consideration and approval of the “Resolution on the Election of the Chairman and Vice Chairmen of the Seventh Session of the Board of Directors of the Company.”**

1. That Mr. Zhao Xianming be elected as the Chairman of the Seventh Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Mr. Zhang Jianheng and Mr. Luan Jubao be elected as the Vice Chairmen of the Seventh Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

**II. Consideration and approval of the “Resolution on the Election of the Members of the Specialized Committees of the Seventh Session of the Board of Directors of the Company.”**

1. That Mr. Zhu Wuxiang, Mr. Luan Jubao, Mr. Shi Lirong, Mr. Wang Yawen, Mr. Richard Xike Zhang, Mr. Lü Hongbing and Mr. Bingsheng Teng be elected members of the Nomination Committee of the Seventh Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Mr. Chen Shaohua, Mr. Luan Jubao, Mr. Tian Dongfang, Mr. Zhan Yichao, Mr. Lü Hongbing, Mr. Bingsheng Teng and Mr. Zhu Wuxiang be elected members of the Audit Committee of the Seventh Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

3. That Mr. Bingsheng Teng, Mr. Zhang Jianheng, Mr. Shi Lirong, Mr. Richard Xike Zhang, Mr. Chen Shaohua and Mr. Zhu Wuxiang be elected members of the Remuneration and Evaluation Committee of the Seventh Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

**III. Consideration and approval of the “Resolution on the Appointment of New Senior Management of the Company.”**

1. That Mr. Zhao Xianming be appointed the President of ZTE Corporation.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Mr. Wei Zaisheng, Mr. Fan Qingfeng, Mr. Zeng Xuezhong Mr. Xu Huijun, Mr. Pang Shengqing, Mr. Zhang Zhenhui and Mr. Chen Jianzhou be appointed Executive Vice Presidents of ZTE Corporation, Mr. Wei Zaisheng be appointed Chief

Financial Officer of ZTE Corporation.

Voting results: For: 14; against: 0, and abstained: 0.

3. That Ms. Cao Wei be appointed Secretary to the Board of Directors of ZTE Corporation pursuant to the nomination by Mr. Zhao Xianming, Chairman. Ms. Cao Wei was removed from the position of securities affairs representative of ZTE Corporation.

Voting results: For: 14; against: 0, and abstained: 0.

The term of office of the new senior management personnel of the Company commences upon the approval at the Meeting and ends upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019). Please refer to the annex for brief biographies of the new senior management of the Company.

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

Shenzhen, the PRC  
5 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.*

## **Annex : Brief biographies**

### **1、 Chairman and President**

**Mr. Zhao Xianming**, born 1966, graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate degree in engineering. He 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 (CTO) 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. Mr. Zhao has many years of experience in the telecommunications industry and over 25 years of management experience. He is interested in 471,515 A shares of the Company and currently holds 420,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Zhao is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

### **2、 Executive Vice President**

**Mr. Wei Zaisheng**, born 1962, is currently Executive Vice President and Chief Financial Officer in charge of corporate finance and investment of the Group. Mr. Wei obtained a master's degree in business administration from Peking University in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1988 and served as chief financial officer, assistant to the general manager and general manager of area marketing of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company, from 1993 to 1997. He was Senior Vice President and chief financial officer of the Company from 1997 to 1999 and has been Executive Vice President of the Company in charge of the Financial System of the Company since 1999. He has been Executive Director of the Company since 30 March 2016. He was appointed member of Accounting Informatisation Committee and member of XBRL Regional Steering Committee (China) by the Ministry of Finance in November 2008, and was appointed member of the Accounting Standards

Strategic Committee by the Ministry of Finance in December 2014. He was appointed a guidance expertise for the special support plan under the national training programme for leaders in the accounting profession in June 2015. He is concurrently director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company, and chairman of ZTE Group Finance Co. Ltd. Mr. Wei has many years of experience in the telecommunications industry and over 27 years of management experience. Mr. Wei is interested in 439,677 A shares and 30,000 H shares of the Company. He is a director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited and Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, respectively. He is not connected in any way to any Directors, Supervisors or senior management of the Company. Mr. Wei has not 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.

**Mr. Fan Qingfeng**, born 1968, has been Executive Vice President of the Company since March 2008. He is currently in charge of the public relations and legal matters of the Company. Mr. Fan graduated from Liaoning Engineering Technology University in 1992 with a bachelor's degree specialising in industrial electrical automation, and from Tsinghua University in 2006 with a master's degree in business administration. Mr. Fan joined Shenzhen Zhongxingxin Telecommunications Equipment Company Limited in 1996. From 1997 to 2008, Mr. Fan acted as project manager of regional office, senior account manager, manager of regional office, regional general manager, division deputy general manager and Senior Vice President of the Company. Mr. Fan has many years of experience in the telecommunications industry and over 18 years of management experience. He is interested in 505,687 A shares<sup>Note</sup> of the Company and currently holds 420,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Fan is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

**Mr. Zeng Xuezhong**, born 1973, is currently in charge of the Terminals Division of the Company. Mr. Zeng graduated from Tsinghua University with a bachelor's degree in science, specialising in modern applied physics, in 1996 and with an EMBA degree in 2007. Mr. Zeng joined Shenzhen Zhongxingxin Telecommunications Equipment Company Limited in 1996. From 1997 to 2006, Mr. Zeng had been senior project manager, assistant to regional general manager, manager of Guiyang Office, manager of Kunming Office, deputy general manager and general manager of Marketing Division II and Vice President of the Company. Since 2006, he had been Senior Vice President of the Company in charge of Marketing Division III. Since January 2014, he has been Executive Vice President of the Company in charge of the Terminals Division of the Company. Mr. Zeng has many years of experience in the telecommunications industry and over 17 years of management experience. He is interested in 552,840 A shares of the Company and currently holds 378,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Zeng is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

**Mr. Xu Huijun**, born 1973, is currently in charge of the R&D platform, technology planning and System Product Operations of the Company. Mr. Xu graduated from Tsinghua University in 1998 with a master's degree in engineering, specialising in electronic engineering. He joined the Company in 1998 and had served as a project manager of the General Product Division and the head of Beijing Research Institute from 1998 to 2003. He has been in charge of the General Product Division, Engineering Services under the Sales System and Wireless Product Division of the Company after appointment as Senior Vice President of the Company in 2004. Mr. Xu has many years of experience in the telecommunications industry and over 17 years of management experience. He is interested in 630,851 A shares of the Company and currently holds 294,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Xu is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

**Mr. Pang Shengqing**, born 1968, is currently in charge of the Government and Corporate Sectors Division of the Company. Mr. Pang is an engineer. He graduated from Huazhong University of Science and Technology with a doctorate degree in engineering in 1995, specialising in mechanical manufacturing. He was awarded the Guangdong Science and Technology Award in May 2002. Mr. Pang joined Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company, in 1995. From 1996 to 1997, he was deputy head of the Shenzhen R&D Centre of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited. From 1998 to 2000, Mr. Pang was involved in research and development of the Company's CDMA core technology and hardware systems. Mr. Pang was deputy general manager of the CDMA Division from 2001 to 2004 and general manager of Marketing Division I of the Sales System of the Company from 2005 to 2011, and general manager of the System Product Solutions Division of the Company from 2012 to 2013, and general manager of the Government and Corporate Sectors Division from 2014 to 2015, and was Senior Vice President of the Company from 2005 to March 2016. Mr. Pang has many years of experience in the telecommunications industry and over 20 years of management experience. He is interested in 571,682 A shares<sup>Note</sup> of the Company and currently holds 378,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Pang is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

**Mr. Zhang Zhenhui**, born 1973, is currently in charge of Marketing Division III of the Company. Mr. Zhang graduated from Harbin University of Science and Technology in 1993 with a bachelor's degree in engineering, majoring in equipment engineering and management. In 1998, he received a master's degree in management science from Jiangsu University. In 2004, he received a doctorate degree in management science and engineering from Southeast University. Mr. Zhang had served as manager of Shijiazhuang Office and manager of Taiyuan Office of the Company from 2002 to 2006 after joining the Company in 2001. He was deputy general manager of Marketing Division III of the Company from 2006 to 2014, has

been general manager of Marketing Division III of the Company since 2014, and was Senior Vice President of the Company from January 2014 to March 2016. Mr. Zhang has many years of experience in the telecommunications industry and over 12 years of management experience. He is interested in 148,200 A shares<sup>Note</sup> of the Company and currently holds 163,800 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Zhang is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

**Mr. Chen Jianzhou**, born 1970, is currently in charge of human resources, processes and quality control of the Company. Mr. Chen graduated from Tsinghua University in 1995 with a master's degree in engineering, majoring in signals and information systems and now is studying EMBA in Hong Kong University of Science and Technology. Mr. Chen joined the Company in 1995 to be engaged in research and development as well as technical support. He was head of the Human Resources Centre of the Company from 1996 to 2003 and head of ZTE Academic Institute from 2003 to 2010. From October 1997 to February 2004, he acted as Supervisor of the Company. In 2011, he served as assistant to the President responsible for the Company's Architecture and Processes. From 2012 to 2013, Mr. Chen was in charge of Processes and Human Resources of the Company. From March 2012 to March 2016, Mr. Chen was Senior Vice President of the Company. Mr. Chen has many years of experience in the telecommunications industry and over 19 years of management experience. He is interested in 249,769 A shares<sup>Note</sup> of the Company and currently holds 378,000 A share options as a participant of the A share option incentive scheme of the Company implemented in 2013. Mr. Chen is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company. He has not 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.

### **3. Secretary to the Board of Directors**

**Ms. Cao Wei**, born 1976, 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. Since 2011, she has been the securities affairs representative of the Company. Ms. Cao does not hold any shares in the Company, but is a participant of the A share option incentive scheme of the Company implemented in 2013 currently holding 58,800 A share options. Ms Cao is not connected with the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has she been subject to any punishments by CSRC or other competent authorities or censures by any stock exchanges. Her 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.

Note: The Company published "Further Announcement on the Fulfillment and Completion of Undertaking of Directors and Senior Management to Increase Shareholdings in the Company" on 26 August 2015. He Shiyou, then Director, and Messrs Zhang Zhenhui, Qiu Weizhao, Chen Jianzhou, Fan Qingfeng, Pang Shengqing, Zhang Renjun, Ye Weimin, Xiong Hui and Feng Jianxiong (Secretary to the Board of Directors), then senior management of the Company gave undertakings to increase shareholdings in the Company and indirectly acquired 82,600 A shares in the Company through asset management plans. Such A shares are not included in the A shares in the Company held by all senior management set out above.