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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 Fifteenth Meeting of the Ninth 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 in this announcement or material omission therefrom.

ZTE Corporation (the “Company”) issued the “Notice of the Fifteenth Meeting of the Ninth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail on 9 October 2023. The Fifteenth Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 23 October 2023. The Meeting was presided over by Mr. Li Zixue, Chairman. Of the 9 Directors required to attend the Meeting, 8 Directors attended in person and 1 Director appointed proxy to attend on his behalf. (Mr. Zhuang Jiansheng, Independent Non-executive Director, was unable to attend the Meeting due to work reasons and has authorized Ms. Cai Manli in writing, 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, and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “2023 Third Quarterly Report”.

Voting result: For: 9; against: 0; abstained: 0.

II. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of “Supplementary Agreement of the 2023 Purchase Framework Agreement” for hotel services with Zhongxing Hetai, a connected party”, the details of which are as follows:

1. That the estimated maximum aggregate amount of transactions (before VAT) of hotel

services purchased by the Company and its subsidiaries from Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited and its subsidiaries in 2023 be adjusted to RMB60 million be approved;

2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “Supplementary Agreement of the 2023 Purchase Framework Agreement” with Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited in accordance with the law be approved.

Voting result: For: 8; against: 0; abstained: 0.

Owing to her capacity as director of Shenzhen Zhongxing Hetai Hotel Investment and Management Company Limited, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

III. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Working Rules for Audit Committee of the Board of Directors”, the details of which are as follows:

That the amendment of relevant clauses in the Working Rules for Audit Committee of the Board of Directors in accordance with the law be approved, the details of which are as follows:

Existing Article	To be amended as
<p>Article 8 – The principal duties and scope of authority of the Audit Committee shall be:</p> <p>...</p> <p>(IX) To review the Company’s financial control, risk management and internal control systems and to conduct examination of substantial connected transactions;</p> <p>...</p> <p>(XIX) To deal with other matters as entrusted by the Board of the Company.</p>	<p>Article 8 – The principal duties and scope of authority of the Audit Committee shall be:</p> <p>...</p> <p>(IX) To review the Company’s financial control, risk management and internal control systems and to conduct examination of substantial connected transactions;</p> <p>...</p> <p>(XIX) To consider the appointment or dismissal of the Chief Financial Officer of the Company;</p> <p>(XX) To deal with other matters as entrusted by the Board of the Company.</p>
<p>Article 12 – A work group shall be set up under the Audit Committee as its day-to-day operating arm to be in charge of daily liaison, information collection, organization of meetings and preparatory work for decision making of the Audit Committee, and be responsible for providing the Company with information in respect of the following:</p> <p>(I) the Company’s relevant financial report;</p>	<p>Article 12 –The Company shall prepare for the daily liaison, data collection and meeting organization of the Audit Committee, and provide the Audit Committee with relevant materials of the Company:</p> <p>(I) the Company’s relevant financial report;</p> <p>(II) the work reports of the internal and external auditors;</p>

Existing Article	To be amended as
<p>(II) the work reports of the internal and external auditors;</p> <p>(III) the external auditor’s contract and relevant work reports;</p> <p>(IV) public disclosure of the Company’s information;</p> <p>(V) report of the Company’s substantial connected transactions;</p> <p>(VI) other relevant information.</p>	<p>(III) the external auditor’s contract and relevant work reports;</p> <p>(IV) public disclosure of the Company’s information;</p> <p>(V) report of the Company’s substantial connected transactions;</p> <p>(V) other relevant information.</p>
<p>Article 13 – The report furnished by the work group shall be assessed and considered at the Audit Committee meeting, and resolution information or meeting minutes related thereto shall be submitted to the Board for discussion:</p> <p>(I) assessment of the work of the external audit firm, and engagement and replacement of the external audit firm;</p> <p>(II) whether the Company internal audit system has been effectively implemented and whether the Company’s financial report is true in all respects;</p> <p>(III) whether the Company’s publicly disclosed financial reports and other information is objective and true, and whether the Company’s substantial connected transactions are in compliance with pertinent laws and regulations;</p> <p>(IV) other relevant matters.</p>	<p>Article 13 – The report furnished by the Company shall be assessed and considered at the Audit Committee meeting, and resolution information or meeting minutes related thereto shall be submitted to the Board for discussion:</p> <p>(I) assessment of the work of the external audit firm, and engagement and replacement of the external audit firm;</p> <p>(II) whether the Company internal audit system has been effectively implemented and whether the Company’s financial report is true in all respects;</p> <p>(III) whether the Company’s publicly disclosed financial reports and other information is objective and true, and whether the Company’s substantial connected transactions are in compliance with pertinent laws and regulations;</p> <p>(IV) other relevant matters.</p>
<p>Article 15 – The Audit Committee shall meet at least twice a year, and a notice of meeting shall be served on all members three days before the meeting is convened. A temporary meeting shall be held immediately for urgent issues. The meeting shall be presided over by the convener, or by another member (who is an Independent Non-executive Director) appointed in case the convener is absent for any reason. An external auditor may also request a meeting to be convened if deemed necessary.</p>	<p>Article 15 – The Audit Committee shall meet at least once a quarter, and a notice of meeting shall be served on all members three days before the meeting is convened. A temporary meeting shall be held immediately for urgent issues. The meeting shall be presided over by the convener, or by another member (who is an Independent Non-executive Director) appointed in case the convener is absent for any reason. An external auditor may also request a meeting to be convened if deemed necessary.</p>
<p>Article 16 – An Audit Committee meeting shall only be held with more than half of the members attending; each member shall have one vote; resolutions of the meeting shall be adopted with a majority vote from the full Committee.</p>	<p>Article 16 – An Audit Committee meeting shall only be held with more than two-thirds of the members attending; each member shall have one vote; resolutions of the meeting shall be adopted more than half of vote from the full Committee.</p>
<p>Article 17 – An Audit Committee may be convened by way of on-site meetings, video conferences, conference calls or facsimiles.</p>	<p>Article 17 – An Audit Committee may be convened by way of on-site meetings, video conferences, conference calls or communications.</p>
<p>Article 18 – Voting at an Audit Committee meeting</p>	<p>Article 18 – Voting at an Audit Committee meeting</p>

Existing Article	To be amended as
shall be conducted by way of a show of hands in case of an on-site meeting and by way of signing up through facsimile in case of a meeting convened through communication devices.	shall be conducted by way of a show of hands in case of an on-site meeting and by way of signing up in writing in case of a meeting convened through communication devices.

Voting result: For: 9; against: 0; abstained: 0.

The Working Rules for Remuneration and Audit Committee of the Board of Directors was revised in accordance with the Regulations on the Management of Independent Directors of Listed Companies issued by the China Securities Regulatory Commission. For details, please refer to “The Working Rules for Remuneration and Audit Committee of the Board of Directors” published on the same date as this announcement.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
23 October 2023

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Gordon Ng, Zhuang Jiansheng.