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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: 00763)

Announcement Resolutions of the Forty-first 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 Forty-first Meeting of the Ninth Session of the Board of Directors of the Company" to all the Directors of the Company by electronic mail on 14 February 2025. The Forty-first 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 28 February 2025. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. 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 "2024 Working Report of the Board of Directors" and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to "REPORT OF THE BOARD OF DIRECTORS" in the "2024 ANNUAL RESULTS ANNOUNCEMENT" published on the same date as this announcement.

II. Consideration and approval of the "2024 Annual Report, Summary and Annual

Results Announcement” and approval of submission of the 2024 Annual Report to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Audit Committee under the Board of Directors of the Company.

For details, please refer to the “2024 ANNUAL RESULTS ANNOUNCEMENT” published on the same date as this announcement.

III. Consideration and approval of the “Final Financial Accounts for 2024” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Audit Committee under the Board of Directors of the Company.

IV. Consideration and approval of the “2024 Working Report of the President” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

V. Consideration and approval of the “Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2025”, and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Audit Committee under the Board of Directors of the Company.

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

VI. Consideration and approval of the “Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2025” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the apply to National Association of Financial Market Institutional Investors by the Company for the consolidated registration of multiple types of debt financing instruments,

including super short-term commercial paper, short-term commercial paper, medium-term note, perpetual note and asset-backed note, among others, be approved, such that the effective period commencing on the date on which the said matter is considered and approved at the general meeting and ending on the date of the Company's next annual general meeting.

2. That the authorization to the Company's legal representative or the competent representative authorised by the legal representative to deal with matters pertaining to the registration and issuance of multiple types of debt financing instruments be approved, including but not limited to: ① to the extent permitted under laws and regulations, the formulation, revision and adjustment of specific issuance plans for debt financing instruments (including but not limited to the type, timing, amount and number of tranches of issuance and all other matters pertaining to the registration and issuance of specific debt financing instruments) in accordance with the issuance policy of regulatory authorities, market conditions and the Company's requirements, and examination, revision, execution, submission and implementation of and decision to publish agreements, announcements, forms, letters and all other requisite documents, including but not limited to issuance application documents, issue memorandum, underwriting agreements and relevant legal documents, among others, pertaining to the registration and issuance of debt financing instruments; ② appointment of intermediary institutions, including but not limited to the lead underwriter and bookkeeper, in relation to the registration and issuance; ③ processing the registration, issuance, listing and trading, principal and interest payment and all other matters pertaining to the multiple types of debt financing instruments; ④ in the event of changes in regulatory policies or market conditions, making appropriate adjustments to pertinent matters such as specific plans for the issuance of multiple types of debt financing instruments or determining, based on actual conditions, whether to proceed with procedures relating to the specific issuance of debt financing instruments in accordance with the opinion of regulatory authorities; ⑤ performing information disclosure in accordance with applicable regulatory provisions; ⑥ dealing with other matters pertaining to the issuance of multiple types of debt financing instruments not included in the above; ⑦ the authorisation shall come into effect on the date of consideration and approval at the general meeting and shall remain in effect during the valid period of registration of the multiple types of debt financing instruments.

Voting result: For: 9; Against: 0; Abstained: 0.

VII. Consideration and approval of the “Resolution on Proposed Application of Internal Funds in Entrusted Fund Management for 2025” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same

date as this announcement.

VIII. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2025” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

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

IX. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2025” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Audit Committee under the Board of Directors of the Company.

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

X. Consideration and approval of the “2024 Assessment Report on Internal Control”.

Voting result: For: 9; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Audit Committee under the Board of Directors of the Company.

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

XI. Consideration and approval of the “Performance Report of the Audit Committee for 2024”.

Voting result: For: 9; Against: 0; Abstained: 0.

For the evaluation and supervision of the audit work of the Company’s auditor by the Audit Committee for 2024, please refer to “CORPORATE GOVERNANCE, ENVIRONMENTAL PERFORMANCE AND SOCIAL RESPONSIBILITY ” in the “2024 ANNUAL RESULTS ANNOUNCEMENT” published on the same date as this announcement.

XII. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for Senior Management Personnel for 2024”.

As Mr. Xu Ziyang, Director, served as the President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

As Mr. Gu Junying, Director, served as the Executive Vice President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 7; Against: 0; Abstained: 0.

The resolution had been considered and approved at the Remuneration and Evaluation Committee under the Board of Directors of the Company.

XIII. Consideration the “Resolution on the Authorization to Purchase Directors’ and Senior Management’s Liability Insurance”.

The Company shall purchase Directors’ and Senior Management’s Liability Insurance every year, and request the general meeting to authorize the Company to purchase Directors’ and Senior Management’s Liability Insurance as follows:

1. Authorization scope:

(1) For insurance contracts with an annual accumulated insurance premium of less than RMB3 million (inclusive of the exact amount), the Company's legal representative or the person authorized by the legal representative is authorized to handle the insurance matters.

(2) For insurance contracts with an annual accumulated insurance premium exceeding RMB 3 million (exclusive of the exact amount), the Board of Directors shall resubmit the request to the shareholders' meeting for the relevant authorization.

Under the precondition of obtaining the authorization of the general meeting, agrees to authorize the legal representative of the Company to decide the matters related to the purchase of the liability insurance, including but not limited to: determining other responsible persons, determining the insurance company, determining the insurance scope, determining the insured amount, insurance premium and other insurance clauses, signing relevant legal documents and handling other matters related to the purchase of the insurance, and handling the renewal or re-purchase of the insurance when or before the expiration of the liability insurance contract of Directors and Senior Management.

2. Authorization period: Three years after the approval of the general meeting.

All Directors of the Company abstained from voting on the resolution, and the resolution shall be directly submitted to the general meeting of the Company for consideration.

XIV. Consideration and approval of the “2024 Sustainability Report.”

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

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

XV. Consideration and approval of the “Proposal of Profit Distribution for 2024” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the proposal for profit distribution for 2024 be approved: distribution of RMB6.17 in cash (before tax) for every 10 shares to all shareholders based on the total share capital as at the record date for profit distribution and dividend payment. In the event of changes in the Company's total share capital after the announcement of the Company's profit distribution proposal but before its implementation, the total share capital shall be readjusted on the basis of the total share capital as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2024 according to the existing proportion for distribution.

2. Proposed the general meeting authorise any Directors or the Secretary to the Board of Directors to deal in accordance with the law with matters relating to the profit distribution for 2024.

Voting result: For: 9; Against: 0; Abstained: 0.

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

XVI. Consideration and approval of the “Resolution on the Application for General Mandate of the Issuance of Shares for 2025” and approval of submission to the general meeting of the Company for consideration, the details of which are 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) subject to the approval at the general meeting of the Company, to separately or concurrently allot, issue and deal with additional RMB ordinary shares (A Shares) and overseas-listed foreign shares (H Shares) of the Company (including securities convertible into A Shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

(1) 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;

(2) the aggregate nominal amount of the share capital of A 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, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the A Shares and H Shares of the Company in issue (excluding treasury shares, if any) at the date on which this resolution is passed at the general meeting; and

(3) The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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:

(1) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(2) 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;

3. Where the Board of Directors resolves to issue shares (including securities convertible into A Shares and/or H Shares of the Company) pursuant to the general mandate for 2025 as stated under paragraph 1 of this resolution, the Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters 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 mainland 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 hereby requests the general meeting of the Company to authorise

the Board of Directors to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph 1 of this resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

XVII. Consideration and approval of the “Resolution on the Application for Mandate of the Repurchase of A Shares for 2025” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. The Board of Directors of the Company proposed to request the general meeting to the A share repurchase for 2025 (“share repurchase”) mandate granted to the Board of Directors, and the share repurchase shall be used in the employee share ownership schemes or share incentives, or to maintain the Company's value and shareholder equity, which will be sold through centralized bidding trading and shall be conducted by way of call auction in the share trading system of Shenzhen Stock Exchange. Funds shall be the Company's internal funds or other funds in compliance with the requirements of laws and regulations. The price of the share repurchase shall be determined and finalised by the Board of Directors as authorised by the general meeting in accordance with pertinent laws and regulations, taking into account a number of factors, such as conditions in the capital market, movements in the share price of the Company and the Company's financial and operating conditions, among others. The volume to be repurchased shall be determined by the Board of Directors as authorised by the general meeting in accordance with pertinent laws and regulations within the limit of its mandate subject to a cap of 5% of the issued A share capital of the Company as at the date on which the resolution is considered and passed at the general meeting.

2. In order to capture market opportunities in a timely manner, the general meeting shall grant to the Board of Directors a mandate, which may be delegated by the Board of Directors to relevant persons, with full discretion to deal with matters relating to the share repurchase. The scope of the mandate shall include, but not be limited to, the following:

(1) To confirm the final plan and terms of repurchase and deal with matters pertaining to the share repurchase in accordance with the provisions of laws, regulations, rules and regulatory documents, taking into account the actual conditions of the Company and the market;

(2) To amend, adjust or determine at its discretion based on prevailing circumstances matters relating to the repurchase plan, including but not limited to: the specific use of the share repurchase, the total repurchase amount, the price of the share repurchase, the volume of the share repurchase, the implementation of the repurchase, or whether the repurchase plan shall proceed or be terminated and the sale of shares, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, rules, regulatory documents, requirements of regulatory authorities and the Articles of Association;

(3) To open a dedicated securities account and other relevant securities accounts for the

repurchase;

(4) To repurchase shares at timings deemed appropriate during the repurchase period, including the timing, price and volume of repurchase;

(5) To adjust the repurchase plan and continue to deal with matters pertaining to the share repurchase and the sale of shares in accordance with pertinent laws and regulations and requirements of securities regulatory authorities, taking into account market conditions and the actual conditions of the Company, in the event of new requirements on the policy for share repurchases stipulated under laws and regulations or announced by securities regulatory authorities or changes in market conditions, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, requirements of securities regulatory authorities or the Articles of Association;

(6) To prepare, amend, supplement, execute, deliver, submit and implement all agreements, contracts and documents incurred in the course of the share repurchase and sale of shares and to report as required;

(7) To notify creditors and communicate with creditor to reach debt settlements;

(8) To deal with all other matters that are not stated above but are necessary for the share repurchase.

3. The mandate shall be in effect from the date on which the resolution is considered and passed at the general meeting to the earlier of the following: (i) the date on which the 2025 Annual General Meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

The application for the mandate for share repurchase for 2025, to be tabled at the general meeting for consideration, seeks to give mandate to the Board of Directors of the Company to deal with matters pertaining to the share repurchase, which does not involve specific plans for share repurchase. Subject to consideration and approval at the general meeting, the Company will consider whether to proceed with the repurchase based on factors such as conditions in the capital market, volatility and movement in the Company's share price and incentive effect, among others. In the event of subsequent repurchases, the Company will formulate a specific share repurchase plan and table it to the Board of Directors for consideration and disclosure.

XVIII. Consideration and approval of the “Resolution on the Formulation of the Market Value Management System”.

In order to strengthen the market value management of the Company, further regulate the Company's market value management practices, safeguard the legitimate rights and interests of the Company and investors, especially small and medium-sized investors, and enhance the Company's investment value, the Market Value Management System is hereby formulated in accordance with relevant laws and regulations, including the Company Law, the Securities

Law, the Measures for the Administration of Information Disclosure by Listed Companies, and the Regulatory Guidelines for Listed Companies No. 10—Market Value Management, and in combination with the actual situation of the Company.

Voting result: For: 9; Against: 0; Abstained: 0.

XIX. Consideration and approval of the “Resolution on the Convening of the 2024 Annual General Meeting”, the details of which are as follows:

The Company has resolved to convene the 2024 Annual General Meeting of the Company (the “AGM”) on Friday, 28 March 2025 at Shenzhen headquarters of the Company.

Voting result: For: 9; Against: 0; Abstained: 0.

“Notice of the 2024 Annual General Meeting” and circular will be delivered to H shareholders of the Company according to the Articles of Association and requirements of applicable laws and regulations.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
28 February 2025

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, Fang Rong, Zhu Weimin, Zhang Hong; and three independent non-executive directors, Zhuang Jiansheng, Wang Qinggang, Tsui Kei Pang.