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)

Working Rules for Audit Committee of the Board of Directors

Chapter I - General Provisions

Article 1 – In order to facilitate better performance of duties by the Board of Directors ("Board") of the Company, ensure effective Board supervision over the management and to improve its corporate governance structure, the Company has set up an Audit Committee under the Board and formulated these working rules ("Rules") in accordance with the Company Law of the People's Republic of China, Corporate Governance Standards for Listed Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"), the Articles of Association of ZTE Corporation ("Articles of Association") and other pertinent regulations.

Article 2 – The Audit Committee of the Board is a specialized working body set up by the Board pursuant to the Articles of Association, being mainly responsible for the examination of the Company's financial information and its disclosure as well as supervision over and assessment of the internal and external audits and internal control of the Company.

Chapter II – Composition of the Committee

Article 3 – The Audit Committee shall comprise no less than three Directors, all of them should be Non-executive Directors with more than half of them being Independent Non-executive Directors. The convenor of the Audit Committee shall be a professional accountant.

Article 4 – Members of the Audit Committee shall be nominated by the Board Chair, more than half of the Independent Non-executive Directors or one-third of all Directors and shall be appointed through election by the Board.

Article 5 – The Audit Committee shall have one convener responsible for presiding over the work of the Committee. The convener must be elected among Committee members who are Independent Non-executive Directors.

Article 6 – A former partner of the external audit firm currently responsible for auditing the Company's accounts shall be prohibited from serving as member of the Audit Committee

before a period of two years has lapsed since the date on which he ceases:

(I) to be a partner of the firm; or

(II) to have any financial interest in the auditing firm,

whichever is later.

Article 7 – The term of office for a member of the Audit Committee shall be concurrent with the term of his/her directorship. A Committee member may be re-elected for appointment upon the conclusion of his/her term of office. A Committee member shall be automatically disqualified as such if during his/her term of office he/she ceases to be a Director of the Company, and the Committee shall make up the number of Committee members in accordance with provisions set out in Articles 3 to 6 above. In the event of the resignation of a member of the Audit Committee resulting in the membership of the Audit Committee not meeting the statutory quorum or the absence of an accounting professional, the previous Director shall continue to exercise his / her duties until the appointment of a re-elected Director.

Chapter III - Scope of Authority

Article 8 – The principal duties and scope of authority of the Audit Committee shall be:

(I) To propose the appointment or replacement of the external audit firm and to supervise and assess the work of the external audit firm, including primarily:

1. To be responsible for making recommendations to the Board on the appointment, reappointment and removal of the external audit firm, to examine the audit fees and terms of engagement for the external audit firm, and to deal with issues pertaining to the resignation or dismissal of the external audit firm;

2. To examine and monitor the independence and objectivity of the external audit firm and the effectiveness of audit procedures in accordance with applicable standards; the Audit Committee shall discuss with the external audit firm the nature, scope and relevant reporting responsibilities of the audit work prior to commencement of the audit work;

3. To formulate and implement policies in respect of the provision of non-auditing services by external audit firms. For the purpose of this Article, external audit firms shall include a firm directly responsible for the audit, organizations under common control, ownership or governance with such firm, and organizations which may reasonably be considered domestic or international businesses of such firm. The Audit Committee shall report and make recommendations on possible steps to be taken to the Board on such actions or improvements as it deems necessary;

4. To supervise the external audit firm as to whether it is performing its duties with integrity and diligence in strict accordance with business rules and self-disciplinary standards

of the industry to check and verify the Company's financial and accounting reports, fulfil the obligation of special care and furnish its professional opinion in a prudent manner in strict accordance with the internal control system;

5. To consider the audit report on the financial report and internal control audit report furnished by the external audit firm;

6. To inspect the explanatory letter in respect of the audit furnished to the management by the external audit firm and any significant doubt raised to the management in respect of the accounting records, financial accounts or internal control system by the external audit firm and the response by the management.

7. To ensure timely response by the Board to matters raised by the external audit firm in its explanatory letter in respect of the audit furnished to the management;

8. To act as the principal representative of the Company in its liaison with the external audit firm and to be responsible for monitoring the relationship between them.

(II) To examine the Company's financial information and its disclosure, including primarily:

1. the examination and monitoring of the financial and accounting policies and practices of the Group;

2. the monitoring of the completeness of the Company's financial statements and annual reports and accounts, interim reports and quarterly reports, and the review of significant opinions on financial reporting set out in the statements and reports. The Audit Committee shall review with special reference to the following matters prior to the submission of the statements and reports to the Board:

(1) Any changes in accounting policies and practices;

(2) Matters involving significant judgments;

(3) Significant adjustments after auditing;

(4) The "ongoing concern" assumption and any qualified opinion;

(5) Compliance with accounting standards;

(6) Compliance with the Listing Rules and provisions pertinent to financial reporting in other laws and regulations.

3. For the purposes of Paragraph 2 above:

(1) The Committee shall liaise with the Board and senior management personnel. The

Committee shall hold a meeting with the Company's external audit firm at least twice a year;

(2) The Committee shall consider material or irregular matters reflected or required to be reflected in such reports and accounts, and shall give due consideration to matters brought up by the external audit firm of the Company;

4. To examine the necessity for the Company's derivative investments and related risk controls and consider the Company's derivative investments.

(III) To supervise and assess the Company's risk management and internal control measures, including primarily:

1. To examine and monitor the Company's financial control, risk management and internal control systems;

2. To hold discussions with the management on the risk management and internal control systems to ensure that the management has performed its duty to develop effective systems; this discussion should include the adequacy of resources, staff qualification and experience, training programs and budget of the Company's accounting and financial reporting function;

3 To conduct research on significant investigation findings in respect of risk management and internal control matters and management's response to such investigation findings in a proactive manner or upon the request of the Board;

4. To consider the internal control self-assessment report issued by the Company.

(IV) To supervise and assess the internal audit of the Company, including primarily:

1. To guide and supervise the establishment and implementation of the internal audit system;

2. To review the Company's annual internal audit work plan, procure the implementation of the Company's internal audit plan and guide the effect operation of the internal audit department;

3. To report to the Board on the progress and quality of internal audit and any material issues identified, among others;

4. To assist in the communication between internal audit and external audit, ensure work coordination between the internal and external auditors, ensure that the internal audit personnel are provided with sufficient resources within the Company and appropriate positions, and examine and monitor the effectiveness of the internal audit system;

5. To supervise the internal audit department to conduct inspection in respect of the following at least semiannually and furnish inspection reports for submission to the Audit Committee:

(1) Implementation of material matters of the Company such as the use of issue proceeds, provision of guarantees, connection transactions, securities investment and derivative trading, provision of financial assistance, asset acquisition or disposal and investment in third parties, among others;

(2) Fund transactions of the Company with substantial amounts and fund transactions of Directors, senior management personnel, the controlling shareholder and their related parties.

(V) To exercise the following duties:

1. To inspect the finances of the Company;

2. To exercise supervision over the conduct of Directors and senior management personnel in the execution of their duties and make proposal to terminate the appointment of Directors or senior management personnel who have violated the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;

3. Where the conduct of Directors or senior management personnel compromises the interests of the Company, to demand rectification on the part of the Directors or senior management personnel;

4. To propose the convening of extraordinary shareholders' meetings and to convene and preside over shareholders' meetings when the Board fails to perform the duty of convening and presiding over shareholders' meetings stipulated under the Company Law;

5. To put forward motions at the shareholders' meeting;

6. To take legal actions against the Directors or senior management personnel in accordance with pertinent provisions of the Company Law.

(VI) Other duties

1. To assess the staff whistleblower policy or arrangement of the Company formulated to allow employees to report in confidentiality irregularities concerning the financial statements, internal control or other matters. The Audit Committee shall ensure appropriate arrangements are in place for the fair and independent investigation and follow-up actions in respect of matters reported by employees;

2. To consider the appointment or removal of the Chief Financial Officer of the Company;

3. To report to the Board on matters within the terms of reference of the Audit Committee;

4. To report to the Board on all aspects of the Audit Committee's actions, decisions and recommendations subject to compliance with legal provisions or regulatory requirements;

5. To deal with other matters as assigned by the Board.

Article 9 – The Audit Committee is authorized by the Board to conduct investigation within its scope of authority. The Audit Committee shall have the power to acquire information it requires from staff; all staff must duly oblige to meet demand raised by the Audit Committee.

Article 10 – Proposals in respect of the following matters shall be submitted to the Board for consideration with the approval of more than half of all members of the Audit Committee:

(I) disclosure of financial information in the financial and accounting reports and regular reports and the internal control assessment report;

(II) appointment or removal of the external audit firm undertaking the Company's audit work;

(III) appointment or removal of the Chief Financial Officer of the Company;

(IV) change in accounting policies or accounting estimates or rectification of significant accounting errors for reasons other than change in accounting standards;

(V) Other matters stipulated under the laws, administrative regulations, CSRC regulations and provisions under the Articles of Association.

Article 11 The Audit Committee shall be accountable to the Board and proposals of the Committee shall be submitted to the Board for consideration and determination.

Article 12 The Audit Committee shall exercise supervision over the annual financial report auditing:

(I) The schedule of the annual financial report auditing shall be determined through consultation between the Audit Committee and the external audit firm; prior to the commencement of work by the external audit firm, the Audit Committee shall review the financial and accounting statements prepared by the Company and furnish an opinion in writing;

(II) Following the commencement of the external audit firm's work, the Audit Committee shall enhance communication with the external audit firm and review the financial and accounting statements again with an opinion in writing after the external audit firm issues its preliminary audit opinion;

(III) After the completion of the audit report on the annual financial report, the Audit Committee shall conduct voting and pass a resolution by voting and submit the same to the Board for examination;

(IV) At the same time as the financial report is submitted to the Board, the Audit Committee shall also submit to the Board a summary report on the performance of Company audit for the year by the external audit firm and a resolution on the reappointment or replacement of the external audit firm for the coming year.

Chapter IV – Resources

Article 13 – The Company shall provide the Audit Committee with sufficient human and physical resources so that it may duly perform its duties. The Audit Committee is authorized by the Board to obtain independent professional opinion from external parties if it deems necessary, at the cost of the Company.

Article 14 –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:

(I) the Company's relevant financial report;

(II) the work reports of the internal and external auditors;

(III) the external auditor's contract and relevant work reports;

(IV) public disclosure of the Company's information;

(V) other relevant information.

Where necessary, the Board Secretary may conduct such coordination as relevant.

Article 15 – 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:

(I) assessment of the work of the external audit firm, and engagement and replacement of the external audit firm;

(II) whether the Company internal audit system has been effectively implemented and whether the Company's financial report is true in all respects;

(III) whether the Company's publicly disclosed financial reports and other information is objective and true;

(IV) other relevant matters.

Article 16 – In the event that the Board does not consent with the opinion of the Audit Committee in respect of the selection, appointment, reappointment or removal of external audit firms, the Company shall set out the statement of the Audit Committee explaining its recommendation, as well as the grounds for the Board's differing opinion, in the Corporate Governance Report required to be included in the annual report under the Listing Rules.

Chapter V - Rules of Proceedings

Article 17 – 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.

Article 18 – 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 from the full Committee.

Article 19 – An Audit Committee may be convened by way of on-site meetings, video conferences, conference calls or communications.

Article 20 – Voting at an Audit Committee meeting 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.

Article 21 – The Chief Financial Officer, the Head of the Internal Audit Department and the external audit firm shall generally be required to attend the meeting as non-voting attendees. Other Directors and other senior management personnel and external parties with relevant experience and expertise may also be invited to attend the meeting as non-voting attendees. However, the Audit Committee shall meet with the external audit firm and the internal auditor at least once a year without the presence of the Executive Directors of the Company.

Article 22 – The procedures of convening an Audit Committee meeting, method of voting thereat and resolutions passed thereby must be in accordance with provisions of pertinent laws, regulations, the Articles of Association and these Rules.

Article 23 – Complete records of an Audit Committee meeting shall be kept and members attending the meeting shall sign against the minutes of meeting; the minutes of meeting shall be kept by Board Secretary of the Company in such manner and for such duration as determined by reference to the filing of Board documents. The preliminary draft and finalized version of the Audit Committee minutes of meeting shall be respectively

delivered to all members of the Audit Committee within a reasonable period of time after the meeting, for comments in case of the preliminary draft and filing in case of the finalized version by the members.

Article 24 – Resolutions and results of voting adopted by an Audit Committee meeting shall be reported in writing to the Board of the Company.

Article 25 – Members attending any meetings of the Committee shall have the obligation to keep confidential all matters discussed at such meetings and shall refrain from unauthorized disclosures of information relating thereto.

Article 26 – The Committee shall make available the convener of the Committee (or in his absence, at least one of its members) to attend the Company's annual shareholders' meeting to answer shareholders' questions.

Chapter VI - Supplemental Rules

Article 27 – These Rules shall come into effect from the date on which they are adopted by way of a Board resolution.

Article 28 – Matters not provided for under these Rules shall be dealt with in accordance with the provisions of pertinent national laws and regulations and the Articles of Association; in case of any contradiction with laws and regulations promulgated by the State in future and any revised Articles of Association amended through legal procedures, provisions of such national laws and regulations as pertinent and such Articles of Association shall prevail and these Rules shall be amended forthwith and submitted to the Board for consideration and approval.

Article 29 – These Rules and the interpretation of the functions of the Audit Committee and the authority vested therein by the Board have been published on the Company's website and the statutory website for information disclosure.

Article 30 – The authority of interpretation of these Rules shall be vested in the Board of the Company.

Shenzhen, PRC 28 August 2025

Note: This Working Rules has been prepared in Chinese and English respectively. In case of discrepancy, the Chinese version shall prevail.