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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 on Resolutions of the First Extraordinary General Meeting of 2016**

*The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.*

The First Extraordinary General Meeting of 2016 (the “EGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 3 March 2016. Details in respect of the resolutions and voting results of the EGM are as follows:

### **I. IMPORTANT NOTICE**

Additional resolution proposed: On 2 February 2016, the Board of Directors of the Company received an ex tempore motion (being the “Resolution on the Amendment of Certain Clauses Under the Articles of Association”) from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motion for consideration at the First Extraordinary General Meeting of 2016. The supplementary circular dated 4 February 2016 has been dispatched to the shareholders of the Company.

### **II. INFORMATION REGARDING THE CONVENING OF THE EGM**

#### **(I) Date and time**

1. On-site meeting commenced at 9:00 a.m. on Thursday, 3 March 2016.
2. On-line voting by domestic shareholders was conducted from 2 March 2016 to 3 March 2016 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 3 March 2016; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 2 March 2016 to 15:00 on 3 March 2016.

## (II) Venue

The on-site meeting was held at the Conference Room on the 4th floor of A Wing of the Company's headquarters in Shenzhen.

## (III) Voting method

### 1. Domestic shareholders may vote through:

- on-site voting, including attendance in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for domestic shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. Domestic shareholders should vote on-line via the aforesaid systems within the timeframes set out in (I) of this section.

### 2. H shareholders may vote through:

- on-site voting, including attendance in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

## (IV) Convener

The EGM were convened by the Board of Directors of the Company.

## (V) Chairman of the EGM

Mr. Hou Weigui, the Chairman of the Board of Directors of the Company, presided over the EGM.

(VI) The convening of the EGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China (the "Company law"), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the Articles of Association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

## **III. INFORMATION REGARDING ATTENDANCE AT THE EGM**

Shares entitling the shareholder to attend and vote on all the resolutions at the EGM are 4,153,009,185 shares, comprising 3,397,506,651 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

58 shareholders (or proxies) held 1,718,469,324 shares or 41.38% of the total number of shares carrying voting rights at the EGM of the Company. Of which, 40 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including directors, supervisors and senior management of the Company, hereinafter the same) held 439,926,730

shares or 10.59% of the total number of shares carrying voting rights at the EGM of the Company. There were no shares in the Company which entitled its holders to attend the EGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

(1) Attendance of holders of domestic shares (A shares)

57 A shareholders (or proxies) holding 1,432,602,869 shares or 42.17% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 41 A shareholders (or proxies) holding 1,431,569,756 shares or 42.14% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting; and 16 A shareholder holding 1,033,113 shares or 0.03% of the total number of A shares carrying voting rights of the Company participated in the online voting of the EGM.

(2) Attendance of holders of overseas-listed foreign shares (H shares)

1 H shareholder (or proxy) holding 285,866,455 shares or 37.84% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, certain Directors, Supervisors and senior management of the Company and the PRC lawyers of the Company attended the EGM.

#### **IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS**

The following resolutions were considered and passed by voting by open ballot at the EGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM; and all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the EGM. For details of the voting results, please refer to the Annex I - “Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2016 of ZTE Corporation”):

##### **Ordinary Resolutions**

**1. Consideration and approval of the “Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Seventh Session of the Board of Directors”, the details of which are as follows:**

- 1.1 That Mr. Shi Lirong be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.2 That Mr. Zhang Jianheng be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.3 That Mr. Luan Jubao be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.4 That Mr. Wang Yawen be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.5 That Mr. Tian Dongfang be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.6 That Mr. Zhan Yichao be elected by way of accumulative voting as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.7 That Mr. Yin Yimin be elected by way of accumulative voting as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.8 That Mr. Zhao Xianming be elected by way of accumulative voting as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.9 That Mr. Wei Zaisheng be elected by way of accumulative voting as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.10 That Mr. Richard Xike Zhang be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.11 That Mr. Chen Shaohua be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.12 That Mr. Lü Hongbing be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;
- 1.13 That Mr. Bingsheng Teng be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;

1.14 That Mr. Zhu Wuxiang be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019.

Please refer to Annex II for brief biographies of the directors listed above. The statement of nominator for Independent Non-executive Directors and statement of candidates of Independent Non-executive Directors listed above have been published on 7 January 2016. Non-independent Directors who do not otherwise hold any positions at the Company shall each receive an annual fee of RMB100,000 (before tax) from the Company in accordance with the rates for Non-independent Directors' subsidies approved at the Second Extraordinary General Meeting of 2007. Independent Non-executive Directors shall each receive an annual fee of RMB130,000 (before tax) from the Company in accordance with the rates for Independent Non-executive Directors' subsidies approved at the Annual General Meeting of 2009. Directors' personal income tax payable on Directors' subsidies shall be withheld and paid by the Company on behalf of the Directors concerned. Other Non-independent Directors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive Non-independent Directors' subsidies.

**2. Consideration and approval of the “Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders’ Representative Supervisors for the Seventh Session of the Supervisory Committee”, the details of which are as follows:**

2.1 That Ms. Xu Weiyan be elected by way of accumulative voting as a Shareholders’ Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019;

2.2 That Mr. Wang Junfeng be elected by way of accumulative voting as a Shareholders’ Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019.

Please refer to the annex III for brief biographies of the Shareholders’ Representative Supervisors listed above. Mr. Wang Junfeng, whose remuneration is paid by the Company’s shareholder, does not receive Supervisor’s subsidy from the Company. Ms. Xu Weiyan, whose remuneration is paid in accordance with the remuneration and performance appraisal administration methods of the Company and her position and performance in the Company, does not receive Supervisor’s subsidy.

In addition, Mr. Xie Daxiong, Mr. Zhou Huidong and Ms. Xia Xiaoyue were elected Staff Representative Supervisors of the Seventh Session of the Supervisory Committee of the Company by the staff representatives of the Company on 17 February 2016. Together with

the two Shareholders' Representative Supervisors, they shall form the Seventh Session of the Supervisory Committee of the Company, for a term commencing on 30 March 2016 and ending on 29 March 2019. Please refer to the annex III for brief biographies of Mr. Xie Daxiong, Mr. Zhou Huidong and Ms. Xia Xiaoyue. The above three Staff Representative Supervisors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company and their respective positions and performances in the Company, do not receive Supervisor's subsidies.

**3. Consideration and approval of the “Resolution of the Company on the Provision of Performance Guarantee for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary”, the details of which are as follows:**

(1) That the increase in the amount of joint liability guarantee by the Company for ZTE (MALAYSIA) CORPORATION SDN BHD (“ZTE Malaysia”) in respect of the performance obligations under the CONTRACT FOR THE DELIVERY, SUPPLY, INSTALLATION, TESTING AND COMMISSIONING OF EQUIPMENT AND SOFTWARE AND PROVISION OF SERVICES FOR U MOBILE’S 3G/LTE SYSTEM CONTRACT( “UM Wireless Capacity Expansion Contract”) by USD40 million (i.e., the total amount of guarantee not more than USD60 million), for a term commencing on the date on which the “UM Wireless Capacity Expansion Contract” came into effect upon execution and ending on the date on which performance of the obligations of ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” is completed, be approved.

(2) That the term of the bank letter of guarantee issued for the Company in respect of the performance obligations by ZTE Malaysia under the “UM Wireless Capacity Expansion Contract” be extended such that the new bank letter of guarantee shall be effective for not more than six years from 4 January 2015 (the date of issuance), be approved.

(3) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute all pertinent legal contracts and documents.

**4. Consideration and approval of the “Resolution of the Company on the Investment in ZTE Changsha Base Project in Changsha Hi-tech Zone and Proposed Execution of the Project Investment Contract”, the details of which are as follows:**

(1) That the investment in and construction of the “ZTE Changsha Base” project in Changsha Hi-tech Zone by ZTE be approved;

(2) That Mr. Hou Weigui, the legal representative, or his delegated signatory be authorised to execute relevant legal contracts and documents in relation to “ZTE Changsha Base” project.

**5. Consideration and approval of the “Resolution of the Company on the Investment in**

**the ZTE Guangzhou Research Institute Project in Guangzhou and Proposed Execution of the Project Cooperation Agreement”, the details of which are as follows:**

(1) That the investment in the ZTE Guangzhou Research Institute Project in Guangzhou by ZTE pursuant to the “ZTE Guangzhou Research Institute Project Cooperation Agreement” be approved;

(2) That Mr. Hou Weigui, legal representative of the Company, or the signatory delegated by Mr. Hou Weigui be authorised to execute legal contracts and documents pertaining to the ZTE Guangzhou Research Institute Project and to conduct further negotiations with the Guangzhou Municipal Government or its designated government organisation in respect of the project to confirm details and execute relevant supplemental agreements pursuant to the Project Cooperation Agreement.

**Special Resolution**

**6. Consideration and approval of the “Resolution of the Company on the Amendment of Certain Clauses under the Articles of Association”, the details of which are as follows:**

That the amendment of certain clauses under the Articles of Association in accordance with the law be approved. Amendments are set out as follows:

The original article	The amended article
<p><b>Article 10.</b> .....For the purposes of the Articles of Association, the term “other senior officers” means the executive vice presidents, senior vice presidents, secretary to the Board of Directors and chief financial officer and personnel designated or confirmed by the Board of Directors of the Company from time to time as necessary. .....</p>	<p><b>Article 10.</b> .....For the purposes of the Articles of Association, the term “other senior officers” means the executive vice presidents, <del>senior vice presidents</del>, secretary to the Board of Directors and chief financial officer and personnel designated or confirmed by the Board of Directors of the Company from time to time as necessary. .....</p>
<p><b>Article 160.</b> The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers: ..... 9) to appoint or remove the Company’s president and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents, senior vice presidents and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty; .....</p>	<p><b>Article 160.</b> The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers: ..... 9) to appoint or remove the Company’s president and the secretary to the Board of Directors; to appoint or remove senior officers, including the executive vice presidents, <del>senior vice presidents</del> and chief financial officer of the Company, based on the recommendations of the president, and to decide on their remuneration as well as matters relating to rewards and penalty; .....</p>
<p><b>Article 179.</b> The Company shall have one president who shall be appointed or dismissed by the Board of Directors.  The Company shall have a number of executive vice presidents, senior vice presidents and one chief financial officer to assist the president in his work.</p>	<p><b>Article 179.</b> The Company shall have one president who shall be appointed or dismissed by the Board of Directors.  The Company shall have a number of executive vice presidents, <del>senior vice presidents</del> and one chief financial officer to assist the president in his work.</p>

The original article	The amended article
The executive vice presidents, senior vice presidents and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.	The executive vice presidents, <del>senior vice</del> <b>presidents</b> and the chief financial officer shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors.
<b>Article 181.</b> The president shall be accountable to the Board of Directors and exercise the following powers: ..... 6) to propose to the Board of Directors the appointment or dismissal of the Company’s executive vice presidents, senior vice presidents and the chief financial officer; .....	<b>Article 181.</b> The president shall be accountable to the Board of Directors and exercise the following powers: ..... 6) to propose to the Board of Directors the appointment or dismissal of the Company’s executive vice presidents, <del>senior vice</del> <b>presidents</b> and the chief financial officer; .....
<b>Article 186.</b> The detailed working rules for the president shall include the following: ..... 2) the respective duties and division of responsibility between the president, executive vice presidents, senior vice presidents and other senior officers; .....	<b>Article 186.</b> The detailed working rules for the president shall include the following: ..... 2) the respective duties and division of responsibility between the president, executive vice presidents, <del>senior vice</del> <b>presidents</b> and other senior officers; .....

The amended Articles of Association of ZTE Corporation (March 2016) will be published by the Company on the same date as this announcement.

Computershare Hong Kong Investor Services Limited (the H share registrar of the Company), witnessing lawyers, two shareholder representatives and two supervisor representatives have been appointed by the Company to act as scrutineers for vote-taking at the EGM.

## V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Lawyers: Wei Wei and Huang Sitong
3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the First Extraordinary General Meeting of 2016 of the Company are in compliance with relevant provisions of the Company Law, the Securities Law of the People’s Republic of China, the Rules for General Meetings of Listed Companies and other existing laws, regulations and rules and of the Articles of Association, and the “Resolutions of the First Extraordinary General Meeting of 2016 of ZTE Corporation,” approved at the EGM were legal and valid.

## VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the First Extraordinary General Meeting of 2016 of ZTE Corporation;
2. Resolutions of the First Extraordinary General Meeting of 2016 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the First Extraordinary

General Meeting of 2016 of ZTE Corporation.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

3 March 2016

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

**Annex I:**

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2016**

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
<b>Ordinary resolution (5 resolutions)</b>				
<b>1</b>	<b>Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Seventh Session of the Board of Directors (by way of accumulative voting)</b>			
<b>Election of Non-independent Directors</b>				
1.1	Election of Mr. Shi Lirong as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,714,612,457	99.7756%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	436,069,863	99.1233%
		Domestic shares (A shares)	1,430,845,351	99.8773%
		Overseas-listed foreign shares (H shares)	283,767,106	99.2656%
1.2	Election of Mr. Zhang Jianheng as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,497,058,118	87.1158%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	218,515,524	49.6709%
		Domestic shares (A shares)	1,428,833,544	99.7369%
		Overseas-listed foreign shares (H shares)	68,224,574	23.8659%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
1.3	Election of Mr. Luan Jubao as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,705,676,407	99.2556%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	427,133,813	97.0920%
		Domestic shares (A shares)	1,430,743,851	99.8702%
		Overseas-listed foreign shares (H shares)	274,932,556	96.1752%
1.4	Election of Mr. Wang Yawen as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,705,676,409	99.2556%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	427,133,815	97.0920%
		Domestic shares (A shares)	1,430,743,853	99.8702%
		Overseas-listed foreign shares (H shares)	274,932,556	96.1752%
1.5	Election of Mr. Tian Dongfang as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,693,642,590	98.5553%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	415,099,996	94.3566%
		Domestic shares (A shares)	1,430,743,851	99.8702%
		Overseas-listed foreign shares (H shares)	262,898,739	91.9656%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
1.6	Election of Mr. Zhan Yichao as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,693,642,591	98.5553%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	415,099,997	94.3566%
		Domestic shares (A shares)	1,430,743,852	99.8702%
		Overseas-listed foreign shares (H shares)	262,898,739	91.9656%
1.7	Election of Mr. Yin Yimin as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,494,679,809	86.9774%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	216,137,215	49.1303%
		Domestic shares (A shares)	1,430,364,874	99.8438%
		Overseas-listed foreign shares (H shares)	64,314,935	22.4982%
1.8	Election of Mr. Zhao Xianming as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,709,625,909	99.4854%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	431,083,315	97.9898%
		Domestic shares (A shares)	1,431,285,683	99.9081%
		Overseas-listed foreign shares (H shares)	278,340,226	97.3672%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
1.9	Election of Mr. Wei Zaisheng as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,709,113,579	99.4556%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	430,570,985	97.8733%
		Domestic shares (A shares)	1,430,773,353	99.8723%
		Overseas-listed foreign shares (H shares)	278,340,226	97.3672%
<b>Election of Independent Non-executive Directors</b>				
1.10	Election of Mr. Richard Xike Zhang as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,708,161,461	99.4002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	429,618,867	97.6569%
		Domestic shares (A shares)	1,430,747,351	99.8705%
		Overseas-listed foreign shares (H shares)	277,414,110	97.0433%
1.11	Election of Mr. Chen Shaohua as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,715,101,756	99.8040%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	436,559,162	99.2345%
		Domestic shares (A shares)	1,430,747,351	99.8705%
		Overseas-listed foreign shares (H shares)	284,354,405	99.4711%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
1.12	Election of Mr. Lü Hongbing as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,716,613,806	99.8920%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	438,071,212	99.5782%
		Domestic shares (A shares)	1,430,747,351	99.8705%
		Overseas-listed foreign shares (H shares)	285,866,455	100.0000%
1.13	Election of Mr. Bingsheng Teng as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,717,613,806	99.9502%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	439,071,212	99.8055%
		Domestic shares (A shares)	1,431,747,351	99.9403%
		Overseas-listed foreign shares (H shares)	285,866,455	100.0000%
1.14	Election of Mr. Zhu Wuxiang as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,704,460,744	99.1848%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	425,918,150	96.8157%
		Domestic shares (A shares)	1,430,747,353	99.8705%
		Overseas-listed foreign shares (H shares)	273,713,391	95.7487%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
2	<b>Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders' Representative Supervisors for the Seventh Session of the Supervisory Committee (by way of accumulative voting)</b>			
2.1	Election of Ms. Xu Weiyan as a Shareholders' Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,693,577,297	98.5515%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	415,034,703	94.3418%
		Domestic shares (A shares)	1,430,853,349	99.8779%
		Overseas-listed foreign shares (H shares)	262,723,948	91.9044%
2.2	Election of Mr. Wang Junfeng as a Shareholders' Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Total	1,694,195,301	98.5875%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	415,652,707	94.4823%
		Domestic shares (A shares)	1,430,751,353	99.8708%
		Overseas-listed foreign shares (H shares)	263,443,948	92.1563%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
3	<b>Resolution of the Company on the Provision of Performance Guarantee for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary</b>	Total	1,708,621,533	99.4686%	8,013,466	0.4665%	1,114,325	0.0649%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	430,078,939	97.9218%	8,013,466	1.8245%	1,114,325	0.2537%
		Domestic shares (A shares)	1,431,139,248	99.8978%	349,296	0.0244%	1,114,325	0.0778%
		Overseas-listed foreign shares (H shares)	277,482,285	97.3122%	7,664,170	2.6878%	0	0.0000%
4	<b>Resolution of the Company on the Investment in ZTE Changsha Base Project in Changsha Hi-tech Zone and Proposed Execution of the Project Investment Contract</b>	Total	1,716,331,363	99.8756%	1,066,596	0.0621%	1,071,365	0.0623%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	437,788,769	99.5140%	1,066,596	0.2424%	1,071,365	0.2435%
		Domestic shares (A shares)	1,431,184,908	99.9010%	346,596	0.0242%	1,071,365	0.0748%
		Overseas-listed foreign shares (H shares)	285,146,455	99.7481%	720,000	0.2519%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
5	<b>Resolution of the Company on the Investment in the ZTE Guangzhou Research Institute Project in Guangzhou and Proposed Execution of the Project Cooperation Agreement</b>	Total	1,716,292,703	99.8733%	1,062,296	0.0618%	1,114,325	0.0648%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	437,750,109	99.5052%	1,062,296	0.2415%	1,114,325	0.2533%
		Domestic shares (A shares)	1,431,146,248	99.8983%	342,296	0.0239%	1,114,325	0.0778%
		Overseas-listed foreign shares (H shares)	285,146,455	99.7481%	720,000	0.2519%	0	0.0000%
<b>Special resolution (1 resolution)</b>								
6	<b>Resolution of the Company on the Amendment of Certain Clauses under the Articles of Association</b>	Total	1,717,174,683	99.9247%	222,500	0.0129%	1,071,365	0.0623%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	438,632,089	99.7059%	222,500	0.0506%	1,071,365	0.2435%
		Domestic shares (A shares)	1,431,309,004	99.9097%	222,500	0.0155%	1,071,365	0.0748%
		Overseas-listed foreign shares (H shares)	285,865,679	100.0000%	0	0.0000%	0	0.0000%

## **Annex II: Brief Biographies of the Directors of the Seventh Session of the Board of Directors of ZTE Corporation**

### **I. Brief Biographies of Non-independent Directors**

#### **(1) Brief Biographies of Non-executive Directors**

**Mr. Shi Lirong (史立榮)**, born 1964, graduated from Tsinghua University in 1984 with a bachelor's degree majoring in wireless and information technology and from Shanghai Jiaotong University in 1989 with a master's degree majoring in telecommunications and electronic engineering, and currently holds the title of senior engineer. Mr. Shi served as an engineer and head of the production department in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited. He was in charge of the Company's overall marketing operations from 1997 to 2007 and global sales from 2007 to 2010. He has been Executive Director of the Company since February 2001 and President of the Company since March 2010. Mr. Shi has many years of experience in the telecommunications industry and over 25 years of management experience. Mr. Shi is interested in 660,613 A shares of the Company. He is a director of Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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 Jianheng (張建恒)**, born 1961, graduated from Dalian Institute of Technology in 1982 majoring in Chemical Machinery and currently holds the title of senior engineer. Mr. Zhang worked with the No. 1 Film Factory under the Ministry of Chemical Industry from 1982 to 1989 and with No. 1 Film Factory of China Lucky Film Corporation from 1989 to 1996. From 1996 to 2011, he had been director, deputy general manager and general manager of China Lucky Film Corporation. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd. Since November 2012 he has been chairman of China Lucky Group Corporation. In November 2011 he was appointed deputy general manager of China Aerospace Science and Technology Corporation, a position that he has been holding since. He has been non-executive director and board chairman of China Aerospace International Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) since March 2012, and has been Vice Chairman and Non-executive Director of the Company since April 2012. Mr. Zhang brings with him a wealth of experience in management and operation. He is not interested in any shares of the Company. Mr. Zhang currently holds 36,000 A share options as a participant of the A share option incentive scheme

of the Company implemented in 2013. He is deputy general manager of China Aerospace Science and Technology Corporation, an indirect shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by China Securities Regulatory Commission (“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. Luan Jubao (樂聚寶)**, born 1962, graduated from the Department of Metal Materials and Processes of Harbin Institute of Technology in 1983 majoring in welding and from Zhongnan University of Economics and Law in 2000 with an MBA degree, and currently holds the professional title of researcher-grade senior engineer. Mr. Luan worked with Wanshan Plant of the 066 Base of the Ministry of Aerospace Industry from 1983 to 1993. From 1993 to 2000 he had been principal deputy plant manager and plant manager of Wanshan Plant of the 066 Base of the headquarters of China Aerospace. From 2000 to 2006 he was plant manager of Hongfeng Plant of the 066 Base of China Aerospace Science and Industry Corporation. From 2006 to 2008, he was head of the technology centre of Research Institute No. 9 of China Aerospace Science and Industry Corporation. From February 2008 to July 2008, he was chairman of 萬山特種車輛有限公司 under Research Institute No. 9 of China Aerospace Science and Industry Corporation. From July 2008 to October 2014 he was general manager of Henan Aerospace Science and Industry Corporation and chief of the Henan Aerospace Administration. Since October 2014 he has been director and general manager of CASIC Shenzhen (Group) Company Limited and Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Luan has been Vice Chairman and Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. Mr. Luan is not interested in any shares of the Company. He is vice chairman of Zhongxingxin Telecommunications Equipment Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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. Wang Yawen (王亞文)**, born 1963, graduated from the Department of Physics of Central China Normal University in 1985 with a bachelor’s degree in science and from Harbin

Institute of Technology in 2006 with a master's degree in management specializing in management science and engineering, and currently holds the professional title of researcher. From 1985 to 2000, Mr. Wang worked with Institute No. 19 of China Academy of Launch Vehicle Technology successively as deputy head of the editorial office, head of the offset printing office, head of the phototypesetting centre, head of the technology department, deputy head of the Institute and head of the Institute. From September 2000 to January 2003, he was executive deputy general manager of 中國遠望(集團)總公司. Since February 2003, he has been deputy general manager of 中國航天時代電子公司. From February 2003 to January 2015, he also served successively as general manager and chairman of 中國時代遠望科技有限公司. He has been deputy dean of China Aerospace Electronics Technology Research Institute from February 2009 to the present. He has also been director and president since June 2008 and vice chairman since June 2014 of China Aerospace Times Electronics Co., Ltd. (a company listed on Shanghai Stock Exchange). He has been Non-executive Director of the Company since November 2015. Mr. Wang has extensive experience in management and operations. Mr. Wang is not interested in any shares of the Company. He is deputy dean of China Aerospace Electronics Technology Research Institute, an indirect shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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. Tian Dongfang** (田東方), born 1960, graduated from Chengdu Institute of Telecommunication Engineering in 1982 majoring in solid state devices and currently holds the professional title of researcher. From August 1982 to September 2014 he had been section head, deputy head, executive deputy head and head of Xi'an Microelectronics Technology Research Institute. He has been chief economist of China Aerospace Electronics Technology Research Institute and head of Xi'an Microelectronics Technology Research Institute since September 2014. Mr. Tian has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. He is not interested in any shares of the Company. Mr. Tian is vice chairman of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and head of Xi'an Microelectronics Technology Research Institute, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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. Zhan Yichao (詹毅超)**, born 1963, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics in 1986 majoring in accounting and from International East-West University of the United States in 1999 with an MBA degree, and currently holds the professional title of senior accountant. Mr. Zhan had been deputy manager, manager and deputy general manager of Shenzhen Aerospace Guangyu Industrial Company Limited from August 1986 to October 2004. From October 2004 to August 2005, he had been director and deputy general manager of 上海久聯證券經紀有限責任公司. From August 2005 to August 2014 he had been director / deputy general manager and director / general manager of 航天證券有限責任公司. Since August 2014, he has been director and deputy general manager of CASIC Shenzhen (Group) Company Limited and director of Shenzhen Aerospace Guangyu Industrial Company Limited. Mr. Zhan has been Non-executive Director of the Company since November 2015. He has extensive experience in management and operations. He is not interested in any shares of the Company. Mr. Zhan is director of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and director of Shenzhen Aerospace Guangyu Industrial Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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) Brief Biographies of Executive Directors**

**Mr. Yin Yimin (殷一民)**, born 1963, graduated from the Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1988 with a master's degree in engineering, majoring in telecommunications and electronic systems, and currently holds the title of senior engineer. Mr. Yin had served as a manager of the research and development department of Shenzhen Zhongxing Semiconductor Co., Ltd. since 1991, and as deputy general manager of Zhongxingxin Telecommunications Equipment Company Limited between 1993 and 1997. From 1997 to March 2010 he had served as the Company's Vice President, Senior Vice President and President in charge of different divisions such as research and development, marketing, sales and handsets operations. He has been Executive Director of the Company since November 1997. He is concurrently chairman of Zhongxingxin Telecommunications Equipment Company Limited, as well as chairman and general manager of Shenzhen ZTE Capital Management Company Limited. Mr. Yin has many years of experience in the telecommunications industry and over

25 years of management experience. Mr. Yin is interested in 759,400 A shares of the Company. He is chairman of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and vice chairman of Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited. He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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. Zhao Xianming (趙先明)**, born 1966, is currently Executive Vice President of the Company. Mr. Zhao 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. After appointment as Senior Vice President of the Company in 2004, he had been in charge of the CDMA Division and the Wireless Product Division. From January 2014 to December 2015, he served as Chief Technology Officer (CTO) and Executive Vice President of the Company in charge of the Strategic and Platform Operations and System Products Division of the Company. Mr. Zhao has been Executive Director of the Company since November 2015. He 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 member 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. Wei Zaisheng (韋在勝)**, born 1962, is currently Executive Vice President and Chief Financial Officer of the Company in charge of corporate finance and investment management 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 and assistant to the general manager of Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company from 1993 to 1997. He was Senior Vice President 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 was appointed member of Accounting Informatisation Committee and member of XBRL Regional Steering Committee (China) by the Ministry of Finance in November 2008, member of the Accounting Standards Strategic Committee by the Ministry of Finance in December 2014, and guidance expert of the special support program for the Training Project of National Leading Talents in the Accounting Profession in June 2015. He is concurrently director of Zhongxingxin Telecommunications Equipment Company Limited 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 Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company) and Shenzhen Zhongxing WXT Equipment Company Limited, a shareholder of Zhongxingxin Telecommunications Equipment Company Limited, respectively. He is not connected in any way to any Directors, Supervisors or senior management member 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.

## **II. Brief Biographies of Independent Non-executive Directors**

**Mr. Richard Xike Zhang** (張曦軻), born 1970, graduated from J. L. Kellogg School of Management at Northwestern University in the United States in 1993 with a master's degree in finance. Mr. Zhang was mentioned among the most outstanding graduates of U.S. colleges by *USA Today*, a mainstream news media in the United States. From August 1993 to July 2008, Mr. Zhang was employed by McKinsey & Company, holding the positions of Director (Senior Partner) for global operations and chairman of McKinsey's Shanghai Office. As the first McKinsey Partner with a Mainland Chinese background in McKinsey's 80-year history, he served clients primarily in the telecommunications, technology, and automobile sectors. Mr. Zhang assumed the role of Partner and Head of Greater China of Apax Partners in August 2008. In January 2013, he was promoted to the position of Equity Partner while continuing to serve as the head of Apax Greater China with responsibilities covering Apax funds investment operations in Mainland China, Hong Kong, Taiwan and Southeast Asia. He has been Independent Non-executive Director of the Company since June 2013. Mr. Zhang was also a member of the "Young Leaders Group" of the Boao Forum for Asia. Since January 2015, Mr. Zhang has been a founding board member of the Future Forum, China's first non-profitmaking organisation for cutting-edge technologies bringing together entrepreneurs, investors and scientists. Mr. Zhang brings with him extensive experience in management consulting and investment. Mr. Zhang is not interested in any shares of the Company. He is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member 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. Chen Shaohua (陳少華)**, born 1961, obtained his MBA degree at Dalhousie University, Canada in 1987 and his doctoral degree in Economics (Accounting) at Xiamen University in 1992. With the title of Accounting Professor, Mr. Chen is currently professor and tutor to doctoral candidates of the Accounting Department, School of Management and deputy director of the Accounting Development Research Centre (a key humanities and science research base designated by the Ministry of Education) of Xiamen University. Mr. Chen has been Independent Non-executive Director of the Company since July 2015. He has been teaching assistant, lecturer and associate professor of the Accounting Department of Xiamen University, as well as visiting professor at Virginia Union University. He has also been a certified public accountant at the Xiamen University Accounting Firm and Xiamen Yongda Accounting Firm. Mr. Chen is currently also president of the Accounting Association of Xiamen Foreign Investment Enterprises, vice president of the Xiamen Association of Chief Accountants, as well as an independent non-executive director of Sinoma International Engineering Co., Ltd. (a company listed on Shanghai Stock Exchange), Tianma Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange), Fujian Septwolves Industry Co., Ltd. (a company listed on Shenzhen Stock Exchange) and 大博醫療科技股份有限公司, respectively. During the past three years, Mr. Chen had been an independent non-executive director of Fujian Newchoice Pipe Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange), Xiamen 35.com Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Xiamen Meiya Pico Information Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. Mr. Chen was an Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Chen has strong academic and professional background as well as proven experience in accounting and finance. Mr. Chen does not hold any shares in the Company. Mr. Chen is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with 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 and regulations.

**Mr. Lü Hongbing (呂紅兵)**, born 1966, graduated in 1988 with a bachelor's degree in law and further obtained a master's degree in law in 1991 from East China University of Political Science and Law. Since September 2009, he has been studying for a doctoral degree in management engineering at University of Science and Technology of China. He is a qualified lawyer of China. Mr. Lü is currently the chief executive partner of Grandall Law Firm. Mr. Lü has been Independent Non-executive Director of the Company since July 2015. He has

previously worked with East China University of Political Science and Law, Shanghai Wanguo Securities Co., Ltd., Shanghai Wanguo Law Firm, Grandall (Shanghai) Law Firm. He is currently vice president of All China Lawyers Association, committee member and deputy head of the Society and Legal System Committee of the 12<sup>th</sup> Shanghai Committee of the Chinese People's Political Consultative Conference, arbitrator of Shanghai International Economic and Trade Arbitration Committee, Shanghai International Arbitration Centre, Shanghai Arbitration Committee and Shanghai Court of Financial Arbitration, respectively, advisory member of the Restructuring Committee of CSRC, member of the Listing Committee of Shanghai Stock Exchange, adjunct or part-time professor at Fudan University and China Renmin University and an independent non-executive director of Shimao Property Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Shanghai Shentong Metro Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Lü had been an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Aerospace Automobile Electromechanical Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Metersbonwe Fashion & Accessories Co., Ltd. (a company listed on Shenzhen Stock Exchange), Shanghai Pudong Road And Bridge Co., Ltd. (a company listed on Shanghai Stock Exchange) and Shanghai Jiao Da Onlly Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. Mr. Lü has strong academic and professional background as well as proven experience in the legal sector. Mr. Lü does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with 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 and regulations.

**Mr. Bingsheng Teng (滕斌聖)**, born 1970, graduated from the City University of New York with a doctoral degree in strategic studies in 1998. Mr. Teng taught at the School of Business of George Washington University from 1998 to 2006 as assistant professor and associate professor of strategic management and tutor to doctoral candidates at George Washington University (with tenure), and was in charge of the doctoral programme in strategic studies of the school. In 2003, Mr. Teng was conferred the title of Wendell and Louis Crain Research Scholar of the School of Business of George Washington University. He joined Cheung Kong Group School of Business (CKGSB) in late 2006 and has been associate professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. Mr. Teng has been Independent Non-executive Director of the Company since July 2015. He is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). Mr. Teng was an independent non-executive director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on Shenzhen Stock Exchange) from June 2011 to January 2015.

Mr. Teng has strong academic and professional background as well as proven experience in corporate strategic management. Mr. Teng does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with 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 and regulations.

**Mr. Zhu Wuxiang (朱武祥)**, born 1965, graduated from Tsinghua University in 2002 with a doctorate degree in economics, specialising in quantitative economics. With the title of Professor, Mr. Zhu has been studying and working at Tsinghua University since 1982 and is currently professor, tutor to doctoral candidates of the Department of Finance of the School of Economics and Management, Tsinghua University. Mr. Zhu is concurrently independent non-executive director of Beijing Properties (Holdings) Ltd. (a company listed on The Stock Exchange of Hong Kong Limited), China Fortune Land Co., Ltd. (a company listed on Shanghai Stock Exchange), Dongxing Securities Co., Ltd. (a company listed on Shanghai Stock Exchange), Offshore Oil Engineering Co., Ltd (a company listed on Shanghai Stock Exchange) and Rongxin Power Electronic Co., Ltd. (a company listed on Shenzhen Stock Exchange, and Mr. Zhu has submitted the resignation report to this company on 9 December 2015), as well as supervisor of Unisplendour Corporation Limited (a company listed on Shenzhen Stock Exchange) and Everbright Securities Company Limited (a company listed on Shanghai Stock Exchange), respectively. During the past three years, Mr. Zhu had also served as independent non-executive director of Goertek Inc. (a company listed on Shenzhen Stock Exchange). Mr. Zhu was Independent Non-executive Director of the Company from July 2003 to July 2009. Mr. Zhu has strong academic background as well as relatively rich experience in corporate finance and business model. Mr. Zhu does not hold any shares in the Company. He is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with 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 and regulations.

### **Annex III: Brief Biographies of the Supervisors of the Seventh Session of the Supervisory Committee of ZTE Corporation**

#### **I. Brief Biographies of Shareholders' Representative Supervisors**

**Ms. Xu Weiyao (許維艷)**, born 1962, graduated from the Department of History of Liaoning Normal University in July 1988 with a bachelor's degree in History and was qualified as an economist in 1992. She worked with Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993 and with Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company, from 1993 to 1997, holding various positions such as secretary to the company's finance committee and deputy head of the president's office. She has been working for the Company since 1997, holding positions such as Head of the Tender Department. She is currently Head of the Internal Control and Audit Department of the Company. From 11 January 2016, the date when the Company dispatched the circular to its shareholders, to the announcement date, there are one more position held by Ms. Xu with subsidiaries of the Company, which was supervisor of ZTE (Heyuan) Company Limited \* (中興通訊(河源)有限公司). Ms. Xu is interested in 11,039 A shares of the Company. She is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member of the Company. She has not 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.

**Wang Junfeng (王俊峰)**, born 1966, graduated from Shenyang Metallurgical Engineering Institute in July 1989 specialising in industrial enterprise planning and statistics and holds the title of senior accountant and certified safety engineer. From 1989 to 1995, Mr. Wang had been auditor at the legal compliance department, head of the cost office under the financial department and head of the financial department of Shenyang Xinyang Machinery Company. From 1995 to 2003, he had been deputy manager, manager and deputy general manager of the finance department of Shenzhen Xinyang Electronic Machine Company Limited. From 2003 to 2005, he was the office manager of the machinery business department of CASIC Shenzhen (Group) Company Limited. From 2005 to 2009, he was chief financial officer of Shenzhen Aero-Startech Company Limited. He is currently deputy chief accountant of CASIC Shenzhen (Group) Company Limited, which he has been working with since 2009, having served as chief financial officer of the electric sector and head of the finance centre. Mr. Wang is not interested in any shares of the Company. He is deputy chief accountant of CASIC Shenzhen (Group) Company Limited, an indirect shareholder of Zhongxingxin Telecommunications Equipment Company Limited (controlling shareholder of the Company). He is not connected in any way to any Directors, Supervisors or senior management member of the Company, nor has he 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.

## **II. Brief Biographies of Staff Representative Supervisors**

**Mr. Xie Daxiong (謝大雄)**, born 1963, is a professor-grade senior engineer. He graduated from the Nanjing University of Science and Technology in 1986 with a master's degree in engineering, specialising in applied mechanics. Mr. Xie joined Zhongxingxin, controlling shareholder of the Company, in 1994 and had been the head of the Nanjing Research Institute of Zhongxingxin. From 1998 to 2004, Mr. Xie had been CDMA Product Manager and General Manager of CDMA Division of the Company. From 2004 to 2012, he was Executive Vice President of the Company in charge of the Company's technology planning and strategy. He has been Chairman of the Supervisory Committee of the Company since March 2013. As a national-level candidate of the talent programme, Mr. Xie is entitled to special government grants awarded by the State Council. He was also a recipient of the first Shenzhen Mayor Award. Mr. Xie has many years of experience in the telecommunications industry and over 19 years of management experience. Mr. Xie is interested in 495,803 A shares of the Company. He is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member 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. Zhou Huidong (周會東)**, born 1976, is Supervisor of the Company and Head of the Financial Control Department. He joined the Company in July 1998 upon graduation from Peking University with a bachelor's degree majoring in finance and accounting. He graduated from Guanghua School of Management of Peking University in July 2014 with a master's degree. Mr. Zhou has been with the Company since July 1998. He is a certified public accountant and a certified tax agent. Mr. Zhou is interested in 70,342 A shares of the Company. He is not connected in any way to the controlling shareholder of the Company or any Directors, Supervisors or senior management member 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.

**Ms. Xia Xiaoyue (夏小悦)**, born 1975, graduated from the Department of Finance of Nankai University in July 1998 with a bachelor's degree in Economics. Ms. Xia has been working with the Company since 1998 in such capacities as Head of Supplies Department, Head of Planning Department and Manager (Incentives) of the Appraisal Office. She is currently Director of Human Resources of the headquarters and Deputy Head of the Department of Human Resources. Ms. Xia is interested in 50,927 A shares of the Company and is a participant of the A Share Option Incentive Scheme of the Company implemented in 2013. Because of her capacity as Supervisor of the Company, 50,400 A share options held by her and not qualified for exercise will lapse. Ms Xia is not connected in any way to the controlling shareholder, any Directors, Supervisors or senior management member 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, Shenzhen Listing Rules, the Articles of Association and other pertinent laws, regulations and provisions.