

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 2012 Annual General Meeting**

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

The 2012 Annual General Meeting (the "AGM") of ZTE Corporation (the "Company") was held at the venue on 30 May 2013. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

There was no addition, rejection or amendment to any proposed resolution during the AGM.

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

#### 1. Date and time

The AGM was held from 9:00 a.m. to 11:00 a.m. on 30 May 2013.

#### 2. Venue

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

#### 3. Voting method

The AGM was convened with on-site voting by poll.

#### 4. Convener

The AGM was convened by the Board of Directors of the Company.

#### 5. Chairman of the AGM

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

6. The convening of the AGM 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

Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, 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, and was legal and valid.

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

The overall attendance is as follows:

On the date of the AGM, the Company’s total issued shares is 3,440,078,020 shares, with domestic shares (A shares) of 2,810,492,575 shares and overseas-listed foreign shares (H shares) of 629,585,445 shares.

44 shareholders (including proxies), holding 1,540,767,444 shares, accounting for 44.79% of the total number of shares carrying voting rights at the AGM of the Company. None of the shares entitled the shareholders to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules and no shareholders were required to abstain from voting at the AGM according to the Hong Kong Listing Rules.

Of which:

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

42 holders (including proxies) of A shares, holding 1,305,996,938 shares, accounting for 46.47% of the total A shares carrying voting rights of the Company.

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

2 holders (including proxies) of H shares, holding 234,770,506 shares, accounting for 37.29% of the total H shares carrying voting rights of the Company.

And certain Directors, Supervisors, members of the senior management of the Company, the Company’s PRC lawyers and the Company’s auditors attended the AGM.

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

The following resolutions were considered and passed by voting by open ballot at the AGM:

#### **Ordinary Resolutions**

**(I) To consider and approve the “2012 financial statements of the Company audited by PRC and Hong Kong auditors”.**

#### **1. Overall voting details:**

For: 1,539,938,044 shares, accounting for 99.9462% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.0538% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 233,941,706 shares, accounting for 99.6470% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.3530% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

**2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**(II) To consider and approve the “2012 report of the Board of Directors of the Company”.**

**1. Overall voting details:**

For: 1,539,938,044 shares, accounting for 99.9462% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.0538% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 233,941,706 shares, accounting for 99.6470% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.3530% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **(III) To consider and approve the “2012 report of the Supervisory Committee of the Company”.**

#### **1. Overall voting details:**

For: 1,539,938,044 shares, accounting for 99.9462% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.0538% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 233,941,706 shares, accounting for 99.6470% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.3530% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **(IV) To consider and approve the “2012 report of the President of the Company”.**

#### **1. Overall voting details:**

For: 1,539,938,044 shares, accounting for 99.9462% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.0538% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

#### *(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

#### *(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 233,941,706 shares, accounting for 99.6470% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 828,800 shares, accounting for 0.3530% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **(V) To consider and approve the “Final financial accounts of the Company for 2012”.**

#### **1. Overall voting details:**

For: 1,539,778,044 shares, accounting for 99.9358% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 988,800 shares, accounting for 0.0642% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 233,781,706 shares, accounting for 99.5788% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 988,800 shares, accounting for 0.4212% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **(VI) To consider and approve the “Proposals of profit distribution of the Company for 2012”, with details as follows:**

That the proposals of profit distribution for 2012 tabled by the Board of Directors of the Company be approved: in view of the actual operating conditions of the Company, no profit distribution or capitalisation of capital reserve for 2012 has been proposed.

#### **1. Overall voting details:**

For: 1,540,766,844 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,770,506 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **(VII) To consider and approve on an individual basis the “Resolutions on the proposed applications by the Company for composite credit facilities”, with details as follows:**

#### **7.1 To consider and approve the “Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion”, with details as follows:**

1. That the application by the Company to Bank of China Limited, Shenzhen Branch for a RMB23.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB23.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2014. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui,

the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

### **1. Overall voting details:**

For: 1,540,574,244 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,577,906 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

### **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **7.2 To consider and approve the “Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB11.5 billion, with details as follows:**

1. That the application by the Company to China Construction Bank Corporation, Shenzhen Branch for a RMB11.5 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company's requirements or negotiations with the bank, subject to the cap of the aforesaid RMB11.5 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2014. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

### **1. Overall voting details:**

For: 1,540,574,244 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,577,906 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

### **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**7.3 To consider and approve the “Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion, with details as follows:**

1. That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a USD6.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid USD6.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors is authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2012 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2014. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolutions of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

**1. Overall voting details:**

For: 1,540,574,244 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,577,906 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**(VIII) To consider and approve on an individual basis the “Resolutions on the appointment of the PRC auditor and the Hong Kong auditor of the Company for 2013”, with details as follows:**

**8.1 To approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company’s financial report for 2013 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted;**

### **1. Overall voting details:**

For: 1,540,766,844 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,770,506 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

### **8.2 To approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2013 and authorize the Board of Directors to fix the financial report audit fees of Ernst & Young for 2013 based on the specific audit work to be conducted;**

#### **1. Overall voting details:**

For: 1,540,766,844 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

#### *(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

#### *(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,770,506 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

## **2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**8.3 To approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2013 and authorize the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted.**

**1. Overall voting details:**

For: 1,540,606,844 shares, accounting for 99.9896% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 160,000 shares, accounting for 0.0104% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,610,506 shares, accounting for 99.9318% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 160,000 shares, accounting for 0.0682% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

**2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**(IX) To consider and approve on an individual basis the “Resolution on the application for investment limits in derivative products of the Company in 2013”, with details as follows:**

**9.1 To approve the authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for an net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.**

**1. Overall voting details:**

For: 1,540,766,844 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,770,506 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

**2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**9.2 To approve the authorisation for Company to invest in fixed income derivative products for an net amount not exceeding the equivalent of USD500 million (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on**

**which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.**

**1. Overall voting details:**

For: 1,540,766,844 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,305,996,338 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 234,770,506 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

**2. Results of voting:**

This resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

**Special Resolution**

**(X) To consider and approve the “Resolution of the Company on the application for General Mandate for 2013”, with details as follows:**

1. Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period (as defined below), other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

II. the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted by the Company for the grant or issue to Directors, Supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

III. The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities;

2. For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution by the general meeting until the earliest of:

I. the conclusion of the next annual general meeting of the Company following the passing of this resolution;

II. the expiration of a 12-month period following the passing of this resolution; or

III. the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

3. Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to paragraph 1 of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or

any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph 1 of this resolution); and

4. The Board of Directors be hereby authorised to amend the Articles of Association of ZTE Corporation as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph 1 of this resolution.

### **1. Overall voting details:**

For: 1,327,497,791 shares, accounting for 86.7393% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 202,946,978 shares, accounting for 13.2606% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

*(1) Voting details of holders of domestic shares (A shares):*

For: 1,303,562,630 shares, accounting for 99.8136% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 2,433,708 shares, accounting for 0.1863% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

*(2) Voting details of holders of overseas-listed foreign shares (H shares):*

For: 23,935,161 shares, accounting for 10.6640% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 200,513,270 shares, accounting for 89.3360% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

### **2. Results of voting:**

This resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

The Independent Non-executive Directors of the Company delivered the “2012 work report of the Independent Non-executive Directors” at the AGM.

The Company appointed Computershare Hong Kong Investor Services Limited, the witnessing lawyer, two shareholder representatives and two supervisor representatives to act as scrutineers for vote taking at the AGM.

## **V. LEGAL OPINION OF LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Attorneys: Zhang Jianwei and Wei Wei
3. Conclusive opinion:

In the view of Beijing Jun He Law Offices (Shenzhen Office), matters relating to the notice, the convening and holding procedures, qualifications of the attendees and the voting procedures of the AGM complied with the relevant provisions of the laws, regulations and rules including the Company Law of the People’s Republic of China and the Rules for General Meetings of Listed Companies as well as the Articles of Association of ZTE Corporation and the “Resolutions of the 2012 Annual General Meeting of ZTE Corporation” passed at the AGM were legal and valid.

## **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Documents of the 2012 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2012 Annual General Meeting of ZTE Corporation;
3. Legal Opinion furnished by Beijing Jun He Law Offices (Shenzhen Office) in respect of the 2012 Annual General Meeting of ZTE Corporation.

By Order of the Board  
**Hou Weigui**  
Chairman

Shenzhen, PRC  
30 May 2013

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Timothy Alexander Steinert.*