

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 presentation 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 of the Resolutions of the 2009 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 and misleading statement or material omission in this announcement.

The 2009 Annual General Meeting (hereinafter referred to as the "AGM") of ZTE Corporation (hereinafter referred to as the "Company") was held at the venue on 3 June 2010. Details of the resolutions and voting of the AGM were as follows:

I. IMPORTANT NOTICE

Additional resolutions proposed: On 14 May 2010, the Board of Directors of the Company received an ex tempore motion submitted by its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, i.e. the "Resolution of the Company on the Application for the 2010 Investment Quota for Fixed-income Derivatives", requesting the Board of Directors of the Company to table the same for consideration at the 2009 Annual General Meeting of the Company. On 18 May 2010, the "Supplementary Notice of ex Tempore Motion at the Annual General Meeting of 2009" was issued by the Board of Directors of the Company.

II. INFORMATION REGARDING THE AGM

1. Time of meeting

The AGM was held from 9: 00 a.m. to 11: 40a.m. on 3 June 2010.

2. Venue

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

3. Mode of meeting

The AGM was convened with on-site voting.

4. Convener

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

5. Chairman

The AGM was presided over by Mr. Hou Weigui, Chairman of the Company.

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

III. INFORMATION REGARDING ATTENDANCE AT THE AGM

■ Overall Attendance

44 Shareholders (including proxies), holding 942,329,748 shares, accounting for 49.31% of the total number of shares carrying voting rights of the Company.

Of which:

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

43 holders (including proxies) of A shares, holding 776,635,618 shares, accounting for 49.74% of the total A shares carrying voting rights of the Company.

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

1 holder (including proxies) of H shares, holding 165,694,130 shares, accounting for 47.37% of the total number of H shares carrying voting rights of the Company.

IV. CONSIDERATION AND VOTING OF PROPOSED RESOLUTIONS

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

Ordinary Resolutions

(I) To consider and approve the "Financial Statements for the Year ending 31 December 2009 Audited by the PRC and Hong Kong auditors".

1. Overall voting details:

For: 941,124,995 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

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

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting

rights attending the AGM;

Abstained: 0 share, 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: 164,489,377 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

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

Abstained: 0 share, 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:

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

(II) To consider and approve the "Report of the Board of Directors of the Company for the Year ending 31 December 2009".

1. Overall voting details:

For: 942,247,428 shares, accounting for 99.9934% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 62,300 shares, accounting for 0.0066% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 165,611,810 shares, accounting for 99.9624% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 62,300 shares, accounting for 0.0376% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(III) To consider and approve the “Report of the Supervisory Committee of the Company for the Year ending 31 December 2009” .

1. Overall voting details:

For: 942,309,728 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

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

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 165,674,110 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

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

Abstained: 0 share, 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:

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

(IV) To consider and approve the “Report of the President of the Company for the Year ending 31 December 2009” .

1. Overall voting details:

For: 942,309,728 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

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

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 165,674,110 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

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

Abstained: 0 share, 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:

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

(V) To consider and approve the “Final Financial Accounts of the Company for the Year ending 31 December 2009” .

1. Overall voting details:

For: 941,124,995 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

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

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 164,489,377 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

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

Abstained: 0 share, 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:

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

(VI) To consider and approve the “Resolution on the Proposed Application by the Company to Bank of China Ltd (Shenzhen Branch) for a RMB24.9 billion Composite Credit Facility” .

1. That the application by the Company to Bank of China Ltd (Shenzhen Branch) for a RMB24.9 billion composite credit be approved. The aforesaid amount represents composite credit facilities to be proposed by the Company in its application to the bank. The final amount shall be subject to approval of the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities based on the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB24.9 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 be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents in connection with the above composite credit facilities and to deal with other matters incidental to such agreements.

This resolution shall be effective for any single application for financing not exceeding the cap submitted during the period from 3 June 2010 to the earlier of: (1) the date of approval for a new credit facility; or (2) 31 December 2010. Except otherwise required, the Board of Directors will not make any Board resolution in respect of any single application for financing not exceeding the cap. It is also approved that Mr. Hou Weigui, the legal representative of the Company or the signatory authorised by Mr. Hou Weigui, be authorised to sign all the relevant legal contracts and documents.

(1) Overall voting details:

For: 861,828,255shares, accounting for 91.8927% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 75,855,760shares, accounting for 8.0881% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 179,858shares, accounting for0.0192%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: 772,806,052shares, accounting for 99.5069%of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 3,649,708 shares, accounting for 0.4699%of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 179,858shares, accounting for 0.0232%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: 89,022,203shares, accounting for 55.2150%of the total number of shares held by holders of H

shares with voting rights attending the AGM;

Against: 72,206,052 shares, accounting for 44.7850% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(VII) 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 the Year ending 31 December 2010”.

1. That the re-appointment of Ernst & Young Hua Ming as the PRC auditor of the Company for 2010 be approved and a proposal be made to the 2009 AGM to authorise the Board of Directors to fix the audit fees of Ernst & Young Hua Ming for 2010 based on specific audit work to be conducted.

(1) Overall voting details:

For: 934,944,376 shares, accounting for 99.9612% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 363,188 shares, accounting for 0.0388% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 158,308,758 shares, accounting for 99.7711% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 363,188 shares, accounting for 0.2289% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

2. That the re-appointment of Ernst & Young as the Hong Kong auditors of the Company for 2010 be approved and a proposal be made to the 2009 AGM to authorise the Board of Directors to fix the audit fees of Ernst & Young for 2010 based on specific audit work to be conducted.

(1) Overall voting details:

For: 934,944,376 shares, accounting for 99.9612% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 363,188 shares, accounting for 0.0388% 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 158,308,758 shares, accounting for 99.7711% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 363,188 shares, accounting for 0.2289% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(VIII) To consider and approve the "Resolution of the Company on the Election of Independent Directors"

That the election of Mr. TIMOTHY ALEXANDER STEINERT an Independent Director of the Fifth Session of the Board of Director of the Company for a term commencing on 30 June 2010 and ending on the date of conclusion of the Fifth Session of the Board of Director (29 March 2013) be approved.

1. Overall voting details:

For: 942,329,748 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

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

attending the AGM;

Abstained: 0share, 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: 776,635,618shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 165,694,130shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

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

Abstained: 0 share, 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:

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

(IX) To consider and approve the “Resolution of the Company on the Adjustment of the Allowance Granted to Independent Directors”

That the adjustment the rate of annual allowance granted by the Company to Independent Directors from RMB100,000 (before tax) to RMB130,000 (before tax), with individual income tax deducted and paid by the Company, and the continued undertaking of accommodation and transportation expenses incurred for attending the Company's board meetings by the Company, be approved.

1. Overall voting details:

For: 942,249,728shares, accounting for99.9936% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 60,000 shares, accounting for 0.0064%of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0share, 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: 776,635,618shares, accounting for 100% of the total number of shares held by holders of A shares

with voting rights attending the AGM;

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

Abstained: 0 share, 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: 165,614,110 shares, accounting for 99.9638% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 60,000 shares, accounting for 0.0362% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(X) To consider and approve the "Resolution of the Company on the Application for the 2010 Investment Quota for Fixed-income Derivatives"

1. That the engagement of the Company in fixed-income derivative operations subject to a quota of USD1 billion or equivalent in total secured bank loans (such quota covering subsidiaries), taking into account projections on foreign currency payments for imports to be made by the Company and its subsidiaries, be approved and the Company be authorised to conduct the same. The approval and authorisation shall be effective from the date on which it is passed at the general meeting by way of resolution until the conclusion of the next annual general meeting of the Company or the modification or revocation of the authorisation at a general meeting, whichever is earlier.

2 That the provision by the Company and its subsidiaries of an undertaking of repayment to the signing bank in respect of potential losses arising from the fixed-income derivative DF/NDF contract be approved.

(1) Overall voting details:

For: 871,439,287 shares, accounting for 95.5762% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 19,447,196 shares, accounting for 2.1329% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 20,887,574 shares, accounting for 2.2909% 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: 755,748,044 shares, accounting for 97.3105% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 20,887,574 shares, accounting for 2.6895% 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: 115,691,243 shares, accounting for 85.6094% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 19,447,196 shares, accounting for 14.3906% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

Special Resolutions

(XI) To consider and approve the "Resolution on Profit Distribution and Capitalisation from Capital Reserves of the Company for 2009"

1. That the proposals of profit distribution and capitalisation from capital reserves for 2009 tabled by the Board of Directors of the Company be approved.

The proposals of profit distribution and capitalisation from capital reserves of the Company for 2009 tabled by the Board of Directors of the Company are as follows:

Proposed profit distribution for 2009: cash dividend of RMB3 (before tax) for every 10 shares held will be paid on the basis of the total share capital of the Company as at 8 April 2010 less the number of Subject Shares remaining in lockup under the Share Incentive Scheme as at the A share record date for the purpose of the 2009 profit distribution (the "Record Date") and the number of Subject Shares that may be repurchased and cancelled during this period in accordance with the implementation of the Phase I Share Incentive Scheme (the "Share Incentive Scheme"). As at 8 April 2010, 69,737,523 registered Subject Shares under the Share Incentive Scheme remained in lock-up. In accordance with relevant provision of the Share Incentive Scheme, subject shares remaining in lock-up shall not be entitled to the cash dividend. The number of shares entitled to the cash dividend under the 2009 profit distribution plan will be 1,841,416,933 shares in case the second unlocking of registered Subject Shares granted under the first award of the Share Incentive Scheme (the "Second Unlocking") is not completed by the Record Date, on which basis the 2009 profit distribution plan will be implemented. In case that the Second Unlocking is completed by the Record Date, the maximum of shares to be unlocked in accordance with the Share Incentive Scheme will be 35% of the Subject Shares under the first award, that is 26,797,252 shares, which will be entitled to the cash dividend.

The proposal of capitalisation from capital reserves for 2009: The issue of 5 bonus shares for every 10 shares by way of capitalisation of capital reserves. In case that the aforesaid second unlocking has not completed by the Record Date, the capitalisation from capital reserve will be based on the total share

capital of the Company of 1,911,154,456 shares as at 8 April 2010 and the share capital will be increased by a total of 955,577,228 shares. In case that the aforesaid second unlocking is completed by the Record Date, the capitalisation from capital reserve will be based on the total share capital of the Company as at 8 April 2010 less the number of Subject Shares which are not unlocked owing to the failure of Scheme Participants to meet the performance appraisal requirements or their resignations and which may be required to be repurchased and cancelled based on the implementation of the Second Unlocking prior to the Record Date. Fractional entitlements arising from the capitalisation of capital reserves shall be dealt with in accordance relevant rules of the stock exchange and the clearing house of the place where the stocks of the Company are listed. As a result, the actual amount of share capital increased and the actual number of shares created in aggregate after implementation of the proposed capitalisation from capital reserves might be slightly different from the aforesaid estimates.

2. The Board of Directors is hereby authorised by the general meeting to deal with matters relating to the profit distribution and capitalisation from capital reserves for 2009, to amend relevant clauses of the Articles of Association based on the implementation of the capitalisation from capital reserves to increase the registered capital of the Company and reflect the new capital structure after the capitalisation from capital reserves, and to process any changes in industrial and commercial registration required as a result of the alteration in registered capital.

(1) Overall voting details:

For: 938,666,324 shares, accounting for 99.6112% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 3,663,424 shares, accounting for 0.3888% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 162,030,706 shares, accounting for 97.7890% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 3,663,424 shares, accounting for 2.2110% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(XII) To consider and approve the “Resolution on the General Mandate for 2010 to be granted to the Company”

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 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 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 or (ii) any option scheme or similar arrangement from time to time being adopted 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; 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 passing of this Resolution 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 granted 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 resolve to issue shares 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 of the new shares (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 Company's Articles of Association 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 the Company's shares contemplated in paragraph 1 of this Resolution.

(1) Overall voting details:

For: 853,291,712 shares, accounting for 90.8364% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 86,079,916 shares, accounting for 9.1636% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 772,806,052 shares, accounting for 99.5069% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 3,829,566 shares, accounting for 0.4931% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, 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: 80,485,660 shares, accounting for 49.4578% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 82,250,350 shares, accounting for 50.5422% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, 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:

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

(XIII) To consider and approve on an individual basis the “Resolutions on the Amendments of Relevant Clauses of the Articles of Association of ZTE Corporation”

1. That the amendment of relevant contents of Article 24 and Article 27 in Chapter 3 of the Articles of Association in line with the change in the total share capital of the Company (following the completion of registration of the Subject Shares under the Phase I Share Incentive Scheme of the Company with China Securities Depository & Clearing Corporation Limited, Shenzhen Office, the issue of additional H shares in the Company and the exercise of A share warrants attached to the Bonds cum Warrants issued by the Company in 2008 to subscribe for shares). Details of the amendments are as follows:

(1) Article 24

The original article which reads: Upon its incorporation, the Company shall have 1,746,329,402 ordinary shares in issue, comprising 291,474,892 H shares (representing 16.7% of the Company's issuable ordinary shares) and 1,454,854,510 domestic shares (representing 83.3% of the Company's issuable ordinary shares).

Is amended to read: Upon its incorporation, the Company shall have 1,911,154,456 ordinary shares in issue, comprising 349,769,692 H shares (representing 18.3% of the Company's issuable ordinary shares) and 1,561,384,764 domestic shares (representing 81.7% of the Company's issuable ordinary shares).

(2) Article 27

The original article which reads: The registered capital of the Company shall be RMB1,746,329,402.

Is amended to read: The registered capital of the Company shall be RMB1,911,154,456.

(1) Overall voting details:

For: 937,314,748 shares, accounting for 99.9961% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 36,500 shares, accounting for 0.0039% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 160,679,130 shares, accounting for 99.9773% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 36,500 shares, accounting for 0.0227% of the total number of shares held by holders of H shares

with voting rights attending the AGM;

Abstained: 0 share, 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:

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

2. That the Board of Directors be authorised to amend the Company's Articles of Association and process any changes in registration required as a result of the change in registered capital

According to Phase I of the Share Incentive Scheme of the Company (version dated 5 February 2007) (hereafter known as the "Share Incentive Scheme"), the Company may need to repurchase and cancel shares unable to fulfill the Unlocking Conditions based on the implementation of the Share Incentive Scheme. In view of this, the Board of Directors requests the general meeting to authorise the Board of Directors to amend the Company's Articles of Association accordingly and process any changes in registration required as a result of the alteration in registered capital based on the results of the repurchase.

(1) Overall voting details:

For: 940,273,228 shares, accounting for 99.9961% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 36,500 shares, accounting for 0.0039% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, 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: 776,635,618 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

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

Abstained: 0 share, 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: 163,637,610 shares, accounting for 99.9777% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 36,500 shares, accounting for 0.0223% 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:

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

The Independent Directors of the Company delivered "Work Reports of Independent Directors for the year ended 31 December 2009 at the AGM.

Computershare Hong Kong Investor Services Limited, a witnessing lawyer, two shareholder representatives and two Supervisor representatives were appointed by the Company to act as scrutineers for vote-taking at the AGM.

V. LEGAL OPINION OF LAWYERS

1. Name of Law Firm: Jun He Law Offices, Shenzhen Office
2. Name of Attorneys: Zhang Jianwei and Liu Yongzhao
3. Conclusive opinion:

In the view of Jun He Law Offices, Shenzhen Office, matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the 2009 Annual General Meeting of the Company complied with 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 2009 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Documents of the 2009 Annual General Meeting of ZTE Corporation
2. Resolutions of the 2009 Annual General Meeting of ZTE Corporation

By Order of the Board

Hou Weigui

Chairman

Shenzhen, PRC

3 June 2010

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, Lei Fanpei, Xie Weiliang, Wang Zhancheng, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Li Jin, Qu Xiaohui, Wei Wei, Chen Naiwei and Tan Zhenhui.