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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 2011 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 2011 Annual General Meeting (the "AGM") of ZTE Corporation (the "Company") was held at the venue on 25 May 2012. 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 11:30 a.m. on 25 May 2012.

#### 2. Venue

The AGM was held at the Conference Room on the 4th floor 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 meeting

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 "Company Law"), 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 "Listing Rules") and the Articles of Association of ZTE Corporation (the "Articles"), and was legal and valid.

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

The overall attendance is as follows:

45 shareholders (including proxies), holding 1,485,526,594 shares, accounting for 43.18% of the total shares entitling the holders to attend and vote for or against the resolutions at the AGM. 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 Listing Rules and no shareholders were required to abstain from voting at the AGM.

Of which:

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

44 holders (including proxies) of A shares, holding 1,230,658,259 shares, accounting for 43.79% of the total A shares carrying voting rights of the Company.

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

1 holders (including proxies) of H shares, holding 254,868,335 shares, accounting for 40.48% of the total H shares carrying voting rights of the Company.

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

### **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 "Financial statements for the year ended 31 December 2011 audited by the PRC and Hong Kong auditors".**

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

For: 1,485,526,594 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, 230, 658, 259 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: 254, 868, 335 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.

**(II) To consider and approve the “Report of the Board of Directors of the Company for the year ended 31 December 2011”**

**1. Overall voting details:**

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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.

**(III) To consider and approve the “Report of the Supervisory Committee of the Company for the year ended 31 December 2011”.**

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

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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.

**(IV) To consider and approve the “Report of the President of the Company for the year ended 31 December 2011”.**

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

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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.

### **(V) To consider and approve “The final financial accounts of the Company for the year ended 31 December 2011”.**

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

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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.

### **(VI) To consider and approve The profit distribution proposal of the Company for the year ended 31 December 2011” , with details as follows:**

1. Proposals of profit distribution for 2011 tabled by the Board of Directors of the Company is hereby approved.

Proposed profit distribution for 2011: cash dividend of RMB2 (including tax) for every 10 shares held will be paid on the basis of the total share capital of the Company of 3,440,078,020 as at 31 December 2011 less the number of Subject Shares remaining in lock-up under the Share Incentive Scheme as at the A share record date for the purpose of the 2011 profit distribution. As of 28 March 2012, 9,125,893 registered Subject Shares under the Share Incentive Scheme remained in lock-up. In accordance with relevant provisions of the Share Incentive Scheme, restricted shares remaining in lock-up shall not be entitled to the cash dividend.

2. The Board of Directors is hereby authorised by the general meeting to deal with matters relating to the profit distribution for 2011.

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

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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 is hereby 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 is 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 25 May 2012 until the earlier of: (1) the approval of the next new credit facility, and (2) 31 December 2012. Any single application for financing under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors is required with respect to any single application for financing 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 authorised to sign the relevant legal contracts and documents.

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

For: 1, 441, 508, 415 shares, accounting for 97.4797% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 37, 270, 325 shares, accounting for 2.5203% 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, 229, 984, 175 shares, accounting for 99.9452% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 674, 084 shares, accounting for 0.0548% 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: 211, 524, 240 shares, accounting for 85.2506% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 36, 596, 241 shares, accounting for 14.7494% 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 Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to US\$5.0 billion ,with details as follows:**

1. That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a US\$5.0 billion composite credit facility is hereby 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.

That the Board of Directors is 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 US\$5.0 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 25 May 2012 until the earlier of: (1) the approval of the next new credit facility, and (2) 31 December 2012. Any single application for financing under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors is required with respect to any single application for financing 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 authorised to sign the relevant legal contracts and documents.

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

For: 1, 441, 508, 415 shares, accounting for 97.4797% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 37, 270, 325 shares, accounting for 2.5203% 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, 229, 984, 175 shares, accounting for 99.9452% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 674, 084 shares, accounting for 0.0548% 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: 211, 524, 240 shares, accounting for 85.2506% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 36, 596, 241 shares, accounting for 14.7494% 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 auditors and the Hong Kong Auditors of the Company for the year ending 31 December 2012”, with details as follows:**

**8.1 To approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors of the Company’s financial report for 2012 and authorise the Board of Directors to determine the financial report audit fees of Ernst & Young Hua Ming for 2012 based on the specific audit work to be conducted;**

**1. Overall voting details:**

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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 auditors of the Company's financial report for 2012 and authorise the Board of Directors to determine the financial report audit fees of Ernst & Young for 2012 based on the specific audit work to be conducted.**

**1. Overall voting details:**

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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.

**(IX) To consider and approve on an individual basis the "Resolution on the Application for Investment Limits in Derivative Products of the Company in 2012", with details as follows:**

**9.1 To approve the authorisation for the Company to invest in derivative products for value protection against its foreign exchange risk exposure for an amount not exceeding the equivalent of USD1.5 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, 482, 300, 594 shares, accounting for 99.7828% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 3, 226, 000 shares, accounting for 0.2172% 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, 230, 658, 259 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: 251, 642, 335 shares, accounting for 98.7342% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 3, 226, 000 shares, accounting for 1.2658% 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 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, 482, 300, 594 shares, accounting for 99.7828% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 3, 226, 000 shares, accounting for 0.2172% 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, 230, 658, 259 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: 251, 642, 335 shares, accounting for 98.7342% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 3, 226, 000 shares, accounting for 1.2658% 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.

**(X) To consider and approve the “Resolution of the Company on the Waiver of Rights”, with details as follows:**

To approve the waiver by the Company of the first right of refusal in respect of the proposed equity transfer and the capital contribution option in respect of the share capital increase of ZTE ITS LTD. (Wuxi) (中興智能交通(無錫)有限公司).

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

For: 1, 482, 010, 094 shares, accounting for 99.9804% 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: 290, 500 shares, accounting for 0.0196% 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, 230, 367, 759 shares, accounting for 99.9764% 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: 290, 500 shares, accounting for 0.0236% 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: 251, 642, 335 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 Resolutions**

**(XI) To consider and approve the “Resolution on the General Mandate for 2012”, 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:

1) 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;

2) 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 (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; and

3) the Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and 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:

1) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;

2) the expiration of a 12-month period following the passing of this Resolution; or

3) the revocation or variation of the authority given to the 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 is 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: 1, 249, 482, 361 shares, accounting for 84.5030% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 229, 141, 758 shares, accounting for 15.4970% 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, 220, 265, 528 shares, accounting for 99.1555% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 10, 392, 731 shares, accounting for 0.8445% 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: 29, 216, 833 shares, accounting for 11.7826% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 218, 749, 027 shares, accounting for 88.2174% 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.

**(XII) To consider and approve the "Resolution on the Amendment of Certain Clauses of the Articles of Association", with details as follows:**

To approve the amendment of certain clauses of the Articles of Association, with details as follows:

The original articles	The amended articles
<p><b>Chapter 1 Article 10</b> The Articles shall be binding to the Company and its shareholders, Directors, Supervisors, President and other senior management personnel; the aforesaid personnel may make claims in connection with the Company’s affairs pursuant to the Articles.</p> <p>Shareholders may institute legal actions against the Company pursuant to the Articles; the Company may institute legal actions against the shareholders, Directors, Supervisors, President and other senior management personnel pursuant to the Articles; shareholders may institute legal actions against other shareholders pursuant to the Articles; shareholders may institute legal actions against Directors, Supervisors, President and other senior management personnel pursuant to the Articles. Senior management personnel referred to in this Article shall include the Senior Vice Presidents, Vice Presidents, Secretary to the Board of Directors and chief financial officer.</p> <p>Legal actions referred to in the foregoing paragraph shall include litigation filed with a court and arbitration at an arbitration agency.</p>	<p><b>Chapter 1 Article 10</b> The Articles shall be binding to the Company and its shareholders, Directors, Supervisors, President and other senior management personnel; the aforesaid personnel may make claims in connection with the Company’s affairs pursuant to the Articles.</p> <p>Shareholders may institute legal actions against the Company pursuant to the Articles; the Company may institute legal actions against the shareholders, Directors, Supervisors, President and other senior management personnel pursuant to the Articles; shareholders may institute legal actions against other shareholders pursuant to the Articles; shareholders may institute legal actions against Directors, Supervisors, President and other senior management personnel pursuant to the Articles. Senior management personnel referred to in this Article shall include the <b><u>Executive Vice Presidents, Senior Vice Presidents</u></b>, Secretary to the Board of Directors and <b><u>chief financial officer and personnel designated or confirmed by the Board of the Directors of the Company from time to time as necessary.</u></b></p> <p>Legal actions referred to in the foregoing paragraph shall include litigation filed with a court and arbitration at an arbitration agency</p>
<p><b>Chapter 10 Article 159</b> The Company shall have a board of directors, which shall consist of 14 directors with one chairman, two vice chairmen and five independent directors. No less than one fifth of the total number of directors on the board shall be members of the senior management of the Company.</p>	<p><b>Chapter 10 Article 159</b> The Company shall have a board of directors, which shall consist of 14 directors with one chairman, two vice chairmen and five <b><u>independent non-executive directors.</u></b> <b><u>Executive directors shall account for no less than one fifth of the total number of directors on the board.</u></b></p>
<p><b>Chapter 10 Article 160</b> The Board of Directors shall be accountable to the General Meeting and shall exercise the following powers:</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company’s most recently audited net asset value, or an external investment which is outside the principal business</p>	<p><b>Chapter 10 Article 160</b> The Board of Directors shall be accountable to the General Meeting and shall exercise the following powers:</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company’s most recently audited net asset value, or an external investment which is outside the principal business</p>

The original articles	The amended articles
<p>of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>(20) to exercise other powers as stipulated by the laws, regulations or the Articles or granted by the General Meeting.</p>	<p>of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p><b><u>(20) review and monitor the corporate governance of the Company, including but not limited to:</u></b></p> <p><b><u>1. Formulating and reviewing the corporate governance policies and practices of the Company;</u></b></p> <p><b><u>2. Reviewing and monitoring the training and ongoing professional development of the directors and senior management;</u></b></p> <p><b><u>3. Reviewing and monitoring the Company's policies and practices in legal and regulatory compliance;</u></b></p> <p><b><u>4. Formulating, reviewing and monitoring the code of conduct and compliance manual (if any) for employees and directors; and</u></b></p> <p><b><u>5. Reviewing the Company's compliance with Appendix 14 "Code of Corporate Governance" of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and disclosures made in the corporate governance report.</u></b></p> <p>(21) to exercise other powers as stipulated by the laws, regulations or the Articles or granted by the General Meeting.</p>

### 1. Overall voting details:

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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 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.

A completed Articles of Association of ZTE Corporation with amended clauses as approved at the AGM is published on the HKExnews(<http://www.hkexnews.hk>) and the websites of the Company (<http://www.zte.com.cn/>) on the same date as this announcement.

**(XIII) To consider and approve the “Resolution on the Amendment of Certain Clauses of the Rules of Procedure of the Board of Directors Meetings”, with details as follows:**

To approve the amendment of certain clauses of the Rules of Procedure of the Board of Directors Meetings, with details as follows:

The original articles	The amended articles
<p><b>Chapter 2 Article 2 The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(17) to approve external guarantee (including but not limited to assurance, security, pledge, lien and deposit) for an amount no more than 10% of the latest audited net asset of the Company</p> <p>.....</p>	<p><b>Chapter 2 Article 2 The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(17) to approve external guarantee (including but not limited to assurance, security, pledge, lien and deposit) for an amount no more than 10% of the latest audited net asset of the Company</p> <p>.....</p>

The original articles	The amended articles
<p>The Company shall comply with the following when determining external guarantees stipulated in (17) of Paragraph 1:</p> <p>.....</p> <p>(2) The Company shall not provide guarantee for any non-corporate entities or individuals; any single external guarantee provided by the Company shall not exceed 5% of the net assets reported in the consolidated accounting statements for the latest accounting year; guarantees provided for the same party shall not exceed 10% of the net assets reported in the consolidated accounting statements for the latest accounting year.</p>	<p>The Company shall comply with the following when determining external guarantees stipulated in (17) of Paragraph 1:</p> <p>.....</p> <p>(2) The Company shall not provide guarantee for any non-corporate entities or individuals; any single external guarantee provided by the Company <b><u>to parties other than a wholly owned subsidiary of the Company</u></b> shall not exceed 5% of the net assets reported in the consolidated accounting statements for the latest accounting year; guarantees provided for the same party <b><u>other than a wholly owned subsidiary of the Company</u></b> shall not exceed 10% of the net assets reported in the consolidated accounting statements for the latest accounting year.</p>
<p><b>Chapter 2 Article 2 The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>.....</p> <p>The Company shall comply with the following when determining external guarantees stipulated in (17) of Paragraph 1:</p> <p>.....</p>	<p><b>Chapter 2 Article 2 The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>.....</p> <p>The Company shall comply with the following when determining external guarantees stipulated in (17) of Paragraph 1:</p> <p>.....</p> <p><b><u>The external investment made by the Company under (19) of paragraph 1 shall include securities and derivative products investments. Derivative products in which the Board may invest at its discretion shall include, in substance, products such as options, forwards, swaps or portfolios of such products, with their underlying assets being interest rates, exchange</u></b></p>

The original articles	The amended articles
	<u>rates, currencies or portfolios of such underlying assets. The Company shall comply with the laws and regulations as well as rules of relevant securities exchanges when investing in securities and derivative products.</u>
<p><b>Chapter 2 Article 2: The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company’s most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company’s most recently audited net asset value;</p> <p>(20) to exercise other powers as stipulated by the laws, regulations or the Articles or granted by the General Meeting.</p>	<p><b>Chapter 2 Article 2: The Board of Directors shall exercise the following powers:</b></p> <p>.....</p> <p>(19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company’s most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company’s most recently audited net asset value;</p> <p><b><u>(20) review and monitor the corporate governance of the Company, including but not limited to:</u></b></p> <p><b><u>1. Formulating and reviewing the corporate governance policies and practices of the Company;</u></b></p> <p><b><u>2. Reviewing and monitoring the training and ongoing professional development of the directors and senior management;</u></b></p> <p><b><u>3. Reviewing and monitoring the Company’s policies and practices in legal and regulatory compliance;</u></b></p> <p><b><u>4. Formulating, reviewing and monitoring the code of conduct and compliance manual (if any) for employees and directors; and</u></b></p> <p><b><u>5. Reviewing the Company’s compliance with Appendix 14 “Code of Corporate Governance” of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and disclosures made in the corporate governance report.</u></b></p> <p>(21) to exercise other powers as stipulated by the laws, regulations or the Articles or granted by the General Meeting.</p>

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

For: 1, 485, 526, 594 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, 230, 658, 259 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: 254, 868, 335 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 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.

A completed of Chinese version of the Rules of Procedure of the Board of Directors Meetings of ZTE Corporation with amended clauses as approved at the AGM is published on the HKExnews(<http://www.hkexnews.hk>) and the websites of the Company(<http://www.zte.com.cn>) on the same date as this announcement.

The Independent Directors of the Company delivered the “2011 work report of the Independent 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: Jun He Law Offices (Shenzhen Office)
2. Name of Attorneys: Zhang Jianwei and Wei wei
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 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 2011 Annual General Meeting of ZTE Corporation" passed at the AGM were legal and valid.

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

1. Documents of the 2011 Annual General Meeting of ZTE Corporation
2. Resolutions of the 2011 Annual General Meeting of ZTE Corporation
3. Legal Opinion furnished by Jun He Law Offices (Shenzhen Office) in respect of the 2011 Annual General Meeting of ZTE Corporation

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

Shenzhen, PRC  
25 May 2012

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyou; 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.*