

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



ZTE CORPORATION

中興通訊股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 763)

**Announcement of Resolutions of
the Third Extraordinary General Meeting of 2013,
the First A Shareholders' Class Meeting of 2013 and
the First H Shareholders' Class Meeting of 2013**

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

The Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 (together the "Meetings") of ZTE Corporation ("ZTE" or the "Company") were held by way of a combination of on-site voting, online voting and voting by Independent Non-executive Directors as proxies on 15 October 2013. Details in respect of the resolutions and voting results of the Meetings are as follows:

I. IMPORTANT NOTICE

Additional resolution proposed: On 12 September 2013, the Board of Directors of the Company received two ex tempore motions (being the "Resolution on the waiver of rights" and "Resolution on the provision of performance guarantee in respect of P.T. ZTE Indonesia, a wholly-owned subsidiary") from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motions for consideration at the Third Extraordinary General Meeting of 2013. The Supplementary Notice of the Third Extraordinary General Meeting of 2013 dated 18 September 2013 has been dispatched to the shareholders of the Company.

II. INFORMATION REGARDING THE CONVENING OF THE MEETINGS

(I) Time

1. The on-site meeting commenced at 9:00 a.m. on Tuesday, 15 October 2013.
2. On-line voting by A shareholders was conducted from 14 October 2013 to 15 October 2013 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 15 October 2013; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 14 October 2013 to 15:00 on 15 October 2013.

(II) Venue

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

(III) Mode

1. Third Extraordinary General Meeting of 2013 and First A Shareholders' Class Meeting of 2013

- on-site voting, including attendance in person or authorisation of others to attend and vote by completing and returning the relevant proxy form;
- authorisation of Independent Non-executive Directors as proxies to vote on Resolutions Numbers 1 to 3 tabled at the Third Extraordinary General Meeting of 2013 and all the resolutions tabled at the First A Shareholders' Class Meeting of 2013; or
- online voting, available through the trading system of the Shenzhen Stock Exchange and the internet voting system for A shareholders, who may vote on-line via the aforesaid systems within the timeframes set out in (I) of this section.

2. First H Shareholders' Class Meeting of 2013

- on-site voting, including attendance in person or authorisation of others to attend and vote by completing and returning the relevant proxy form; or
- authorisation of Independent Non-executive Directors as proxies to vote on all the resolutions tabled at the First H Shareholders' Class Meeting of 2013.

(IV) Convener

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

(V) Chairman

The Meetings were presided over by Mr. Hou Weigui, Chairman of the Board of Directors of the Company.

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

III. INFORMATION REGARDING ATTENDANCE AT THE MEETINGS

As at the date of the Meetings, the Company's total issued shares is 3,437,541,278 shares, comprising 2,807,955,833 domestic shares (A shares) and 629,585,445 overseas-listed foreign shares (H shares).

(I) Attendance at the Third Extraordinary General Meeting of 2013 ("EGM")

■ Overall attendance

177 shareholders (or proxies) holding 1,610,959,811 shares or 46.86% of the total number of shares carrying voting rights at the EGM. There were no shares in the Company which entitled its holders to attend the EGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no H shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules. For details of A shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules, please refer to the paragraph headed "IV. CONSIDERATION OF AND VOTING ON RESOLUTIONS" in this announcement.

Comprising:

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

176 A shareholders (or proxies) holding 1,432,599,484 shares or 51.02% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 33 A shareholders (or proxies) holding 1,200,287,070 shares or 42.75% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting; and 143 A shareholders holding 232,312,414 shares or 8.27% of the total number of A shares carrying voting rights of the Company participated in the online voting.

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

1 H shareholder(s) (or proxy / proxies) holding 178,360,327 shares or 28.33% of the total number of H shares carrying voting rights of the Company attended the on-site meeting.

(II) Attendance at the First A Shareholders' Class Meeting of 2013 ("A Shareholders' Class Meeting")

176 A shareholders (or proxies) holding 1,432,599,484 shares or 51.02% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the A Shareholders' Class Meeting, comprising 33 A shareholders (or proxies) holding 1,200,287,070 shares or 42.75% of the total number of A shares carrying voting rights of the Company who participated in the on-site meeting and 143 A shareholders (or proxies) holding 232,312,414 shares or 8.27% of the total number of A shares carrying voting rights of the Company who participated in online voting. For details of A shareholders who were required to abstain from voting in respect of the resolutions tabled at the A Shareholders' Class Meeting in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules, please refer to the paragraph headed "IV. CONSIDERATION OF AND VOTING ON RESOLUTIONS" in this announcement.

(III) Attendance at the First H Shareholders' Class Meeting of 2013 ("H Shareholders' Class Meeting")

1 H shareholder(s) (or proxy / proxies) holding 181,208,463 shares or 28.78% of the total number of H shares carrying voting rights of the Company attended the H Shareholders' Class Meeting. There were no shares in the Company which entitled its holders to attend the H Shareholders' Class Meeting but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no H shareholders who were required to abstain from voting in respect of the resolutions tabled at the H Shareholders' Class Meeting in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

In addition, certain Directors, Supervisors, senior management of the Company and the Company's PRC lawyers also attended the Meetings.

IV. CONSIDERATION OF AND VOTING ON RESOLUTIONS

(I) Consideration of and voting on resolutions at the Third Extraordinary General Meeting of 2013

The following resolutions were considered and passed by voting by open ballot at the EGM (of which all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the EGM, all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM. For details of the voting results, please refer to Annex 1: "Statistics of Voting Results in respect of Resolutions Proposed at the Third Extraordinary General Meeting of 2013 of ZTE Corporation"):

Special Resolutions

1. To consider and approve the resolution on the "ZTE Corporation Share Option Incentive Scheme (Revised Draft)" (the "Scheme") and its summary;
2. To consider and approve the resolution on the "ZTE Corporation Share Option Incentive Scheme Performance Appraisal System";
3. To consider and approve the resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme.

Note: Mr. Xie Weiliang, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Chen Jianzhou and Mr. Feng Jianxiong, shareholders attending the EGM (interested in 32,760, 32,760, 32,760, 130,028 and 275,000 A shares of ZTE, respectively, on the record date for the EGM) and Scheme Participants of the Scheme, did not participate in the voting in respect of the three aforesaid resolutions in accordance with relevant provisions of the Shenzhen Listing Rules and the Hong Kong Listing Rules.

It was proposed that a total of not more than 103,200,000 share options be granted to Scheme Participants under the Share Option Incentive Scheme, with underlying shares accounting for approximately 3% of the total share capital of the Company at the time of the publication of the Share Option Incentive Scheme. Subsequently, the Company completed formalities for the repurchase, transfer and cancellation of approximately 2.54 million restricted shares not qualifying for unlocking under the Phase I Share Incentive Scheme of the Company with China Securities Depository & Clearing Corporation Limited, Shenzhen Branch, and the total share capital of the Company was changed from 3,440.08 million shares to 3,437.54 million shares. The total number of shares proposed to be granted to Scheme Participants under the Share Option Incentive Scheme continues to account for approximately 3% of the current total share capital of the Company.

Ordinary Resolutions

4. Consideration and approval of the “Resolution on the waiver of rights”, the details of which are as follows:

(1) That the waiver by ZTE (H.K.) Limited, a wholly-owned subsidiary of the Company, of the first right of refusal for share subscription and capital contribution in respect of the share capital increase of ZTE Corporation South Africa (Proprietary) Limited (“ZTE South Africa”) be approved;

(2) That the authorisation of the Company’s management to introduce qualified new shareholders according to the proposed share capital increase plan of ZTE South Africa be approved.

5. Consideration and approval of the “Resolution on the provision of performance guarantee in respect of P.T. ZTE Indonesia, a wholly-owned subsidiary”, the details of which are as follows:

(1) That the provision of a joint-liability guarantee (hereinafter referred to as the “Guarantee by Assurance”) in respect of P.T. ZTE Indonesia (“ZTE Indonesia”) for an amount not exceeding US\$40 million, with a term commencing on the date on which the Guarantee by Assurance Agreement takes effect upon execution and ending on the date on which the performance of ZTE Indonesia’s material obligations under the Equipment Purchase Contract and the Technical Support Contract is completed, be approved;

(2) That the application by the Company to the relevant bank for the issuance of a letter of

bank guarantee to provide guarantee with a maximum accumulated amount of US\$15 million in respect of the performance obligations of ZTE Indonesia under the Equipment Purchase Contract and Technical Support Contract (“Guarantee Letter”), for a term commencing on the date on which the Guarantee Letter takes effect and ending on 5 March 2017 or the date on which the performance obligations of ZTE Indonesia under the Equipment Purchase Contract and Technical Support Contract are completed, whichever is later, be approved;

(3) That the authorisation of Mr. Hou Weigui, the legal representative of the Company, or the competent signatory authorised by Mr. Hou Weigui to execute relevant legal contracts and documents be approved.

(II) Consideration of and voting on resolutions at the First A Shareholders’ Class Meeting of 2013

The following resolutions were considered and passed by voting by open ballot at the A Shareholders’ Class Meeting (of which all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by A shareholders with voting rights attending the A Shareholders’ Class Meeting. For details of the voting results, please refer to Annex 2: “Statistics of Voting Results in respect of Resolutions Proposed at the First A Shareholders’ Class Meeting of 2013 of ZTE Corporation”):

Special Resolutions

1. To consider and approve the resolution on the Scheme and its summary;
2. To consider and approve the resolution on the “ZTE Corporation Share Option Incentive Scheme Performance Appraisal System”;
3. To consider and approve the resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme.

Note: Mr. Xie Weiliang, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Chen Jianzhou and Mr. Feng Jianxiong, shareholders attending the A Shareholders’ Class Meeting (interested in 32,760, 32,760, 32,760, 130,028 and 275,000 A shares of ZTE, respectively, on the record date for the A Shareholders’ Class Meeting) and Scheme Participants of the Scheme, did not

participate in the voting respect of the three aforesaid resolutions in accordance with relevant provisions of the Shenzhen Listing Rules and the Hong Kong Listing Rules.

(III) Consideration of and voting on resolutions at the First H Shareholders' Class Meeting of 2013

The following resolutions were considered and passed by voting by open ballot at the H Shareholders' Class Meeting (of which all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by H shareholders with voting rights attending the H Shareholders' Class Meeting. For details of the voting results, please refer to Annex 3: "Statistics of Voting Results in respect of Resolutions Proposed at the First H Shareholders' Class Meeting of 2013 of ZTE Corporation"):

Special Resolutions

1. To consider and approve the resolution on the Scheme and its summary;
2. To consider and approve the resolution on the "ZTE Corporation Share Option Incentive Scheme Performance Appraisal System";
3. To consider and approve the resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme.

For details of the aforesaid resolutions, please refer to the "Announcement of Resolutions of the Sixth Meeting of the Sixth Session of the Board Meeting of Directors", "ZTE Corporation Share Option Incentive Scheme Performance Appraisal System", "(1) Proposed adoption of A-Share Option Incentive Scheme and Proposed Grant thereunder AND (2) Resumption of Trading" and Overseas Regulatory Announcements published by the Company on 22 July 2013; "Announcement of Resolutions of the Eighth Meeting of the Sixth Session of the Board Meeting of Directors", "Amendments to the terms of the proposed A-Share Option Incentive Scheme" and Overseas Regulatory Announcements published by the Company on 26 August 2013; and "Announcement of Resolutions of the Ninth Meeting of the Sixth Session of the Board Meeting of Directors", "Announcement of Waiver of Rights" and "Announcement on Third-party Guarantee" published by the Company on 12 September

2013.

The Supervisory Committee of the Company has verified the list of Participants of the Share Option Incentive Scheme and made a statement of it in the aforesaid Meetings.

The Company appointed the witnessing lawyer(s), two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the Meetings.

V. LEGAL OPINION FURNISHED BY LAWYERS

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

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 of the Company are in compliance with relevant provisions of the Company Law, the Rules of Procedure for General Meetings of Listed Companies and other pertinent laws, regulations and rules and of the Articles of Association, and the "Resolutions of the Third Extraordinary General Meeting of 2013 of ZTE Corporation," "Resolutions of the First A Shareholders' Class Meeting of 2013 of ZTE Corporation" and "Resolutions of the First H Shareholders' Class Meeting of 2013 of ZTE Corporation" approved at the Meetings were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document relating to the Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 of ZTE Corporation;
2. Resolutions of the Third Extraordinary General Meeting of 2013, Resolutions of the First A Shareholders' Class Meeting of 2013 and Resolutions of the First H Shareholders' Class Meeting of 2013 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the Third Extraordinary General Meeting of 2013, the First A Shareholders' Class Meeting of 2013 and the First H Shareholders' Class Meeting of 2013 of ZTE Corporation.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
15 October 2013

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

Annex 1: Statistics of Voting Results in respect of Resolutions Proposed at the Third Extraordinary General Meeting of 2013 of ZTE Corporation

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
Special Resolutions (3 resolutions)								
1	The resolution on the “ZTE Corporation Share Option Incentive Scheme (Revised Draft)” (the “Scheme”) and its summary							
1.1	Basis for determining the Participants and the scope of Participants of the Scheme	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.2	Source and number of subject shares under the Scheme	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.3	Validity Period, date of grant, vesting period, exercise arrangements and lock-up period for subject shares under the Scheme	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.4	Exercise price of share options and basis of determination	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.5	Conditions of grant and exercise of share options	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.6	Methods and procedures for adjustment of the Scheme	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
1.7	Accounting treatment of share options	Total:	1,603,763,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,739,327	96.2933%	6,611,000	3.7067%	0	0.0000%
1.8	Procedures for the grant by the Company and the exercise by the Participants of share options	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.9	Respective rights and obligations of the Company and the Participants	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.10	Handling of special cases	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
1.11	Amendment and Termination of the Scheme	Total:	1,603,773,180	99.5850%	6,683,323	0.4150%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	171,749,327	96.2935%	6,611,000	3.7065%	0	0.0000%
2	The resolution on the “ZTE Corporation Share Option Incentive Scheme Performance Appraisal System”	Total:	1,606,718,746	99.7679%	3,737,757	0.2321%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	174,694,893	97.9449%	3,665,434	2.0551%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
3	The resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme							
3.1	To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.2	To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.3	To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company's ex-right or ex-dividend shares or for other reasons	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.4	Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	of the General Meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must obtain the corresponding approvals							
3.5	To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.6	To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.7	To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
3.8	To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	appropriate in connection with the Scheme							
3.9	The mandate granted to the Board of Directors shall be coterminous with the Scheme	Total:	1,609,852,690	99.9625%	603,813	0.0375%	0	0.0000%
		Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
		Overseas-listed foreign shares (H shares)	177,828,837	99.7020%	531,490	0.2980%	0	0.0000%
Ordinary Resolutions (2 resolutions, being ex tempore motions)								
4	The resolution on the waiver of rights	Total:	1,607,779,352	99.8026%	297,413	0.0185%	2,883,046	0.1790%
		Domestic shares (A shares)	1,429,644,115	99.7937%	72,323	0.0050%	2,883,046	0.2012%
		Overseas-listed foreign shares (H shares)	178,135,237	99.8738%	225,090	0.1262%	0	0.0000%
5	The resolution on the provision of performance guarantee in respect of P.T. ZTE Indonesia, a wholly-owned subsidiary	Total:	1,607,779,352	99.8026%	297,413	0.0185%	2,883,046	0.1790%
		Domestic shares (A shares)	1,429,644,115	99.7937%	72,323	0.0050%	2,883,046	0.2012%
		Overseas-listed foreign shares (H shares)	178,135,237	99.8738%	225,090	0.1262%	0	0.0000%

Annex 2: Statistics of Voting Results in respect of Resolutions Proposed at the First A Shareholders' Class Meeting of 2013 of ZTE Corporation

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
Special Resolutions (3 resolutions)								
1	The resolution on the “ZTE Corporation Share Option Incentive Scheme (Revised Draft)” (the “Scheme”) and its summary							
1.1	Basis for determining the Participants and the scope of Participants of the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.2	Source and number of subject shares under the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.3	Validity Period, date of grant, vesting period, exercise arrangements and lock-up period for subject shares under the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.4	Exercise price of share options and basis of determination	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.5	Conditions of grant and exercise of share options	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.6	Methods and procedures for adjustment of the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.7	Accounting treatment of share options	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.8	Procedures for the grant by the Company and the exercise by the Participants of share options	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.9	Respective rights and obligations of the Company and the Participants	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.10	Handling of special cases	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
1.11	Amendment and Termination of the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
2	The resolution on the “ZTE Corporation Share Option Incentive Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	Performance Appraisal System’’							
3	The resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme							
3.1	To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.2	To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.3	To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company’s exright or ex-dividend shares or for other reasons	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.4	Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	relevant regulatory authorities to be subject to the approval of the General Meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must obtain the corresponding approvals							
3.5	To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.6	To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.7	To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%
3.8	To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	with the Scheme							
3.9	The mandate granted to the Board of Directors shall be coterminous with the Scheme	Domestic shares (A shares)	1,432,023,853	99.9949%	72,323	0.0051%	0	0.0000%

Annex 3: Statistics of Voting Results in respect of Resolutions Proposed at the First H Shareholders' Class Meeting of 2013 of ZTE Corporation

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
Special Resolutions (3 resolutions)								
1	The resolution on the “ZTE Corporation Share Option Incentive Scheme (Revised Draft)” (the “Scheme”) and its summary							
1.1	Basis for determining the Participants and the scope of Participants of the Scheme	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.2	Source and number of subject shares under the Scheme	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.3	Validity Period, date of grant, vesting period, exercise arrangements and lock-up period for subject shares under the Scheme	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.4	Exercise price of share options and basis of determination	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.5	Conditions of grant and exercise of share options	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.6	Methods and procedures for adjustment of the Scheme	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.7	Accounting treatment of share options	Overseas-listed foreign shares (H shares)	174,587,263	96.3514%	6,611,200	3.6486%	0	0.0000%
1.8	Procedures for the grant by the Company and the exercise by the Participants of share options	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.9	Respective rights and obligations of the Company and the Participants	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.10	Handling of special cases	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
1.11	Amendment and Termination of the Scheme	Overseas-listed foreign shares (H shares)	174,597,263	96.3516%	6,611,200	3.6484%	0	0.0000%
2	The resolution on the “ZTE Corporation Share Option Incentive Scheme	Overseas-listed foreign shares (H shares)	177,542,829	97.9771%	3,665,634	2.0229%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	Performance Appraisal System’’							
3	The resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme							
3.1	To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.2	To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.3	To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company’s exright or ex-dividend shares or for other reasons	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.4	Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	relevant regulatory authorities to be subject to the approval of the General Meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must obtain the corresponding approvals							
3.5	To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.6	To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.7	To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%
3.8	To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting	Number of shares	As a percentage of shares held by shareholders with voting rights attending the meeting
	with the Scheme							
3.9	The mandate granted to the Board of Directors shall be coterminous with the Scheme	Overseas-listed foreign shares (H shares)	180,676,973	99.7067%	531,490	0.2933%	0	0.0000%