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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 Resignations of Directors**

***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.***

On 25 November 2015, the Board of Directors (the “Board”) of ZTE Corporation (the “Company”) received a “Resignation Report” in writing from each of Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo, all being non-executive directors, and Mr. He Shiyou, executive director, in connection with resignations from their respective directorships with the Company and positions as members of the specialist committees under the Board, for reasons of changes in duties in the cases of Mr. Xie Weiliang, Mr. Dong Lianbo and Mr. He Shiyou and owing to retirement in the cases of Mr. Wang Zhanchen and Mr. Zhang Junchao. Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo and Mr. He Shiyou have confirmed that they have no disagreement with the Board of the Company, nor are there any other matters that require to be brought to the attention of the Company’s shareholders. The resignation of the aforesaid directors has taken effect upon the delivery of the “Resignation Reports” at the Board. Following their resignations, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo will no longer hold any positions at the Company. Mr. He Shiyou will serve as chairman and general manager of 中興健康科技有限公司, a company in which the Company holds 49.999998% shares.

Each of Mr. Xie Weiliang, Mr. Zhang Junchao and Mr. Dong Lianbo holds 39,312 A shares in the Company. Mr. Wang Zhanchen does not hold any shares in the Company. Mr. He Shiyou holds 413,929 A shares in the Company. Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo have been participants of the 2013 share option incentive scheme of the Company, under which

they have been each awarded 36,000 share options of A shares of the Company (as adjusted following the implementation of the 2014 plan for the conversion of capital reserve of the Company). In accordance with the ZTE Corporation Share Option Incentive Scheme (Revised Draft), Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao and Mr. Dong Lianbo should each exercise the 10,800 share options of A shares which are exercisable and outstanding as soon as practicable within 6 months after 25 November 2015. The remaining share options of A shares which are not exercisable will lapse.

In accordance with the Company Law of the People's Republic of China, the Articles of Association of ZTE Corporation and other pertinent regulations, the resignations of the aforesaid directors have not resulted in the number of directors of the Company falling short of the legally required quorum and have not affected the normal operations of the Board of the Company. The re-election of directors was completed at the First Extraordinary General Meeting of 2015 of the Company held on 25 November 2015.

The Board would like to take this opportunity to express sincere gratitude to Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Zhang Junchao, Mr. Dong Lianbo and Mr. He Shiyou for their contributions during their tenure as directors of the Company.

By Order of the Board

**Hou Weigui**

*Chairman*

Shenzhen, the PRC

25 November 2015

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