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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)

Resolutions of the Eleventh Meeting of the Fifth Session of the Board of Directors

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

The "Notice of the Eleventh Meeting of the Fifth Session of the Board of Directors" was dispatched by ZTE Corporation ("ZTE" or the "Company") to all directors of the Company (the "Directors") via electronic mail and by telephone on 29 September 2010. The Eleventh Meeting of the Fifth Session of the Board of Directors of the Company (the "Meeting") was convened by way of video conference at the Shenzhen headquarters of the Company, Beijing, Shanghai and Xiamen on 12 October 2010. Of the 14 Directors required to attend the Meeting, 10 Directors duly attended (Mr. Wang Zhanchen, Director, was unable to attend the Meeting due to work reasons, and had authorised in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf. Mr. Zhang Junchao, Director, was unable to attend the Meeting due to work reasons, and had authorised in writing Mr. Xie Weiliang, Vice Chairman, to vote on his behalf. Mr. Shi Lirong, Director, was unable to attend the Meeting due to work reasons, and had authorised in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Mr. He Shiyong, Director, was unable to attend the Meeting due to work reasons, and had authorised in writing Mr. Hou Weigui, Chairman, to vote on his behalf. Supervisors of the Company attended the Meeting. The Meeting, which was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association, was legal and valid.

The following resolutions were considered and passed at the Meeting:

I. "Resolution of the Company on Increasing the Insured Amount of Directors', Supervisors' and Senior Management's Liability Insurance" was considered and passed, the details of which are as follows:

1. The Company's execution of a contract for directors', supervisors' and senior management's liability insurance for a period of one year with a compensation limit of RMB100 million per annum with Chartis Insurance Company China Limited, Shenzhen Branch is approved.

2. A request is made for the authorisation of the Board of Directors by the general meeting to process any extension or renewal of the insurance contract with Chartis Insurance Company China Limited, Shenzhen Branch upon or prior to the conclusion of the term of such contract.

3. The tabling of this resolution at the general meeting for consideration is approved.

The Independent Non-Executive Directors of the Company, namely Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei, Mr. Tan Zhenhui and Mr. Timothy Alexander Steinert, having reviewed prior to the Meeting the proposed increase in the insured amount of directors', supervisors' and senior management's liability insurance by the Company, agreed to the submission of the aforesaid matter to the Board of Directors of the Company for consideration, and have furnished an independent opinion on the matter as follows:

The increase in the insured amount of directors', supervisors' and senior management's liability insurance by the Company is beneficial to the investors in general as it will better procure the said personnel to actively perform their duties and provide timely and comprehensive compensation for economic losses that may be incurred by third parties in the course of such persons performing their duties, thereby minimizing the Company's losses. The transaction is in line with the principles of fairness, impartiality and openness and is in compliance with relevant laws and regulations. It is free from any actions and circumstances which are prejudicial to the interests of minority shareholders.

Voting results: For: 14; Against: 0; Abstained: 0.

II. "Resolution on the Establishment of ZTE Group" was considered and passed, the details of which are as follows:

1. The establishment of ZTE Group (the members of which are set out in the annex) is approved;
2. The "Articles of Association of ZTE Group" is approved;
3. The authorisation of Mr. Hou Weigui, legal representative of the Company, or the personnel authorised by Mr. Hou Weigui to execute relevant documents and complete registration and the relevant formalities required for the establishment of ZTE Group is approved.

Voting results: For: 14; Against: 0; Abstained: 0.

III. "Resolution of the Company on the Application for the Establishment of ZTE Finance Co., Ltd" was considered and passed, the details of which are as follows:

1. The establishment of ZTE Finance Co., Ltd (tentative name, which is subject to final approval by the industry and commerce registration department) with a capital contribution of RMB1 billion (including USD20 million to meet the threshold requirement for foreign exchange operations) by the Company is approved;

2. As required under pertinent provisions of the Rules for the Administration of Finance Companies of Corporate Groups, the issuance of the following undertaking in writing is approved: In the event of urgent situations involving payment difficulties in the future operation and management of ZTE Finance Co., Ltd, the Company shall in a timely manner increase its capital to the extent required for resolving such payment difficulties, so as to ensure its normal operation. If the amount of capital increase required by ZTE Finance Co., Ltd is in excess of the limit for the approval authority of the Board of Directors stipulated in the Articles of Association of ZTE Corporation, the matter shall be tabled at the general meeting of the Company for consideration and approval;

3. The authorisation of Mr. Hou Weigui, legal representative of the Company, or the personnel authorised by Mr. Hou Weigui to execute relevant documents and complete relevant registration formalities required for the establishment of ZTE Finance Co., Ltd is approved.

4. The tabling of the resolution at the general meeting for consideration is approved.

Voting results: For: 14; Against: 0; Abstained: 0.

For details, please refer to the “Announcement of External Investment – Establishment of ZTE Finance Co., Ltd” published on the same date as this announcement.

IV. “Resolution of the Company on the Establishment of ZTE (Heyuan) Company Limited” was considered and passed, the details of which are as follows:

The establishment of ZTE (Heyuan) Company Limited with a capital contribution of RMB500 million by the Company is approved. The basic information of ZTE (Heyuan) Company Limited is set out as follows:

1. Name: ZTE (Heyuan) Company Limited
2. Form of company: company with limited liability
3. Scope of operation: procurement, production and sales of electronic products and accessories; import and export trade; storage services and electronic product technology services
4. Registered capital: RMB500 million
5. Form of capital contribution: cash
6. Name of shareholder and percentage of capital contribution: ZTE shall make a capital contribution of RMB500 million funded by its internal resources and will own 100% equity interests in ZTE (Heyuan) Company Limited.

For details, please refer to the “Announcement of External Investment on the Establishment of ZTE (Heyuan) Company Limited” published on the same date as this announcement.

Voting results: For: 14; Against: 0; Abstained: 0.

V. “Resolution of the Company on the Convening of the Third Extraordinary General Meeting of 2010” was considered and passed

The Company has resolved to convene the 2010 Third Extraordinary General Meeting of the Company on 30 November 2010 at the conference room on the 4th floor of the Shenzhen headquarters of the Company.

Voting results: For: 14; Against: 0; Abstained: 0.

The “Notice of the Third Extraordinary General Meeting of the Company of 2010” will be dispatched to the H shareholders of the Company in accordance with the Articles of Association and applicable laws and regulations.

By Order of the Board

Hou Weigui

Chairman

Shenzhen, PRC

12 October 2010

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

Annex:

Member Companies of ZTE Group

The parent company:

ZTE Corporation

Subsidiaries of the parent company:

1. Shenzhen Xingyida Communications Technology Company Limited* (深圳市興意達通訊技術有限公司)
2. Xi'an Zhongxing New Software Company Limited* (西安中興新軟件有限責任公司)
3. Shenzhen ZTE Hetai Hotel Investment Management Company Limited* (深圳市中興和泰酒店投資管理有限公司)
4. ZTE (Hangzhou) Company Limited* (中興通訊(杭州)有限責任公司)
5. Shenzhen Zhongxing Telecom Equipment Technology & Service Company Limited* (深圳市中興通訊技術服務有限責任公司)
6. Xi'an Zhongxing Software Company Limited* (西安中興軟件有限責任公司)
7. Nanjing Zhongxing Software Company Limited* (南京中興軟件有限責任公司)
8. Chengdu Zhongxing Software Company Limited* (成都中興軟件有限責任公司)
9. Shanghai Zhongxing Software Company Limited* (上海中興軟件有限責任公司)
10. Nanjing Zhongxing New Software Company Limited* (南京中興新軟件有限責任公司)
11. Sanya Zhongxing Software Company Limited* (三亞中興軟件有限責任公司)
12. Chongqing Zhongxing Software Company Limited* (重慶中興軟件有限責任公司)
13. Shenzhen Zhongxing Software Company Limited* (深圳市中興軟件有限責任公司)
14. Shenzhen Zhongruan Haina Technology Company Limited* (深圳市中軟海納技術有限公司)
15. Tianjin Zhongxing Software Company Limited* (天津中興軟件有限責任公司)
16. Beijing ZTE Baina Software Company Limited* (北京市中興百納軟件有限責任公司)
17. Guangdong New Pivot Technology & Service Company Limited* (廣東新支點技術服務有限公司)
18. Shenzhen ZTE Kangxun Telecom Company Limited* (深圳市中興康訊電子有限公司)
19. Shenzhen ZTE Microelectronics Technology Company Limited* (深圳市中興微電子技術有限公司)
20. Shenzhen Zhongxing Netview Technology Company Limited* (深圳中興力維技術有限公司)
21. Nanjing Zhongxing Netview Technology Company Limited* (南京中興力維軟件有限公司)
22. Shenzhen Zhongxing Mobile Technology Company Limited* (深圳市中興移動通信有限公司)
23. Shenzhen Zhongxing ICT Company Limited* (深圳中興網信科技有限公司)
24. ZTEsoft Technology Company Limited* (南京中興軟創科技股份有限公司)
25. Nanjing ZTE Ruanchuang Software Company Limited* (南京中興軟創軟件有限公司)
26. Nanjing ZTE Ruanchuang Software Technology Company Limited* (南京中興軟創軟件技術有限公司)
27. Shenzhen ZTE Netview Monitoring Technology & Service Company Limited* (深圳市中興力維監控技術

服務有限公司)

28. Xi'an Zhongxing Jing Cheng Communication Company Limited* (西安中興精誠通訊有限公司)
29. Wuxi Zhongxing Optoelectronics Technologies Company Limited* (無錫市中興光電子技術有限公司)
30. Shenzhen Zhongxing Special Equipment Company Limited* (深圳市中興特種設備有限責任公司)
31. Nanjing ZTE Special Software Company Limited* (南京中興特種軟件有限責任公司)
32. Nanjing ZTE Special System Company Limited* (南京中興特種系統有限責任公司)
33. Anhui Wantong Posts and Telecommunications Co., Ltd. * (安徽皖通郵電股份有限公司)
34. Anhui Yalong Communication Technology Company Limited* (安徽亞龍通信技術有限公司)
35. Shenzhen Changfei Investment Company Limited* (深圳市長飛投資有限公司)
36. Shanghai Zhongxing Telecom Equipment Technology & Service Company Limited* (上海中興通訊技術有限責任公司)
37. Hefei ZTE Electronics Technology Company Limited* (合肥中興電子科技有限責任公司)
38. Nanjing Zhongxing Software Company Limited* (南京中興技術軟件有限公司)
39. Shenzhen Xingfei Technology Company Limited* (深圳市興飛科技有限公司)
40. Ji'nan Zhongxing Telecom Equipment Technology & Service Company Limited* (濟南中興通訊技術有限責任公司)
41. Shenzhen Lead Communications Co., Ltd. * (深圳市立德通訊器材有限公司)
42. Shenzhen Ruide Electronic Industrial Co., Ltd.* (深圳市睿德電子實業有限公司)
43. Shenzhen Kangquan Electromechanical Co., Ltd. * (深圳市康銓機電有限公司)