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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012

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# ZTE中兴

## 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)

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*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.*

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2012 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be held in accordance with the resolution passed at the Twenty-Fifth Meeting of the Fifth Session of the Board of Directors of the Company held on 22 February 2012. Details of the EGM are set out below:

#### **I. INFORMATION REGARDING THE EGM**

##### **(i) Date and time**

The EGM will commence at 9:00 a.m. on Wednesday, 11 April 2012.

##### **(ii) Venue**

The EGM will be held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen

Tel: +86 (755) 26770282

##### **(iii) Convener**

The EGM will be convened by the Board of Directors of the Company.

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### **(iv) Legal and regulatory compliance of the Meeting**

The Fifth Session of the Board of Directors of the Company undertakes that the EGM was convened in a manner in compliance with the provisions of pertinent laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of the Company.

### **(v) Voting method**

Voting by poll will be carried out on-site at the EGM.

### **(vi) Attendees**

1. All ZTE (000063) shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Friday, 9 March 2012 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”) (Domestic Shareholders registered on 11 March 2012, which is Sunday, are the same as those registered on 9 March 2012);
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Friday, 9 March 2012 at 4:30 p.m. (hereinafter referred to as “H Shareholders”) (H Shareholders registered on 11 March 2012, which is Sunday, are the same as those registered on 9 March 2012);
3. Directors, supervisors and senior management of the Company; and
4. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

### **(vii) Closure of H share register**

The H share register of the Company will be closed from Monday, 12 March 2012 to Tuesday, 10 April 2012 (both days inclusive). H Shareholders who wish to attend the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m., 9 March 2012.

## **II. MATTER TO BE CONSIDERED AT THE EGM**

The following resolution will be considered at the EGM:

### **ORDINARY RESOLUTION**

#### **1. Resolution in respect of the election of Non-independent Director**

In light of the resignation of Mr. Lei Fanpei resigned as a Non-independent Director on 9 February, the Fifth Session of the Board of Directors of the Company has nominated Mr. Zhang Jianheng (張建恆) as a candidate for election as Non-independent Director of the Fifth Session of the Board of Directors of the Company, for a term commencing upon the shareholders' approval of his appointment at the EGM and expiring upon the conclusion of the term of the Fifth Session of the Board of Directors of the Company (namely 29 March 2013).

The biography and other information of the aforesaid candidate for Non-independent Director is provided as follows:

**Mr. Zhang Jianheng (張建恆)**, aged 51, is a graduate of Dalian Institute of Technology in 1982 majoring in Chemical Machinery and holds the title of Senior Engineer. He worked with the No. 1 Film Factory under the Ministry of Chemical Industry from 1982 to 1989 and with No. 1 Film Factory of China Lucky Film Corporation from 1989 to 1996. He was appointed as a director of China Lucky Film Corporation in 1996, and went on to serve as deputy general manager and general manager of that company until 2011. During this period, he also concurrently acted as general manager (vice chairman) and chairman of Lucky Film Co., Ltd., a company listed on the Shanghai Stock Exchange (Lucky Film (樂凱膠片), 600135). Since November 2011, he has been appointed as a deputy general manager of China Aerospace Science and Technology Corporation. Mr. Zhang has an ample experience in management and operation. He has never been subject to punishments by the China Securities Regulatory Commission and other pertinent authorities or censorships by any stock exchanges. His qualifications for appointment are in compliance with the appointment criteria stipulated under the PRC Company Law, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Articles of Association of the Company and other pertinent laws, rules and regulations.

Mr. Zhang will enter into a service contract with the Company. His term of office will commence upon the shareholders' approval of his appointment at the EGM and expire upon the conclusion of the Fifth Session of the Board of Directors of the Company (namely 29 March 2013). Mr. Zhang is entitled to a Director's allowance, which is determined and considered by the Board of Directors by reference to his duty at the Company from time to time and is subject to approval by shareholders at a general meeting.

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Mr. Zhang holds the position of deputy general manager at China Aerospace Science and Technology Corporation, an indirect shareholder of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, which is in turn the controlling shareholder of the Company, therefore he is connected with the controlling shareholder of the Company. Mr. Zhang is not connected in any way with any other Directors, Supervisors or senior management personnel of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Zhang has not held other directorships at any other listed companies during the past three years, nor has he held other positions at the Company and/or its subsidiaries. In addition, Mr. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. As at the date of this announcement, to the knowledge of the Directors of the Company, there are no other matters required to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited, nor any other information pertaining to Mr. Zhang required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### III. REGISTRATION AT THE EGM

#### (1) Registration of attendance

1. Any legal person shareholder (including but not limited to corporate shareholders) entitled to attend the EGM shall produce for registration a duplicate of its corporate business license, stock account card, a duly signed power of attorney and the identity card of the attendee;
2. Any individual shareholder entitled to attend the EGM shall produce for registration his own identity card, stock account card and evidence of shareholding;
3. Any shareholder intending to attend the EGM shall deliver the reply slip to the EGM registry by hand, post or fax.

#### (2) Time of registration

Time of registration for the EGM is from Monday, 12 March 2012 to Thursday, 22 March 2012 (excluding statutory holidays).

#### (3) Address for registration

Registration for the EGM will be conducted at: 6/F, A Wing, ZTE Building, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the PRC (postal code: 518057).

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### (4) Requirements when registering and voting by way of proxy

1. Any shareholder entitled to attend and vote at the meeting may entrust one or more person(s) (whether or not a shareholder) as his proxy(ies) to attend and vote at the meeting on his behalf. The shareholder may attend and vote at the meeting in person notwithstanding that he has completed and submitted the proxy form, in which case, the proxy form is deemed withdrawn. For a shareholder who entrusts two or more proxies, the voting rights to be exercised by such proxies in aggregate shall not exceed the total number of the votes that the shareholder is entitled to exercise at the meeting, and any one share may only be voted upon once by one proxy.
2. A shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorising shareholder or his duly authorized attorney. The proxy form shall be notarized if it is to be signed by any person other than by the authorising shareholder himself. The proxy form is valid only if it is deposited at the registered address of the Company no less than 24 hours before the EGM.
3. If a shareholder entrusts his proxy(ies) to attend and vote at the meeting on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form, the stock account card of shareholder and evidence of shareholding.

### IV. MISCELLANEOUS

- (1) The EGM is expected to last less than one day; all accommodation, travel and expenses relating to attending the EGM shall be borne by the attendees.
- (2) EGM Contact: Wang Han
- (3) Contact telephone number: + 86 (755) 26770282
- (4) Contact fax number: + 86 (755) 26770286

### V. REFERENCE

Resolutions of the Twenty-Fifth Meeting of the Fifth Session of the Board of Directors of ZTE Corporation.

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

Shenzhen, the PRC  
24 February 2012

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*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; five non-executive directors, Hou Weigui, 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.*