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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 Resolutions of the Ninth Meeting of the Ninth Session of the Board of Directors**

*The Company and all the 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 in this announcement or material omission therefrom.*

ZTE Corporation (the “Company” or “ZTE”) issued the “Notice of the Ninth Meeting of the Ninth Session of the Board of Directors (the “Board”) of ZTE Corporation” to all the Directors of the Company by electronic mail on 8 December 2022. The Ninth Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 15 December 2022. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to vote at the Meeting and duly voted at the Meeting. Members of the Supervisory Committee of the Company and certain personnel concerned also attended the Meeting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation, and was legal and valid.

**The following resolutions were considered and approved at the Meeting:**

**I. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘2023 Purchase Framework Agreement’ with Zhongxingxin, a connected party”, the details of which are set out as follows:**

1. That ZTE and its subsidiaries purchase raw materials from Zhongxingxin Telecom Company Limited (“Zhongxingxin”), its subsidiaries and companies in which it holds equity interests of 30% or above in 2023, with the maximum aggregate amount of transactions (before VAT) estimated at RMB550 million, be approved. In 2023, as long as the actual aggregate transaction amount does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.

2. That the legal representative of the Company or his appointed attorney be authorised to

sign, among others, the “2023 Purchase Framework Agreement” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as director of Zhongxingxin, Mr. Zhu Weimin, Director, did not take part in the voting in respect of this resolution at the Meeting.

**II. Consideration and approval of the “Resolution on continuing connected transactions with Huatong Technology and Nanchang Software, the wholly-owned subsidiaries by Zhongxing Development, a connected party”, the details of which are set out as follows:**

1. That ZTE and its subsidiaries respectively purchase software outsourcing services from Huatong Technology Company Limited (“Huatong Technology”) and Zhongxing Software Technology (Nanchang) Company Limited (“Nanchang Software”) in 2023 and 2024, with the maximum aggregate amount of transactions (before VAT) estimated at RMB85 million per year, be approved. In 2023 and 2024, as long as the actual aggregate transaction amount of each year does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.

2. That the legal representative of the Company or his authorised signatory be authorised to sign the “2023-2024 Software Outsourcing Service Cooperation Framework Agreement”, among others, in accordance with the law.

Voting results: For: 8; against: 0; and abstained: 0.

Owing to her capacity as director and deputy vice president of Zhongxing Development Company Limited, the parent company of Huatong Technology and Nanchang Software, Ms. Fang Rong, Director, did not take part in the voting in respect of this resolution at the Meeting.

**III. Consideration and approval of the “Resolution on continuing connected transactions in relation to the execution of ‘2023 ZTE Channel Cooperation Framework Agreement–General Distributor’ with 航天歐華, a connected party”, the details of which are set out as follows:**

1. That ZTE and its subsidiaries sell products to 航天歐華信息技術有限公司(“航天歐華”) in 2023, with the maximum aggregate amount of transactions (before VAT) estimated at RMB 1,300 million, be approved. In 2023, as long as the actual aggregate transaction amount does not exceed the maximum aggregate amount, the Board of Directors does not need to approve each specific transaction.

2. That the legal representative of the Company or his appointed attorney be authorised to sign, among others, the “2023 ZTE Channel Cooperation Framework Agreement – General

Distributor” in accordance with the law.

Voting result: For: 8; against: 0; abstained: 0.

Owing to his capacity as the chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited, the parent company of 航天歐華, Mr. Li Buqing, Director, did not take part in the voting in respect of this resolution at the Meeting.

**IV. Consideration and approval of the “Resolution on the Participation in the Establishment of Shaanxi Zhongtou Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership)”, the details of which are as follows:**

1. That ZTE Zhongchuang (Xi’an) Investment Management Company Limited and ZTE Corporation sign the “Shaanxi Zhongtou Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership) (tentative title) Partnership Agreement”(陝西眾投湛盧二期股權投資合夥企業（有限合夥）（暫定名）合夥協議), with Wuxi Taclink Optoelectronic Technology Co., Ltd., and Xi'an Innovation Investment Fund Partnership Enterprise (Limited Partnership) (the “Investment”), be approved.

2. That, subject to the execution of the aforesaid agreement, the contribution of RMB2.5 million in capital by ZTE Zhongchuang (Xi’an) Investment Management Company Limited as a general partner in the subscription for Shaanxi Zhongtou Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership) (tentative title subject to the final approval of the industrial and commercial registration authorities), and the contribution of RMB78 million in capital by ZTE Corporation as a limited partner in the subscription for Shaanxi Zhongtou Zhanlu Tranche II Equity Investment Partnership Enterprise (Limited Partnership) (tentative title subject to the final approval of the industrial and commercial registration authorities) be approved;

3. That the legal representative of ZTE Corporation or his delegated signatory be authorised to execute relevant legal contracts and documents in accordance with the law for the commencement, adjustment, termination or disposal of the Investment and cooperate with the industrial and commercial registration procedures.

Voting result: For: 9; against: 0; abstained: 0.

For details of resolution I to resolution III set out above, please refer to the “CONTINUING CONNECTED TRANSACTIONS PURCHASES OF RAW MATERIALS FROM ZHONGXINGXIN” and “Overseas Regulatory Announcement”. For details of resolution IV set out above, please refer to the “Overseas Regulatory Announcement Announcement on the subscription for Zhongtou Zhanlu Fund Tranche II” published on the same date as this announcement.

By Order of the Board

**Li Zixue**

*Chairman*

Shenzhen, the PRC

15 December 2022

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Gordon Ng, Zhuang Jiansheng.*