

ZTE中兴

ZTE CORPORATION

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 763)

ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE FIRST MEETING OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS

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

ZTE Corporation (hereinafter referred to as the "Company") issued the "Notice of convening the First Meeting of the Fourth Session of the Board of Directors" to all the Directors of the Company by electronic mail and telephone on 19 March 2007. The first meeting of the fourth session of the Board of Directors of the Company was held at the Conference Hall, 2/F, the Novotel Bauhinia Shenzhen Hotel on 30 March 2007. Of the 14 Directors required to attend the meeting, 13 directors attended in person. Mr. Zhang Junchao, Director, was unable to attend the meeting for work reasons and appointed Mr. Yin Yimin, Director, to vote on his behalf. The meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Company's Articles of Association, and was legal and valid.

The following resolutions were considered and approved at the meeting:

I. That the Resolution on the Election of the Chairman and Vice Chairman of the Fourth Session of the Board of Directors of the Company be considered and approved

1. The election of Mr Hou Weigui as the Chairman of the Fourth Session of the Board of Directors of the Company.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

2. The election of Mr Wang Zongyin and Mr Xie Weiliang as the Vice Chairmen of the Fourth Session of the Board of Directors of the Company.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

II. That the Resolution on the Election of Members of the Specialised Committees of the Fourth Session of the Board of Directors be considered and approved

1. The election of Mr Hou Weigui, Mr Xie Weiliang, Mr Li Juping, Mr Zhu Wuxiang, Mr Qiao Wenjun, Mr Mi Zhengkun and Mr Li Jin as members of the Nomination Committee of the Board of Directors of the Company.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

2. The election of Mr Hou Weigui, Mr Zhang Junchao, Mr Dong Lianbo, Mr Zhu Wuxiang, Mr Chen Shaohua, Mr Qiao Wenjun and Mr Mi Zhengkun as members of the Audit Committee of the Board of Directors of the Company.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

3. The election of Mr Hou Weigui, Mr Wang Zongyin, Mr Zhu Wuxiang, Mr Chen Shaohua, Mr Mi Zhengkun and Mr Li Jin as members of the Remuneration and Evaluation Committee of the Fourth Session of the Board of Directors of the Company.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

III. That the Resolution on the Appointment of New Senior Management of the Company be considered and approved

1. The re-appointment of Mr Yin Yimin as President of ZTE Corporation.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

2. The re-appointment of Mr. Shi Lirong, Mr He Shiyou, Mr Wei Zaisheng, Mr Xie Daxiong, Ms Zhou Susu and Mr Tian Wenguo as Senior Vice Presidents of ZTE Corporation; the appointment of Mr Qiu Weizhao as Senior Vice President of ZTE Corporation; and the re-appointment of Mr Wei Zaisheng as concurrently the Chief Financial Officer of ZTE Corporation, as nominated by Mr. Yin Yimin, President.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

3. The re-appointment of Ms Chen Jie, Ms Fang Rong, Mr Zhao Xianming, Mr Ding Mingfeng, Mr Pang Shengqing, Mr Fan Qingfeng, Mr Zeng Xuezhong, Mr Xu Huijun, Mr Yu Yong, Mr Ye Weimin, Mr Zhong Hong and Mr Ni Qin as Vice Presidents of ZTE Corporation; and the appointment of Mr Wu Zengqi as Vice President of ZTE Corporation, as nominated by Mr. Yin Yimin, President.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

4. The re-appointment of Mr Feng Jianxiong as Secretary to the Board of Directors of ZTE Corporation, as nominated by Mr. Hou Weigui, Chairman.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

The profiles of the above new senior management of the Company are set out in the annex to this announcement.

An independent opinion has been furnished by Independent Directors of the Company, Mr Zhu Wuxiang, Mr Chen Shaohua, Mr Qiao Wenjun, Mr Mi Zhengkun and Mr Li Jin, as follows:

The Independent Directors agree to appoint Mr Yin Yimin, Mr Shi Lirong, Mr He Shiyou, Mr Wei Zaisheng, Mr Xie Daxiong, Ms Zhou Susu, Mr Tian Wenguo, Mr Qiu Weizhao, Ms Chen Jie, Ms Fang Rong, Mr Zhao Xianming, Mr Ding Mingfeng, Mr Pang Shengqing, Mr Fan Qingfeng, Mr Zeng Xuezhong, Mr Xu Huijun, Mr Yu Yong, Mr Ye Weimin, Mr Zhong Hong, Mr Ni Qin, Mr Wu Zengqi and Mr Feng Jianxiong as the new senior management of the Company.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
2 April 2007

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyou; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.

Annex: Profile of the New Senior Management of the Company

Mr. Yin Yimin, 43, is an executive Director of the Company. Mr Yin has been the President of the Company since February 2004. He is responsible for the day-to-day management and operation of the Company. Mr Yin is a senior engineer and graduated from the Nanjing University of Posts and Telecommunications (formerly "Nanjing Institute of Posts and Telecommunications") in 1988 with a Master of Science degree in engineering, specialising in telecommunications and electronic systems. Mr Yin served as a Manager of the Research and Development Department of Shenzhen Zhongxing Semiconductor Co., Ltd. from 1991, and as Deputy General Manager of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited between 1993 and 1997. During the periods from 1997 to 1999 and 1999 to February 2004, he served as the Company's Vice-President and Senior Vice-President respectively and was in charge of different divisions such as research and development, marketing, sales and handsets operations. He has been an executive director of the Company since November 1997. He has many years of experience in the telecommunications industry, including over 16 years in managerial positions.

Mr. Shi Lirong, 43, is an executive Director of the Company. Mr Shi has been a Senior Vice President of the Company since 1999 and is responsible for the sales operations of the Company. He is a senior engineer graduated from Shanghai Jiao Tong University in 1989 with a Master of Science degree in engineering, specialising in telecommunications and electronic engineering. Mr Shi served as an engineer in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was the Deputy General Manager of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, and from 1997 to 1999, the Vice-President of the Company responsible for marketing and sales functions of the Company. Since 1999, he has been the Senior Vice President of the Company in charge of marketing and sales. He has been an executive director of the Company since February 2001. He has many years of experience in the telecommunications industry, including over 16 years in managerial positions.

Mr. He Shiyou, 40, is an executive Director of the Company. Mr He has been a Senior Vice President of the Company since 1999 and is responsible for the handset business of the Company. Mr He is a senior engineer graduated from Beijing University of Posts and Telecommunications in 1990 with a Master of Science degree in engineering, specialising in electromagnetic field and microwave technology. Mr He joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1993 and previously was the chief engineer of the Nanjing Research Centre and deputy head of the Shanghai Research Centre. He was the Company's Vice-President from 1998 to 1999, responsible for divisions such as research and development and marketing. Since 1999, he has been the Senior Vice President of the Company in charge of the Second Sales Division, human resources centre and the Handset Department. He has been an executive director of the Company since February 2001. He has many years of experience in the telecommunications industry, including over 14 years in managerial positions.

Mr. Wei Zaisheng, 44, has been a Senior Vice President of the Company since 1999 and is responsible for the financial affairs of the Company. Mr Wei graduated from the Peking University with a master's degree in business administration in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1988 and served as the chief financial officer and an assistant to the general manager of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited from 1993 to 1997. During the period of 1997 to 1999, he was the Vice President of the Company. Since 1999, he has been the Senior Vice President of the Company in charge of the financial affairs of the Company. Mr Wei has many years of experience in the telecommunications industry, including over 18 years in managerial positions.

Mr. Xie Daxiong, 43, has been a Senior Vice President of the Company since 2004 and is responsible for the research and development of the Company. Mr Xie is a senior engineer and holds the title of professor. He graduated from the Nanjing University of Science and Technology in 1986, specialising in applied mechanics, and has obtained a Master of Science degree in engineering. Mr Xie joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1994 and had been the head of the Nanjing Research Institute of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited. From 1998 to 2004, Mr Xie was the CDMA products manager, and subsequently the general manager of the Company's CDMA Division. Since 2004, he has been the Senior Vice President of the Company in charge of the Technology Centre of the Company, Mr Xie has many years of experience in the telecommunications industry, including over 10 years in managerial positions.

Ms. Zhou Susu, 52, has been a Senior Vice President of the Company since 1999 and is responsible for the human resources and administration of the Company. Ms. Zhou is a senior engineer graduated from the Hong Kong University of Science and Technology in 2004, specialising in business administration, and has obtained a master's degree in business administration. Ms. Zhou joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1990. From 1993 to 1997, she served as the manager of the Research and Development Division and deputy general manager of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited. During the period of 1997 to 1999, she was a Vice President of the Company. Since 1999, she has been the Senior Vice President of the Company in charge of the human resources centre, the President's Office and ZTE Institute of the Company. Ms. Zhou has many years of experience in the telecommunications industry, including over 16 years in managerial positions.

Mr. Tian Wenguo, 38, has been a Senior Vice President of the Company since 2005 and is responsible for the marketing operations of the Company. Mr Tian graduated from Harbin Institute of Technology in 1991 with a bachelor of science degree in engineering, specialising in electromagnetic surveys and devices. Mr Tian joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1996, and from 1997 to 2002, he was the manager of the Company's Chongqing Sales Office and the general manager of the Southwest Region, and from 2002 to 2005, he was the Vice President and general manager of Second Sales Division of the Company. Since 2005, he has been the Senior Vice President of the Company in charge of the Second Sales Division. Mr Tian has many years of experience in the telecommunications industry, including over 9 years in managerial positions.

Mr. Qiu Weizhao, 43, has been a Vice President of the Company since 1998, and is responsible for the logistics operations of the Company. Mr Qiu is a senior engineer, graduated from Xian University of Electronic Technology in 1988, specialising in telecommunications and electronic systems, and has obtained a master of science degree in engineering. Mr Qiu joined Changde Wired Communication (Group) Company in 1988 and served as the deputy general manager. He joined the Company in 1998 as Vice President and has since then been in charge of the Company's logistics and procurement operations. Mr Qiu has many years of experience in the telecommunications industry, including over 18 years in managerial positions.

Ms. Chen Jie, 48, has been a Vice President of the Company since 2002 and is responsible for commercial technology of the marketing operations. Ms. Chen graduated from the Nanjing University of Posts and Telecommunications (formerly "Nanjing Institute of Posts and Telecommunications") in 1989, specialising in telecommunications and from the New York University's Department of Computer Science in 1994 with a double master's degree. Ms. Chen holds the titles of senior researcher and senior engineer. From 1989 to 1992, Ms. Chen was a manager of the Development Division of Shenzhen Zhongxing Semiconductor Co., Ltd. From 1995 to 1998, she was the senior researcher and head of the Research Department of AT&T Bell Laboratory. From 1998 to the beginning of 2002, she served as the general manager of the Company's subsidiaries in the US. Since 2002, she has been the Vice President of the Company in charge of the Networking Operations Division. Ms Chen has many years of experience in the telecommunications industry, including over 11 years in managerial positions.

Ms. Fang Rong, 42, has been a Vice President since 1988 and is responsible for Fourth Sales Division of the sales operations of the Company since 1998. Ms. Fang is a senior engineer, graduated from the Nanjing University of Posts and Telecommunications (formerly "Nanjing Institute of Posts and Telecommunications") in 1987 with a bachelor of science degree in engineering, specialising in telecommunications engineering. From 1987 to 1995, Ms. Fang carried out research and development work in the Wuhan Academy of Postal and Telecommunications Sciences of the Ministry of Posts and Telecommunications. From 1995 to 1997, she worked in marketing in Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited. Since 1998, she has been the Vice President of the Company in charge of the General Product Division and the Fourth Sales Division. Ms. Fang has many years of experience in the telecommunications industry, including over 11 years in managerial positions.

Mr. Zhao Xianming, 40, has been a Vice President of the Company since 2004 and is responsible for marketing. Mr Zhao graduated from the Harbin Institute of Technology in 1997, specialising in telecommunications and electronic systems and has obtained a doctorate of science degree in engineering. From 1991 to 1998, Mr Zhao served as a deputy manager of the Communication Engineering Teaching and Research Office of Harbin Institute of Technology. He joined the Company in 1998 and engaged in the research, development and management of the CDMA products, and had been the head of the Research & Development Group, project manager and general product manager from 1998 to 2003. Since 2004, he has been the Vice President of the Company in charge of the CDMA Division of the Company. Mr Zhao has many years of experience in the telecommunications industry, including over 15 years in managerial positions.

Mr. Ding Mingfeng, 37, has been a Vice President of the Company since 1998 and is responsible for overseas telecommunications operations. Mr Ding graduated from Harbin Institute of Technology in 1994, specialising in computer science and has obtained a master of science degree in engineering. From 1994 to 1995, Mr Ding carried out research and development work in Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited. From 1995 to 1997, he served as deputy head of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited's Nanjing Research Institute. Since 1998, he has been the Vice President of the Company in charge of the Switch Products Division, the First Sales Division, the Technology Centre and the Quality Planning Centre. He has many years of experience in the telecommunications industry, including over 10 years in managerial positions.

Mr. Pang Shengqing, 38, has been a Vice President of the Company since 2006 and is responsible for the Company's First Sales Division of sales operations. Mr Pang is an engineer, graduated from Huazhong University of Science and Technology, specialising in mechanical manufacturing and obtained a doctorate of science degree in engineering in 1995. He was awarded with the Guangdong Science and Technology Award in May 2002. Mr Pang joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1995. From 1997 to 2000, Mr Pang was involved in research and development of the Company's CDMA core technology research and hardware systems. Mr Pang was deputy general manager of the CDMA Division and general manager of the First Sales Division from 2001 to 2005. Since 2006, he has been Vice President of the Company in charge of the First Sales Division. He has many years of experience in the telecommunications industry, including over 8 years in managerial positions.

Mr. Fan Qingfeng, 38, has been a Vice President of the Company since 2006, and is responsible for the Company's Beijing branch. Mr Fan graduated from Liaoning Engineering Technology University in 1992 with a bachelor's degree, specialising in industrial electrical automation. He graduated from Tsinghua University in 2006 with a master's degree in business administration. He joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1996. From 1997 to 2005, Mr Fan acted as the project manager of the Company's Zhengzhou office, the manager of Chongqing office, regional vice president of Eastern China region and manager of Ji'an Office, deputy general manager of the Company's Second Sales Division and head of Beijing branch. Since 2006, he has been Vice President of the Company in charge of the Beijing Branch. He has many years of experience in the telecommunications industry, including over 7 years in managerial positions.

Mr. Zeng Xuezhong, 33, has been a Vice President of the Company since August 2006 and is responsible for the Company's Third Sales Division of sales operations. Mr Zeng graduated from Tsinghua University with a bachelor of science degree in engineering in modern applied science in 1996. Mr Zeng joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1996. From 1997 to August 2006, Mr Zeng was the Company's senior project manager, manager of Guiyang branch and manager of Kunming branch, deputy general manager and general manager of the Second Sales Division. Since August 2006, he has been Vice President of the Company in charge of the Third Sales Division. Mr Zeng has many years of experience in the telecommunications industry, including over 7 years in managerial positions.

Mr. Xu Huijun, 33, has been a Vice President of the Company since 2004 and is responsible for the after-sales services of the sales operations of the Company. Mr Xu graduated from Tsinghua University in 1998 with a master of science degree in engineering, specialising in electronic engineering. He joined the Company in 1998 and has served as a project manager of the General Products Division, the head of Beijing Research Centre and the general manager of the general products division from 1998 to 2003. Since 2004 he has been Vice President of the Company in charge of the general products division. Mr Xu has many years of experience in the telecommunications industry, including over 8 years in managerial positions.

Mr. Yu Yong, 40, has been a Vice President of the Company since 2006 and is currently in charge of financing of the financial operations of the Company. Mr Yu graduated from Nankai University in 1995 with a master's degree in business administration. Mr Yu joined the Company in 1997 and was director of the Financial Management Centre and the Financial Centre from 1997 to 2005. Since 2006, he has been Vice President of the Company in charge of the financing of the financial operations of the Company. Mr Yu has many years of experience in the telecommunications industry, including over 10 years in managerial positions.

Mr. Ye Weimin, 40, has been a Vice President of the Company since 2001 and is responsible for ZTE Kangxun Telecom Company Limited of the Company's logistics operations. Mr Ye graduated from Shanghai Jiao Tong University in 1988 with a bachelor of science degree in engineering, specialising in computer science and engineering. He joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1994 and was previously involved in the engineering research and development of digital programme-control switches and mobile communication systems. From 1997 to 2001, he served as the chief officer of the Company's Central Laboratory, head of the quality control department of Mobile Operations Division and the Customer Services Department and deputy general manager of the Third Sales Division. Since 2001, he has been Vice President of the Company in charge of the Mobile Operations Division and the Fifth Sales Division. Mr Ye has many years of experience in the telecommunications industry, including over 11 years in managerial positions.

Mr. Zhong Hong, 37, has been a Vice President of the Company since 2006 and is responsible for sales of corporate networks and network of government institutions, channels sales operations. Mr Zhong graduated from Shanghai Jiaotong University with a master of science degree in engineering specialising in mechanical engineering in 1995. Mr Zhong joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1995. From 1997 to 2005, Mr Zhong was a director of Shanghai Research Institute and general products manager of the Network Business Division of the Company. Since 2006, he has been Vice President of the Company in charge of the Company's Data Business Division. He has many years of experience in the telecommunications industry, including over 6 years in managerial positions.

Mr. Ni Qin, 47, has been a Vice President of the Company since 1998 and is responsible for IT functions of research and development. Mr Ni graduated from Shanghai School of Posts and Telecommunications in 1981, specialising in telecommunications. From 1981 to 1994, Mr Ni carried out technological research and development work in Shanghai Postal and Telecommunication Research Institute No.1. He served as head of Shanghai Research Institute of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited from 1994 to 1997. Since 1998 he has been Vice President of the Company in charge of the access product Division, the Handset Division and IT construction. Mr Ni has many years of experience in the telecommunications industry, including over 12 years in managerial positions.

Mr. Wu Zengqi, 42, the General Manager of the Fifth Sales Division of the Company, is responsible for the Fifth Division of the sales operations. Mr Wu graduated from Fudan University with a Master's degree in economics in 1990, specialising in global economics. He joined the Company in 1999 and was the Chief Representative of the Libyan Office of the First Sales Division and the general manager of North Africa region of the Fifth Division from 1999 to 2006. Mr Wu has many years of experience in the telecommunications industry, including over 7 years in managerial positions.

Mr. Feng Jianxiong, 33, the Secretary to the Board of Directors of the Company, is responsible for the Securities and Investor Relations department of the Company. Mr Feng graduated from Tianjin University of Finance and Economics with a bachelor degree in economics specialising in international finance. Mr Feng joined Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited in 1996. He has been the Secretary to the Board of Directors, and subsequently the head of the Investment Department, the Securities and Finance Department and the Securities and Investor Relations Department of the Company since 2000. Mr Feng has many years of experience in the telecommunications industry, including over 7 years in managerial positions.