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ZTE

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: 00763)

Proposed Re-election and Appointment of Directors of the Tenth Session of the Board

INTRODUCTION

Reference is made to the circular and the AGM Notice dated 7 March 2025 of the Company which contains the details of the resolutions to be tabled before the AGM for the Shareholder's approval. This announcement shall be read in conjunction with the circular, the AGM Notice.

At the Forty-second Meeting of the Ninth Session of the Board held on 11 March 2025, the Resolution on the Re-election of the Board of Directors and the Nomination of Non-independent Directors for the Tenth Session of the Board of Directors and the Resolution on the Re-election of the Board of Directors and the Nomination of Independent Non-Executive Directors for the Tenth Session of the Board of Directors were considered and approved.

At the same time, the Board received the letter of adding ex tempore motions from Zhongxingxin, the Company's Shareholder (which held 958,940,400 A Shares and 2,038,000 H Shares, representing 20.09% of the total number of Shares of the Company in aggregate, as at 11 March 2025), that the "Resolution on the Re-election of the Board of Directors and the Election of Non-independent Directors for the Tenth Session of the Board of Directors" and the "Resolution on the Re-election of the Board of Directors and the Election of Independent Non-Executive Directors for the Tenth Session of the Board of Directors" shall be submitted as ex tempore motions to AGM for consideration.

Proposed Re-election and Appointment of Non-independent Directors of the Tenth Session of the Board

As the term of office of the Ninth Session of the Board will conclude on 29 March 2025, Zhongxingxin, the controlling shareholder of the Company has nominated Mr. Li Zixue, Mr. Xu Ziyang, Mr. Yan Junwu, Ms. Fang Rong, Mr. Zhu Weimin and Mr. Zhang Hong, as Candidates for Non-independent Directors of the Tenth Session of the Board of the Company.

The term of office of the Candidates for Non-independent Directors of the Tenth Session of the Board is three years, which shall commence from the date on which the appointment is approved by the general meeting.

Please refer to Appendix I and Appendix III in the announcement for brief biographies and other information relating to the Candidates for Non-independent Directors listed above.

The proposal will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

Proposed Re-election and Appointment of Independent Non-Executive Directors for the Tenth Session of the Board

As the term of office of the Ninth Session of the Board will conclude on 29 March 2025, Zhongxingxin, the controlling shareholder of the Company has nominated Mr. Zhuang Jiansheng, Mr. Wang Qinggang, Mr. Tsui Kei Pang as Candidates for Independent Non-executive Directors of the Tenth Session of the Board of the Company.

In accordance with the "Management Regulations of Independent Directors in Listed Companies" (《上市公司獨立董事管理辦法》) issued by the China Securities Regulatory Commission which stipulates that "the term of office of Independent Directors of a listed company shall be the same as the term of office of other Directors of that listed company, and Independent Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office", the term of office of Candidate for Independent Non-executive Directors of the Tenth Session of the Board of Mr. Zhuang Jiansheng, who has been Independent Non-executive Directors of the Company since 19 June 2020, will commence on the date on which the appointment is approved by the general meeting and end on 18 June 2026.

The term of office for Mr. Wang Qinggang, Mr. Tsui Kei Pang, the Candidates for Independent Non-executive Directors of the Tenth Session of the Board is three years, which shall commence from the date on which the appointment is approved by the general meeting.

Please refer to Appendix II and Appendix III in the announcement for brief biographies and other information relating to the Candidates for Independent Non-executive Directors listed above.

Upon review on the criteria for being a director of the Company, the Nomination Committee has extensively recruited candidates for election as a director and collected the information about the initial candidates, such as professions, academic qualification, position, work experience and all other concurrent employment. With the candidates' consent to nomination, the Nomination Committee convened a meeting for considering the qualification of the initial candidates according to the criteria for being a director, then the recommendation and relevant materials of the director candidates were submitted to the Board.

The Board is of the view that the candidates for election as Independent Non-executive Directors, namely Mr. Zhuang Jiansheng, Mr. Wang Qinggang and Mr. Tsui Kei Pang have professional qualifications and considerable experience in various domains, such as accounting, law and compliance, and they have built influence in the industry and fulfilled their duties in an enthusiastic manner. Mr. Zhuang Jiansheng has been admitted as a PRC Attorney with extensive experience in international trade compliance and corporate regulatory matters, thus he is able to complement the professional background of the composition of the Board in terms of law and compliance. Mr. Wang Qinggang is the professor of accounting and certified public accountant of the PRC with strong academic and professional background as well as extensive experience in accounting and finance, thus he is able to complement the professional background of the composition of the Board in terms of accounting and finance. Mr. Tsui Kei Pang is a solicitor admitted in Hong Kong, thus he is able to complement the professional background of the composition of the Board in terms of corporate governance.

Accordingly, the respective academic background, experience and practice of Mr. Zhuang Jiansheng, Mr. Wang Qinggang and Mr. Tsui Kei Pang allow them to offer valuable insights to the Board in the matter of, among others, finance, law and compliance, and diversity of board members can be achieved through consideration of a number of factors, such as age, cultural and educational background, or professional experience, skills and expertise upon their election as Independent Non-Executive Directors. Each of Mr. Zhuang Jiansheng, Mr. Wang Qinggang and Mr. Tsui Kei

Pang has submitted to the Board a written confirmation of his independence under the requirements of the Rule 3.13 of Hong Kong Listing Rules and the Shenzhen Listing Rules. Upon considering the above factors, the Board is of the view that Mr. Zhuang Jiansheng, Mr. Wang Qinggang and Mr. Tsui Kei Pang are independent persons of the Company.

Qualifications and independence for the aforesaid Candidates for Independent Non-executive Directors are subject to being approved by SZSE without dissent before tabling at the AGM for voting.

The proposal will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

AGM

The AGM will be held, as originally scheduled at 3:00 p.m. on Friday, 28 March 2025 at the 4th Floor, A Wing, ZTE Plaza, Keji Road South, HiTech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China, to consider and pass, if thought fit, the resolutions set out in the AGM Notice and the supplementary ordinary resolutions in relation to Proposed Re-election and Appointment of Non-independent Directors of the Tenth Session of the Board and Proposed Re-election and Appointment of Independent Non-Executive Directors for the Tenth Session of the Board. The AGM Supplementary Notice and revised proxy form will be despatched to the H Shareholders in due course.

DEFINITIONS

Unless the context otherwise requires, the terms used in this announcement shall have the following meanings:

AGM	The 2024 annual general meeting of the Company to be held at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China at 3:00 p.m. on Friday, 28 March 2025
AGM Notice	Notice of the 2024 Annual General Meeting dated on 7 March 2025 of the Company
AGM Supplementary Notice	Supplementary Notice of the 2024 Annual General Meeting
A Share(s) or Domestic Share(s)	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SZSE
Articles of Association	The Articles of Association of the Company

Board	The Board of Directors of the Company
Candidate(s) for Director(s)	Candidate(s) for Non-independent Directors and Independent Non-Executive Directors of the Tenth Session of the Board
China or the PRC	The People's Republic of China
Company or ZTE	ZTE Corporation, a joint stock limited company incorporated in the People's Republic of China, whose shares are listed on the SEHK and the SZSE
Director(s)	Member(s) of the Board of Directors of the Company
Group	The Company and the subsidiaries included in its consolidated financial statements
H Share(s)	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SEHK
Hong Kong Listing Rules	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
RMB	Renminbi, the statutory currency of the PRC
SEHK	The Stock Exchange of Hong Kong Limited
SFO	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Shares	A Share(s) or Domestic Share(s) and H Share(s)
SZSE	The Shenzhen Stock Exchange
Zhongxingxin	Zhongxingxin Telecom Company Limited, the controlling shareholder of the Company

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
11 March 2025

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, Fang Rong, Zhu Weimin, Zhang Hong; and three independent non-executive directors, Zhuang Jiansheng, Wang Qinggang, Tsui Kei Pang.

Mr. Li Zixue (李自學), male, born in 1964, graduated from Xi'an Jiaotong University in 1987 with a bachelor's degree in engineering majoring in electronic components and materials, and currently holds the professional title of researcher. Mr. Li joined Xi'an Microelectronics Technology Research Institute in 1987, working on research and development and management in relation to microelectronic technology. From 1987 to 2010, Mr. Li served successively as technician, deputy head, deputy chief and chief of hybrid integrated circuit department. From 2010 to 2014, Mr. Li acted successively as deputy head, deputy secretary of party committee, general secretary of discipline inspection committee and chairman of the supervisory committee of Xi'an Microelectronics Technology Research Institute. From 2014 to 2015, he was general secretary of party committee and general secretary of discipline inspection committee, chairman of the supervisory committee and deputy head of Xi'an Microelectronics Technology Research Institute. Mr. Li acted as general secretary of party committee and deputy head of Xi'an Microelectronics Technology Research Institute from 2015 to January 2019. Mr. Li has been Chairman and Executive Director of the Company since June 2018. Mr. Li has extensive experience in the operation and management of the electronics industry.

Mr. Xu Ziyang (徐子陽), male, born in 1972, graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as head of development department, and product general manager of core network, regional MKT general manager, general manager of subsidiary and assistant to the President. Mr. Xu has been President of the Company since July 2018 and Executive Director of the Company since August 2018. Mr. Xu has many years of operational and management experience in the telecommunication industry.

Mr. Yan Junwu (閆俊武), male, born in 1968. Mr. Yan was previously named Yan Suoping. He graduated from Inner Mongolia University in 1989 majoring in electronics and information systems and further obtained a Master of Engineering degree specialising in general missile design, as well as the title of research fellow, in 1992. Mr. Yan joined Beijing Institute of Astronautical System Engineering under China Academy of Launch Vehicle Technology in 1992 to engage in general missile design and informatisation projects, serving successively as designer, team leader and deputy head of the development and planning department of Beijing Institute of Astronautical System Engineering under China Academy of Launch Vehicle Technology from 1992 to 2009. From 2009 to 2015, he successively served as deputy head of the planning department and deputy head of the weaponry department of China Aerospace Science and Technology Corporation. From 2015 to 2017, he served as director, president and deputy secretary of Party Committee of Beijing Shenzhou Aerospace Software Technology Co., Ltd. From 2017 to 2020, he was vice chairman of China Siwei Surveying & Mapping Technology Co. Ltd. From 2020 to 2023, he served as director of China Great Wall Industry Corporation, China Siwei Surveying & Mapping Technology Co. Ltd. and Beijing Shenzhou Aerospace Software Technology Co., Ltd., respectively. Since 2023, he has been deputy head of China Academy of Space Electronics Technology, an indirect shareholder of Zhongxingxin. Mr. Yan has extensive experience in the electronics industry in both professional and management capacities.

Ms. Fang Rong (方榕), female, born in 1964, graduated from Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1987 with a bachelor's degree in engineering, majoring in telecommunications engineering. From 1987 to 1995, Ms. Fang worked at Wuhan Posts and Telecommunications and Science Research Institute under the Ministry of Posts and Telecommunications. She worked with Zhongxingxin, controlling shareholder of the Company, from 1995 to 1997 and with the Company from 1997 to 2009, acting as Senior Vice President of the Company from 1998 to 2009. She was executive vice president of Zhongxing Development Company Limited from 2009 to April 2024 and has been director of the company since 2009. From September 2021, she has been chairman of Xiazhi

Technology Company Limited. Ms. Fang has been Non-executive Director of the Company since June 2018. Ms. Fang has many years of operational and management experience in the telecommunication industry

Mr. Zhu Weimin (諸為民), male, born in 1966, graduated from the Department of Electronic Engineering of Shanghai Jiaotong University in 1988 with a bachelor's degree in engineering majoring in electronic engineering and obtained an MBA degree from China Europe International Business School in Shanghai in 2003. Mr. Zhu served successively as a technician and deputy head of Suzhou Dongfeng Communication Equipment Factory Research Institute from 1988 to 1991; research engineer and deputy director of the development department of Shenzhen Zhongxing Semiconductor Co., Ltd. from 1991 to 1993; research engineer of Zhongxingxin, the controlling shareholder of the Company, and head of Nanjing Research Institute of Zhongxingxin from 1993 to 1997. Mr. Zhu served as Director and Deputy General Manager of the Company from 1997 to 2000; deputy general manager of Zhongxingxin from 2002 to 2003; general manager of Shenzhen Changfei Investment Co., Ltd. from 2004 to 2013; and director of Shenzhen Jufei Optoelectronics Co., Ltd. (a company listed on the Shenzhen Stock Exchange) from 2009 to 2015. Mr. Zhu served as director of Shenzhen Techaser Technologies Co., Ltd. from 2008 to 2023 (concurrently as advisor from 2013 to 2018); and chairman/director of Shenzhen Zhongxing International Investment Co., Ltd. and its certain subsidiaries since 2018. At present, he is concurrently serving as director of Zhongxingxin, Shenzhen Zhongxing WXT Equipment Company Limited, Shenzhen Xinyu Tengyue Electronics Co., Ltd. and Hainan Xinghang Technology Company Limited. Mr. Zhu has been Non-executive Director of the Company since June 2018. Mr. Zhu has extensive experience in management and operations.

Mr. Zhang Hong (張洪), male, born in 1979, graduated from Hubei University with a bachelor's degree in Management in 2001, majoring in Accounting. In 2019, he obtained a master's degree in Public Administration from Zhongnan University of Economics and Law. He holds the title of senior accountant and qualifications as a Certified Internal Auditor and an International Certified Management Accountant. He has been included in the list of Top-tier Accounting Professionals of Hubei Province. From 2001 to 2012, Mr. Zhang worked with Hubei Sanjiang Space Wan Feng Technology Development Co., Ltd. as a financial personnel, holding successively the positions of accounting clerk at the financial division, deputy head of accounting division, head of accounting division, head of audit division, director of factory office, head of financial department and deputy chief accountant. From 2012 to 2015, he worked successively as assistant to head of institute and head of financial department and chief accountant of Aerospace Heavy Industry Co., Ltd. From 2015 to 2018, he was deputy head of financial department of China Aerospace Sanjiang Group Co., Ltd. From 2018 to 2023, he was chief accountant, chief legal adviser and chief compliance officer (CCO) of Henan Aerospace Industrial Co., Ltd. Since 2023, he has been chief accountant, chief legal adviser and chief compliance officer (CCO) of Shenzhen Aerospace Industrial Technology Research Institute Limited and concurrently director and chief accountant of CASIC Shenzhen (Group) Company Limited. He has been supervisor of Zhongxingxin since July 2024 and Non-executive Director of the Company since June 2024. Mr. Zhang has many years of experience in management and operations.

**APPENDIX II BRIEF BIOGRAPHIES OF THE CANDIDATES FOR INDEPENDENT
NON-EXECUTIVE DIRECTORS OF THE TENTH SESSION OF THE
BOARD**

Mr. Zhuang Jiansheng (莊堅勝), male, born in 1965, graduated from East China University of Political Science and Law with a bachelor's degree in law in 1988, and obtained a master's degree in international and economic law from the University of International Business and Economics in 1991. Mr. Zhuang has been admitted as a PRC Attorney. Mr. Zhuang has worked in Shanghai WGQ Free Trade Zone Development Corporation, PricewaterhouseCoopers Consulting Firm, and Baker & McKenzie LLP in the United States. Mr. Zhuang has been the advisory partner of Shanghai Huiye Law Firm with respect to the business of trade compliance and customs since January 2016. He has been Independent Non-executive Director of the Company since June 2020. Mr. Zhuang has extensive experience in legal and practical matters in areas like international trade compliance, corporate regulatory matters, customs and tax law.

Mr. Wang Qinggang (王清剛), male, born in 1970. Mr. Wang was previously named Wang Yong. He graduated from Huazhong Agricultural University with a bachelor's degree in Economics in 1993, majoring in Economic Management. He received a master's degree in Economics from Zhongnan University of Finance (renamed Zhongnan University of Economics and Law in 2000) in 1996, followed by a PHD in Management at Zhongnan University of Economics and Law in 2004. During 2004-2007, he undertook post-doctoral research in business administration at Xiamen University. He holds the qualification of a PRC certified accountant (non-practising). Mr. Wang has been on the faculty of Zhongnan University of Economics and Law since 1996 and is currently a professor / tutor to doctoral students at the School of Accounting of the university. Mr. Wang has been an independent director of Wuhan Xingtu Xinke Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange), Wuhan SZY Biotech Joint Stock Co., Ltd. (a non-listed company) and Anhui Hongyu Wuzhou Medical Manufacturing Co., Ltd. (a company listed on the Shenzhen Stock Exchange) since March 2019, January 2021 and February 2023, respectively. He has previously served as independent director at Wuhan Sante Cableway Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange), Jinhui Liquor Co., Ltd. (a company listed on the Shanghai Stock Exchange) and Wuhan Mindsemi Company Limited (a non-listed company). Mr. Wang has been Independent Non-executive Director of the Company since June 2024. He has a strong academic and professional background as well as extensive experience in accounting and finance.

Mr. Tsui Kei Pang (徐奇鵬), male, born in 1960, graduated from The University of Hong Kong with a LLB degree and a Master of Laws degree in 1990 and 1997, respectively. Mr. Tsui has been a practicing solicitor of Hong Kong for more than 30 years, working with Gallant Y T Ho & Co from 1993 to 2018 and, since 2018, Messrs. Anthony Siu & Co where he is currently a partner. Mr. Tsui has been an independent non-executive director of CIMC Enric Holdings Limited (a company listed on the Stock Exchange of Hong Kong) since November 2009. He is also an arbitrator at China International Economic and Trade Arbitration Commission South China Branch (Shenzhen International Arbitration Committee), Hainan International Arbitration Court, and Huizhou Arbitration Committee, respectively, an honorary legal adviser of The Hong Kong Real Estate Association and Hong Kong Association for Testing, Inspection and Certification Ltd., respectively, and the vice president of Association of China-Appointed Attesting Officers Limited. He has been Independent Non-executive Director of the Company since June 2024. Mr. Tsui has strong professional qualifications and extensive experience in the legal sector.

I. Interests of the Candidates for Directors

As at the date of this announcement, the interests and short position of the Candidates for Directors in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) were as follows:

Name	Number and Class of shares held
Xu Ziyang	168,000 A shares

Save as disclosed above, as at the date of this announcement, none of the Candidates for Directors had any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) that is required to be recorded in the register to be kept under Section 352 of the SFO, or otherwise notified to the Company and SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

As at the date of this announcement, none of the Candidates for Directors, or their respective spouses or children under the age of 18 had been granted or had exercised any rights to subscribe for the share capital or debentures of the Company or its associated corporations.

II. Positions held with the Company or other members of the Group

As at the date of this announcement, the following Candidates for Directors held positions as directors or employees in the Company or other members of the Group:

Name	Name of the company	Position
Li Zixue	ZTE Corporation	Chairman, Executive Director
Xu Ziyang	ZTE Corporation	Executive Director, President
Fang Rong	ZTE Corporation	Non-Executive Director
Zhu Weimin	ZTE Corporation	Non-Executive Director
Zhang Hong	ZTE Corporation	Non-Executive Director
Zhuang Jiansheng	ZTE Corporation	Independent Non-Executive Director
Wang Qinggang	ZTE Corporation	Independent Non-Executive Director
Tsui Kei Pang	ZTE Corporation	Independent Non-Executive Director

Save as disclosed above, none of the Candidates for Directors held positions in the Company or other members of the Group.

III. Relationship with substantial or controlling shareholder, other Directors, Supervisors and senior management of the Company

As at the date of this announcement, the following Candidates for Directors are also the directors or employees of companies which are substantial or controlling shareholders of the Company:

Name	Name of Shareholders	Position with Shareholders
Yan Junwu	China Academy of Space Electronics Technology (indirect shareholder of Zhongxingxin)	deputy head
Zhu Weimin	Zhongxingxin	Director
	Shenzhen Zhongxing WXT Equipment Company Limited (shareholder of Zhongxingxin)	Director

Name	Name of Shareholders	Position with Shareholders
Zhang Hong	Zhongxingxin	Supervisor
	Shenzhen Aerospace Industrial Technology Research Institute Limited (indirect shareholder of Zhongxingxin)	Chief accountant, chief legal adviser and chief compliance officer (CCO)
	CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin)	Director, Chief accountant

Save as disclosed above, none of the Candidates for Directors had any relationship with substantial or controlling shareholder, any director, supervisor and senior management of the Company.

IV. Service agreements and emoluments

Upon election, each of the elected Directors will enter into a service contract with the Company. The term of office of the Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting, except that the term of office of the Mr. Zhuang Jiansheng will commence from the date on which the appointment is approved by the general meeting and end on 18 June 2026.

According to the service contract, Non-independent Directors who do not otherwise hold any positions at the Company and Independent Non-executive Directors shall receive directors allowance. Non-independent Directors shall each receive an annual fee of RMB200,000 (before tax) from the Company in accordance with the rates approved at the First Extraordinary General Meeting of 2022. Independent Non-executive Directors shall each receive an annual fee of RMB400,000 (before tax) from the Company in accordance with the rates approved at the First Extraordinary General Meeting of 2022. Directors' personal income tax payable on Directors' allowance shall be withheld and paid by the Company on behalf of the Directors concerned. Other Non-independent Directors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive director allowance.

V. Directorships held at other listed companies and other major appointments and professional qualifications

Save as disclosed in this announcement, none of the Candidates for Directors has held any directorship in any other listed companies or other major appointments or professional qualifications in the past three years.

VI. Others

Save as disclosed in this announcement, as at the date of this announcement, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the candidates for Directors in particular, that need to be brought to the attention of the shareholders of the Company.