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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)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2010**

**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 2010 (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 Thirty-Second Meeting of the Fourth Session of the Board of Directors of the Company on 5 February 2010. 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 Tuesday, 30 March 2010.

#### **(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.

**(iv) Voting method**

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

**(v) 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, 26 February 2010 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”);
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited upon the close of trading of its H shares on The Stock Exchange of Hong Kong Limited on Friday, 26 February 2010 at 4:00 p.m. (hereinafter referred to as “H Shareholders”);
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.

**(vi) Closure of H share register**

The H share register of the Company will be closed from Saturday, 27 February 2010 to Monday, 29 March 2010 (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., 26 February 2010.

**II. MATTERS TO BE CONSIDERED AT THE EGM**

The following resolutions will be considered at the EGM:

**Ordinary Resolutions**

**1. Resolution of the Company on the Re-election of the Board of Directors and Election of Directors for the Fifth Session of the Board of Directors**

Mr. Hou Weigui, Mr. Lei Fanpei, Mr. Xie Weiliang, Mr. Zhang Junchao, Mr. Wang Zhanchen, Mr. Dong Lianbo, Mr. Yin Yimin, Mr. Shi Lirong and Mr. He Shiyou as candidates for non-independent directorships at the Fifth Session of the Board of Directors of the Company, and Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei,

Mr. Chen Naiwei and Mr. Tan Zhenhui as candidates for independent directorships at the Fifth Session of the Board of Directors of the Company have been nominated by the Fourth Session of the Board of Directors of the Company.

Information on the candidates for independent directorships shall be submitted to the Shenzhen Stock Exchange for examination and then tabled at the general meeting for review and voting if such information is approved by the Shenzhen Stock Exchange without dissenting views.

In accordance with the “Guidelines for the Establishment of the System of Independent Directorship in Listed Companies” 《關於在上市公司建立獨立董事制度的指導意見》 issued by the CSRC which stipulate that “the term of independent directors of a listed company shall be the same as the term 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,” Mr. Li Jin, candidate for independent directorship at the Fifth Session of the Board of Directors who was first appointed as an Independent Director of the Company on 30 June 2004, shall serve a term commencing on 30 March 2010 and ending on 29 June 2010 subject to approval of Mr. Li Jin’s appointment by way of shareholders’ resolution. Other than Mr. Li Jin, the candidates for directorship at the Fifth Session of the Board of Directors shall serve a term commencing on 30 March 2010 and ending on 29 March 2013 subject to the approval of the respective shareholders’ resolutions.

Brief biographies of the aforesaid candidates for directorships and other information are set out in Annexes I and III.

## **2. Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders’ Representative Supervisors for the Fifth Session of the Supervisory Committee**

Ms. Wang Yan and Ms. Xu Weiyan as candidates of Shareholders’ Representative Supervisors for the Fifth Session of the Supervisory Committee of the Company have been nominated by the Fourth Session of the Supervisory Committee of the Company.

The candidates for Shareholders’ Representative Supervisors at the Fifth Session of the Supervisory Committee shall serve a term commencing on 30 March 2010 and ending on 29 March 2013.

Brief biographies of the aforesaid candidates for Shareholders’ Representative Supervisors and other information are set out in Annexes II and III.

In accordance with relevant provisions of the Articles of Association, resolutions No. 1 and 2 set out above shall be determined by way of accumulative voting, whereby each candidate for director and each candidate for supervisor shall be voted upon on an individual basis.

### **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 photocopy of its corporate business license, a power of attorney of the legal representative 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 confirmation reply slip of their intention to attend the EGM to the address for registration by hand, mail or fax.

#### **(2) Registration period**

From Monday, 1 March 2010 to Tuesday, 9 March 2010 (excluding statutory holidays).

#### **(3) Address for registration**

Registration for the EGM will be conducted at: 6th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, 518057.

#### **(4) Requirements for proxy registration and submission of documents on a poll**

1. Any shareholder entitled to attend and vote at the EGM may entrust one or more person (whether or not a shareholder) as his proxy(ies) to attend and vote at the EGM on his behalf. The shareholder may attend and vote at the EGM in person notwithstanding that he has completed and submitted the proxy form; in such a case, the proxy form is deemed to be 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 votes the shareholder is entitled to exercise at the EGM, and the different proxies may not exercise voting rights in respect of the same share.
2. A shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorizing 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 authorizing shareholder himself. In order to be valid, the proxy form must be 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 EGM on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form by the authorizing shareholder, the stock account card of the authorizing 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: Zhang Qin
3. Contact telephone number: + 86 (755) 26770282
4. Contact fax number: + 86 (755) 26770286

#### V. REFERENCE

Resolutions of the Thirty-Second Meeting of the Fourth Session of the Board of Directors of ZTE Corporation.

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

Shenzhen, the PRC  
10 February 2010

*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, Mi Zhengkun, Li Jin, Qu Xiaohui, Wei Wei and Chen Naiwei.*