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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 on Resolutions of the Third Extraordinary General Meeting of 2020

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

The Third Extraordinary General Meeting of 2020 (the “EGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 21 December 2020. Details in respect of the resolutions and voting results of the EGM are as follows:

I. IMPORTANT NOTICE

1. There were no veto resolutions in the EGM.
2. There were no changing resolutions approved by previous general meetings in the EGM.

II. INFORMATION REGARDING THE CONVENING OF THE EGM

(I) Date and time

1. On-site meeting commenced at 3:30 p.m. on Monday, 21 December 2020.
2. Online voting by A shareholders was conducted on 21 December 2020 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:15 a.m. to 9:25 a.m., from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 21 December 2020; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 9:15 a.m. to 3:00 p.m. on 21 December 2020.

(II) Venue

The on-site meeting was held at the Conference Room on the 4th floor of A Wing of the Company’s headquarters in Shenzhen.

(III) Voting method

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

(IV) Convener

The EGM was convened by the Board of Directors of the Company.

(V) Chairman of the EGM

Mr. Li Zixue, the Chairman of the Board of Directors of the Company, presided over the EGM.

(VI) The convening of the EGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the articles of association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE EGM

276 shareholders (or proxies) held 1,366,755,230 shares or 29.64% of the total number of shares carrying voting rights at the EGM of the Company. Of which 271 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 332,627,700 shares or 7.21% of the total number of shares carrying voting rights at the EGM of the Company. There were no shares in the Company which entitled its holders to attend the EGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. For details of shareholders who were required to abstain from voting in respect of the resolutions tabled at the EGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules, please refer to "IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS".

Comprising:

(1) Attendance of holders of A shares

274 A shareholders (or proxies) holding 1,260,023,789 shares or 32.69% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 15 A shareholders (or proxies) holding 1,103,204,302 shares or 28.62% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 259 A shareholders holding 156,819,487 shares or 4.07% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

2 H shareholders (or proxies) holding 106,731,441 shares or 14.13% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, certain Directors, Supervisors and certain senior management of the Company, the PRC lawyers and sponsor of the Company attended the EGM. Certain Directors and senior management of the Company did not attend the EGM due to work reasons.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and approved at the EGM by way of a combination of on-site voting and online voting (All resolutions at the EGM are special resolutions, which were approved by votes representing more than two-thirds of the voting rights held by shareholders attending the EGM. For details of the voting results, please refer to Annex “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the Third Extraordinary General Meeting of 2020”):

Special Resolutions

1. Consideration and approval of the “Resolution on the Company’s fulfilment of criteria for the acquisition of assets by issuance of shares and ancillary fund-raising”

2. Consideration and approval, item by item, of the “Resolution on the Company’s plan for the acquisition of assets by issuance of shares and ancillary fund-raising”, the details of which are as follows:

2.01 General plan

That the Company acquires 18.8219% equity interests in ZTE Microelectronics Technology Company Limited (“ZTE Microelectronics” or “Target Company”), a subsidiary of the Company, held in aggregate by Guangdong Hengjian Xinxin Investment Partnership Enterprise(Limited Partnership) (“Hengjian Xinxin”) and Shenzhen Huitong

Rongxin Investment Co., Ltd (“Huitong Rongxin”) by issuance of shares (“Target Assets”); and meanwhile to raise ancillary funds of not more than RMB2.61 billion by the non-public issuance of shares to not more than 35 specific investors. The total amount of ancillary funds to be raised thereunder shall not be more than 100% of the consideration for the proposed acquisition of the Target Assets by issuance of shares (the “Transaction”). The Transaction shall comply with the pertinent provisions of CSRC and other regulatory authorities and requirements under the general mandate. The Company intends to apply the ancillary funds raised (after deduction of relevant intermediary fees and relevant taxes) to finance research and development projects for key 5G chips and to replenish its working capital, of which not more than 50% of the gross proceeds of ancillary funds raised shall be used for the replenishment of working capital.

Prior to the Transaction, the Company and its subsidiaries Shenzhen Sai Jia Xun Investment Development Enterprise (Limited Partnership) and Shenzhen Renxing Technology Company Limited together held 81.1781% equity interest in ZTE Microelectronics. Following the completion of the Transaction, the Company will hold 100% equity interest in ZTE Microelectronics in aggregate.

Pursuant to the plan for the Transaction, the raising of ancillary funds is subject to the asset acquisition by issuance of shares, but the asset acquisition by issuance of shares is not conditional upon the success of the raising of ancillary funds.

Acquisition of assets by issuance of shares

2.02 Counterparties

The counterparties to the asset acquisition are Hengjian Xinxin and Huitong Rongxin.

2.03 Target assets

The Target Assets of the Transaction are the 18.8219% equity interests in ZTE Microelectronics held in aggregate by Hengjian Xinxin and Huitong Rongxin.

2.04 Transaction price of the target assets

The consideration payable for the 18.8219% equity interest in ZTE Microelectronics has been determined at RMB2,610,827,000 through negotiations between the parties to the Transaction based on the finalised valuation result.

2.05 Method of payment

The Company pays the full amount of the consideration for the acquisition to the counterparties by issuance of shares.

2.06 Class and par value of shares to be issued

The shares to be issued for asset acquisition are RMB ordinary shares (A Shares) with a par value of RMB1.00 per share.

2.07 Place of listing

The shares to be issued for asset acquisition will be listed on the Shenzhen Stock Exchange.

2.08 Issue price and pricing principles

In accordance with Article 45 of the Administrative Measures for the Major Asset Restructuring of Listed Companies, the price of a listed company's share issue shall not be lower than 90% of the market reference price. The market reference price shall be one of the average traded prices of the Company's A shares for the 20, 60 or 120 trading days immediately before the date of announcement of the Board resolution approving the acquisition by issuance of shares.

The pricing benchmark date for the asset acquisition by issuance of shares shall be the date of announcement of the resolution of the Twenty-sixth Meeting of the Eighth Session of the Board of Directors of the Company. Following thorough consultation with the counterparties on an equal basis taking into full consideration the interests of all parties, the Company has set the issue price at RMB30.80/share, which is not lower than 90% of the average traded price of the A shares of the Company for 20 trading days immediately before the pricing benchmark date.

During the period from the pricing benchmark date to the issuance date, in case of any ex-rights or ex-dividends events of the Company, such as distribution of dividends, bonus shares, capitalisation issue or allotment of shares, the issue price will be adjusted in accordance with relevant rules promulgated by CSRC and the Shenzhen Stock Exchange. The formula for the adjustment of the issue prices is as follows:

Assuming P0 as the issue price per share before adjustment, N as the number of bonus shares or shares to be issued upon capitalisation issue per share; K as the number of new shares to be allotted per share; A as the share allotment price, D as the dividend per share and P1 as the adjusted issue price:

Dividend distribution: $P1 = P0 - D$

Bonus issue or capitalisation issue: $P1 = P0 / (1 + N)$

Allotment of Shares: $P1 = (P0 + AK) / (1 + K)$

If all three events above are conducted simultaneously: $P1 = (P0 - D + AK) / (1 + K + N)$

2.09 Proposal in relation to the adjustment of issue price

No plan for the adjustment of the issue price has been formulated for the Transaction.

2.10 Number of shares to be issued

The number of shares proposed to be issued for the acquisition of assets shall be 84,767,110 shares. Excluding the raising of ancillary funds, the shares to be issued for the acquisition of assets shall account for 1.80% of the total share capital after the issue.

During the period from the pricing benchmark date to the issuance date, in case of any ex-rights or ex-dividends events of the Company, such as distribution of dividends, bonus shares, capitalisation issue or allotment of shares, the issue number will be adjusted in accordance with relevant rules promulgated by CSRC and the Shenzhen Stock Exchange.

2.11 Lock-up period arrangement

The lock-up period for the shares subscribed for by Hengjian Xinxin and Huitong Rongxin under the issue is as follows:

If the equity interest in ZTE Microelectronics applied in the subscription for new shares has been continuously held for less than 12 months, new shares received by the parties as a result of the acquisition shall not be transferred within 36 months from the date of listing of such new shares;

If the equity interest in ZTE Microelectronics applied in the subscription for new shares has been continuously held for more than 12 months, new shares received by the parties as a result of the acquisition shall not be transferred within 12 months from the date of listing of such new shares;

During the lock-up period for the shares, the abovementioned lock-up arrangement shall also apply to any increase of shares in the Company received by Hengjian Xinxin and Huitong Rongxin under the issue as a result of ex-right or ex-dividend events of the Company, including distribution of bonus shares, capitalisation issue or allotment of shares, etc.

2.12 Arrangement for the retained undistributed profits

The retained undistributed profits of the Company prior to the asset acquisition by issuance of shares will be shared by existing and new shareholders pro-rata to their respective shareholdings in the Company after the asset acquisition by issuance of shares.

2.13 Validity period of the resolution

The resolution on the acquisition of assets by issuance of shares is effective for a period of 12 months from the date of approval of the shareholders at the general meeting. Subject to the approval of CSRC, the effective period may be extended to the date of completion of the Transaction.

Ancillary fund-raising

2.14 Class and par value of shares to be issued

Shares to be issued for raising ancillary funds shall be RMB ordinary shares (A Shares) with a par value of RMB1.00 per share.

2.15 Place of listing

Shares to be issued for raising ancillary funds will be listed on the Shenzhen Stock Exchange.

2.16 Target subscribers

The target subscribers of shares to be issued for raising ancillary funds will be not more than 35 specific subscribers.

2.17 Method of issuance and method of subscription

It is proposed that ancillary funds will be raised by way of non-public issuance of shares through price bidding. The target subscribers will subscribe in cash for shares to be issued for raising ancillary funds.

2.18 Issue price and pricing principles

The pricing determination date for the raising of ancillary funds shall be the first day of the issue period of the raising of ancillary funds, and the issue prices shall not be lower than 80% of the average traded price of the Company's A shares for the 20 trading days immediately before the pricing determination date. The finalised issue price shall be determined by the Board of the Company or persons authorised by the Board under the mandate granted by the general meeting in consultation with the independent financial advisor (lead underwriter) of the issue based on the outcome of price bidding in accordance with the provisions of pertinent laws, administrative regulations and regulatory documents after the Transaction has been approved by CSRC.

2.19 Total amount of the ancillary fund-raising and number of shares to be issued

The raising of ancillary funds will be conducted by way of non-public issuance of shares to not more than 35 specific subscribers by way of price bidding to raise ancillary funds of not more than RMB2.61 billion. The total amount of ancillary funds to be raised shall not exceed 100% of the consideration for the proposed asset acquisition by issuance of shares.

Number of shares to be issued to raise ancillary funds = total amount of ancillary funds to be raised/issue price of shares issued to raise ancillary funds.

2.20 Lock-up period arrangement

Shares to be subscribed for by the target subscribers under the ancillary fund-raising in connection with the Transaction shall be subject to a lock-up period of 6 months from the date of completion of the issue. Any transfer thereafter shall be carried out in accordance with the relevant regulations of CSRC and the Shenzhen Stock Exchange.

2.21 Use of the ancillary fund-raising

The ancillary funds raised under the Transaction after deduction of relevant intermediary fees and relevant taxes shall be applied in the following items:

Unit: RMB100 million

No.	Item	Total amount of the item utilising issue proceeds	Proposed amount of issue proceeds to be utilised
1	Research and development projects for key 5G chips	64.83	13.10
2	Replenishment of working capital of the Company	13.00	13.00
	Total	77.83	26.10

Any shortfall in the gross amount of ancillary funds raised shall be met by the internal funds of or other financing options adopted by the Company. If the internal funds of the Company are used, they will be replaced by the proceeds upon receipt of the proceeds.

2.22 Arrangement for the retained undistributed profits

The retained undistributed profits of the Company prior to the issuance of shares to raise ancillary funds will be shared by the existing Shareholders and the new Shareholders pro-rata to their respective shareholdings in the Company after the issuance of shares to raise ancillary funds.

2.23 Validity period of the resolution

The resolution on the share issue for ancillary fund-raising issue is effective for a period of 12 months from the date of approval of the shareholders at the general meeting. Subject to the approval of CSRC, the effective period may be extended to the date of completion of the Transaction.

3. Consideration and approval of the “Resolution on the report on acquisition of assets by issuance of shares and ancillary fund-raising of ZTE Corporation (Draft) (Revised Version) and its summary”

4. Consideration and approval of the “Resolution on the Transaction not constituting a connected transaction”

5. Consideration and approval of the “Resolution on the Transaction not constituting a major asset restructuring”

6. Consideration and approval of the “Resolution on the Transaction not constituting reverse takeover under Article 13 of the ‘Administrative Measures for the Major Asset Restructuring of Listed Companies’”

7. Consideration and approval of the “Resolution on compliance of the Transaction with Articles 11 and 43 of the ‘Administrative Measures for the Major Asset Restructuring of Listed Companies’”

8. Consideration and approval of the “Resolution on compliance of the Transaction with Article 4 of the ‘Regulations on Certain Issues Concerning the Regulation of Major Asset Restructuring of Listed Companies’”

9. Consideration and approval of the “Resolution on the execution of the conditional ‘Agreement in respect of Share Issue for Asset Acquisition’”

10. Consideration and approval of the “Resolution on the execution of the conditional Supplemental Agreement in respect of Share Issue for Asset Acquisition”

11. Consideration and approval of the “Resolution on the statement of completeness and compliance of statutory procedures performed in relation to the Transaction and the validity of the submission of legal documents”

12. Consideration and approval of the “Resolution on the statement of principals involved in the Transaction not being subject to Article 13 of the ‘Interim Provisions on Strengthening Regulation over Unusual Trading in Stocks relating to Major Asset Restructuring of Listed Companies’”

13. Consideration and approval of the “Resolution on the statement of the Company’s share price fluctuation not reaching the relevant benchmark under Article 5 of the ‘Notice on the Regulation of Information Disclosure by Listed Companies and Acts of Relevant Parties’”

14. Consideration and approval of the “Resolution on the approval of the audit report, the pro forma review report and the asset valuation report in relation to the Transaction”

15. Consideration and approval of the “Resolution on the independence of the appraisal institution, the reasonableness of the appraisal assumptions, the relevance between the appraisal method and the appraisal objectives and the fairness of the appraisal consideration”

16. Consideration and approval of the “Resolution on the statement of the basis for, and reasonableness and fairness of, the consideration for the Transaction”

17. Consideration and approval of the “Resolution on the analysis on dilution on returns for the current period and remedial measures and the relevant undertakings in relation to the Transaction”

18. Consideration and approval of the “Resolution on a mandate to be granted to the Board and its authorised persons by the General Meeting to deal with matters pertaining to the Transaction with full discretion”, the details of which are as follows:

That a mandate be granted to the Board and its authorised persons to deal with full discretion with matters pertaining to the Transaction, including but not limited to the following:

1. to formulate, adjust, revise, perfect and implement the actual plan of the Transaction in accordance with the provisions of laws, regulations and regulatory documents, market conditions and resolutions of the general meeting, including but not limited to determining or adjusting the scope of relevant Target Assets based on the actual

conditions, scope of the counterparties, price of the Target Assets, payment method, issue number, issue period, issue price, selection of target subscribers for the ancillary fund-raising issue, total amount of ancillary funds to be raised, exact method of subscription, amount of proceeds to be allocated to various investment projects utilising issue proceeds, order of priority in investment and other matters pertaining to the Transaction plan;

2. to deal with and determine specific matters pertaining to the Transaction in accordance with the approval of CSRC, market conditions and the plan considered and approved at the general meeting;
3. to amend, supplement, execute, submit, report and implement all agreements and documents relating to the acquisition of assets by issuance of shares and ancillary fund-raising subject to laws, regulations, pertinent regulatory documents and the Articles of Association;
4. to adjust and revise the Transaction plan and adjust, revise, approve and sign all documents and agreements relating to the Transaction, such as relevant the report on the acquisition of assets by issuance of shares and ancillary fund-raising, financial reports, audit reports and asset valuation reports, Agreement and Supplemental Agreement in respect of the Acquisition (including their amended and supplemental versions) upon the request of the approving authorities, securities regulatory authorities and stock exchanges or in compliance with pertinent new laws and regulations and other regulatory documents announced by the regulatory authorities, and fulfill the obligation of information disclosure;
5. to make relevant adjustments to the detailed plan of the Transaction subject to the resolution of the general meeting based on the new policies and regulations of the securities regulatory authorities and actual market conditions during the effective period of the resolution of the general meeting, in the event of any change in the policy requirements of regulatory authorities or market conditions;
6. to deal with reporting matters pertaining to the Transaction and prepare, amend and submit reporting materials for the Transaction in accordance with the requirements of the approving authorities, the securities regulatory authorities and stock exchanges; and respond to feedback from CSRC and other relevant government authorities;
7. to be in charge of the actual execution and implementation of the Transaction plan in accordance with laws, regulations and resolutions of the general meeting, including but not limited to fulfilling the obligations stipulated under the transaction contracts/agreements, processing registration changes in relation to the settlement and handover of Target Assets under the Transaction and registration of the issuance

- of new shares, and execution of relevant legal documents;
8. to amend relevant clauses of the Articles of Association, process changes in industrial and commercial registration and deal with other pertinent filing requirements after the completion of the Transaction;
 9. to deal with registration of shares issued under the Transaction with securities registration and clearing companies and Shenzhen Stock Exchange, as well as the lock-up and listing on the Shenzhen Stock Exchange of such shares, following the completion of the Transaction;
 10. to select and appoint intermediaries, such as the independent financial adviser, legal adviser, appraiser and accounting firm, and to fix the relevant service fees and sign relevant service agreements;
 11. to deal with other matters pertaining to the Transaction subject to laws, regulations, pertinent regulatory documents and the Articles of Association;
 12. to delegate as appropriate the handling of procedural matters under the aforesaid mandate to the Chairman of the Company and his attorney authorised in writing based on the progress of and as actually required by the Transaction.

The said mandate is effective for a period of 12 months from the date of consideration and approval at the EGM. Subject to the approval of the Transaction by CSRC, the effective period may be extended to the date of completion of the Transaction.

Note: Huitong Rongxin held 43,032,108 A shares of the Company, accounting for 0.93% of the total share capital of the Company as at the record date of the EGM. In accordance with relevant rules of the Shenzhen Listing Rules and the Hong Kong Listing Rules, Huitong Rongxin and its respective associates were required to abstain from voting In respect of all the resolutions. Huitong Rongxin and its respective associates did not vote at the EGM.

The Company appointed the witnessing lawyers, two shareholder representatives and two supervisors representatives to act as scrutineers for vote-taking at the EGM.

V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices

2. Name of Lawyers: Huang Wei and Cai Qiying

3. Conclusive opinion:

Beijing Jun He Law Offices is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the Third Extraordinary General Meeting of 2020 are in compliance with relevant

provisions of laws and regulations of the People’s Republic of China, and of the Articles of Association, and the “Resolutions of the Third Extraordinary General Meeting of 2020 of ZTE Corporation” approved at the EGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the Third Extraordinary General Meeting of 2020 of ZTE Corporation;
2. Resolutions of the Third Extraordinary General Meeting of 2020 of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices on the Third Extraordinary General Meeting of 2020 of ZTE Corporation.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
21 December 2020

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.

Annex:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the Third Extraordinary General Meeting of 2020

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
Special Resolutions (18 resolutions)								
1.00	Resolution on the Company's fulfilment of criteria for the acquisition of assets by issuance of shares and ancillary fund-raising	Total	1,365,255,049	99.8908%	1,468,381	0.1074%	24,600	0.0018%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,127,519	99.5511%	1,468,381	0.4415%	24,600	0.0074%
		Domestic shares (A shares)	1,258,530,808	99.8815%	1,468,381	0.1165%	24,600	0.0020%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.00	Resolution on the Company's plan for the acquisition of assets by issuance of shares and ancillary fund-raising (to be voted upon item by item)							
2.01	General plan	Total	1,365,255,049	99.8908%	1,490,381	0.1090%	2,600	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,127,519	99.5511%	1,490,381	0.4481%	2,600	0.0008%
		Domestic shares (A shares)	1,258,530,808	99.8815%	1,490,381	0.1183%	2,600	0.0002%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
Acquisition of assets by issuance of shares								
2.02	Counterparties	Total	1,365,255,049	99.8908%	1,490,381	0.1090%	2,600	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,127,519	99.5511%	1,490,381	0.4481%	2,600	0.0008%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Domestic shares (A shares)	1,258,530,808	99.8815%	1,490,381	0.1183%	2,600	0.0002%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.03	Target assets	Total	1,365,265,049	99.8915%	1,480,381	0.1083%	2,600	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,137,519	99.5542%	1,480,381	0.4450%	2,600	0.0008%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,480,381	0.1175%	2,600	0.0002%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.04	Transaction price of the target assets	Total	1,365,231,049	99.8890%	1,480,381	0.1083%	36,600	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,519	99.5439%	1,480,381	0.4451%	36,600	0.0110%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,480,381	0.1175%	36,600	0.0029%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.05	Method of payment	Total	1,365,265,049	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,137,519	99.5542%	1,475,381	0.4436%	7,600	0.0022%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.06	Class and par value of shares to be issued	Total	1,365,231,049	99.8890%	1,480,381	0.1083%	36,600	0.0027%
		Of which: shareholders each interested in less than	331,103,519	99.5439%	1,480,381	0.4451%	36,600	0.0110%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		5% of the Company's shares attending the EGM						
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,480,381	0.1175%	36,600	0.0029%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.07	Place of listing	Total	1,365,231,049	99.8890%	1,445,481	0.1058%	71,500	0.0052%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,519	99.5439%	1,445,481	0.4346%	71,500	0.0215%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,445,481	0.1147%	71,500	0.0057%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.08	Issue price and pricing principles	Total	1,365,230,649	99.8890%	1,480,781	0.1083%	36,600	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,119	99.5438%	1,480,781	0.4452%	36,600	0.0110%
		Domestic shares (A shares)	1,258,506,408	99.8796%	1,480,781	0.1175%	36,600	0.0029%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.09	Proposal in relation to the adjustment of issue price	Total	1,365,231,049	99.8890%	1,480,381	0.1083%	36,600	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,519	99.5439%	1,480,381	0.4451%	36,600	0.0110%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,480,381	0.1175%	36,600	0.0029%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.10	Number of shares to be	Total	1,365,231,049	99.8890%	1,480,381	0.1083%	36,600	0.0027%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	issued	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,519	99.5439%	1,480,381	0.4451%	36,600	0.0110%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,480,381	0.1175%	36,600	0.0029%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
		Total	1,365,230,549	99.8890%	1,479,681	0.1083%	37,800	0.0027%
2.11	Lock-up period arrangement	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,019	99.5438%	1,479,681	0.4449%	37,800	0.0113%
		Domestic shares (A shares)	1,258,506,308	99.8796%	1,479,681	0.1174%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
		Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
2.12	Arrangement for the retained undistributed profits	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
		Total	1,365,230,549	99.8890%	1,474,681	0.1079%	42,800	0.0031%
2.13	Validity period of the resolution	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,103,019	99.5438%	1,474,681	0.4434%	42,800	0.0128%
		Domestic shares (A shares)	1,258,506,308	99.8796%	1,474,681	0.1170%	42,800	0.0034%
		Total	1,365,230,549	99.8890%	1,474,681	0.1079%	42,800	0.0031%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
Ancillary fund-raising								
2.14	Class and par value of shares to be issued	Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.15	Place of listing	Total	1,365,229,849	99.8889%	1,475,381	0.1079%	42,800	0.0032%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,475,381	0.4436%	42,800	0.0128%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,475,381	0.1171%	42,800	0.0034%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.16	Target subscribers	Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.17	Method of issuance and	Total	1,365,229,849	99.8889%	1,475,381	0.1079%	42,800	0.0032%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	method of subscription	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,475,381	0.4436%	42,800	0.0128%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,475,381	0.1171%	42,800	0.0034%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.18	Issue price and pricing principles	Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.19	Total amount of the ancillary fund-raising and number of shares to be issued	Total	1,365,221,049	99.8883%	1,489,181	0.1090%	37,800	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,093,519	99.5409%	1,489,181	0.4477%	37,800	0.0114%
		Domestic shares (A shares)	1,258,496,808	99.8788%	1,489,181	0.1182%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.20	Lock-up period arrangement	Total	1,365,221,049	99.8883%	1,489,181	0.1090%	37,800	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,093,519	99.5409%	1,489,181	0.4477%	37,800	0.0114%
		Domestic shares (A shares)	1,258,496,808	99.8788%	1,489,181	0.1182%	37,800	0.0030%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.21	Use of the ancillary funds-raising	Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.22	Arrangement for the retained undistributed profits	Total	1,365,221,049	99.8883%	1,489,181	0.1090%	37,800	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,093,519	99.5409%	1,489,181	0.4477%	37,800	0.0114%
		Domestic shares (A shares)	1,258,496,808	99.8788%	1,489,181	0.1182%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
2.23	Validity period of the resolution	Total	1,365,229,849	99.8889%	1,480,381	0.1083%	37,800	0.0028%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,102,319	99.5436%	1,480,381	0.4451%	37,800	0.0113%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,480,381	0.1175%	37,800	0.0030%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
3.00	Resolution on the report on acquisition of assets by issuance of shares and ancillary	Total	1,365,271,049	99.8914%	1,480,381	0.1083%	3,800	0.0003%
		Of which: shareholders each interested in less than 5% of the Company's	331,143,519	99.5538%	1,480,381	0.4451%	3,800	0.0011%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	fund-raising of ZTE Corporation (Draft) (Revised Version) and its summary	shares attending the EGM						
		Domestic shares (A shares)	1,258,539,608	99.8822%	1,480,381	0.1175%	3,800	0.0003%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
4.00	Resolution on the Transaction not constituting a connected transaction	Total	1,365,237,049	99.8889%	1,514,381	0.1108%	3,800	0.0003%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,109,519	99.5436%	1,514,381	0.4553%	3,800	0.0011%
		Domestic shares (A shares)	1,258,505,608	99.8795%	1,514,381	0.1202%	3,800	0.0003%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
5.00	Resolution on the Transaction not constituting a major asset restructuring	Total	1,365,262,249	99.8908%	1,484,181	0.1086%	8,800	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,134,719	99.5512%	1,484,181	0.4462%	8,800	0.0026%
		Domestic shares (A shares)	1,258,530,808	99.8815%	1,484,181	0.1178%	8,800	0.0007%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
6.00	Resolution on the Transaction not constituting reverse takeover under Article 13 of the "Administrative Measures for the Major Asset Restructuring of Listed Companies"	Total	1,365,271,049	99.8914%	1,475,381	0.1079%	8,800	0.0007%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,143,519	99.5538%	1,475,381	0.4436%	8,800	0.0026%
		Domestic shares (A shares)	1,258,539,608	99.8822%	1,475,381	0.1171%	8,800	0.0007%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
7.00	Resolution on compliance of the Transaction with Articles 11 and 43 of the “Administrative Measures for the Major Asset Restructuring of Listed Companies”	Total	1,365,271,049	99.8914%	1,475,381	0.1079%	8,800	0.0007%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,143,519	99.5538%	1,475,381	0.4436%	8,800	0.0026%
		Domestic shares (A shares)	1,258,539,608	99.8822%	1,475,381	0.1171%	8,800	0.0007%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
8.00	Resolution on compliance of the Transaction with Article 4 of the “Regulations on Certain Issues Concerning the Regulation of Major Asset Restructuring of Listed Companies”	Total	1,365,274,149	99.8916%	1,472,281	0.1077%	8,800	0.0007%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,146,619	99.5547%	1,472,281	0.4426%	8,800	0.0027%
		Domestic shares (A shares)	1,258,542,708	99.8825%	1,472,281	0.1168%	8,800	0.0007%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
9.00	Resolution on the execution of the conditional Agreement in respect of Share Issue for Asset Acquisition	Total	1,365,263,849	99.8914%	1,475,381	0.1079%	8,800	0.0007%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,136,319	99.5538%	1,475,381	0.4436%	8,800	0.0026%
		Domestic shares (A shares)	1,258,539,608	99.8822%	1,475,381	0.1171%	8,800	0.0007%
		Overseas-listed foreign shares (H shares)	106,724,241	100.0000%	0	0.0000%	0	0.0000%
10.00	Resolution on the execution of the conditional Supplemental Agreement in respect of	Total	1,365,272,249	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,144,719	99.5542%	1,475,381	0.4436%	7,600	0.0022%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	Share Issue for Asset Acquisition	Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
11.00	Resolution on the statement of completeness and compliance of statutory procedures performed in relation to the Transaction and the validity of the submission of legal documents	Total	1,365,272,249	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,144,719	99.5542%	1,475,381	0.4436%	7,600	0.0022%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
12.00	Resolution on the statement of principals involved in the Transaction not being subject to Article 13 of the "Interim Provisions on Strengthening Regulation over Unusual Trading in Stocks relating to Major Asset Restructuring of Listed Companies"	Total	1,365,272,249	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,144,719	99.5542%	1,475,381	0.4436%	7,600	0.0022%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
13.00	Resolution on the statement of the Company's share price fluctuation not reaching the relevant benchmark under Article 5 of the "Notice on the	Total	1,365,228,249	99.8883%	1,519,381	0.1112%	7,600	0.0005%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,100,719	99.5409%	1,519,381	0.4568%	7,600	0.0023%
		Domestic shares (A shares)	1,258,496,808	99.8788%	1,519,381	0.1206%	7,600	0.0006%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	Regulation of Information Disclosure by Listed Companies and Acts of Relevant Parties”	Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
14.00	Resolution on the approval of the audit report, the pro forma review report and the asset valuation report in relation to the Transaction	Total	1,365,272,249	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,144,719	99.5542%	1,475,381	0.4436%	7,600	0.0022%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
15.00	Resolution on the independence of the appraisal institution, the reasonableness of the appraisal assumptions, the relevance between the appraisal method and the appraisal objectives and the fairness of the appraisal consideration	Total	1,365,238,249	99.8890%	1,509,381	0.1104%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,110,719	99.5439%	1,509,381	0.4538%	7,600	0.0023%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,509,381	0.1198%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
16.00	Resolution on the statement of the basis for, and reasonableness and fairness of, the consideration for the Transaction	Total	1,365,238,249	99.8890%	1,506,581	0.1102%	10,400	0.0008%
		Of which: shareholders each interested in less than 5% of the Company’s shares attending the EGM	331,110,719	99.5439%	1,506,581	0.4529%	10,400	0.0032%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,506,581	0.1196%	10,400	0.0008%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
17.00	Resolution on the analysis on dilution on returns for the current period and remedial measures and the relevant undertakings in relation to the Transaction	Total	1,365,238,249	99.8890%	1,509,381	0.1104%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,110,719	99.5439%	1,509,381	0.4538%	7,600	0.0023%
		Domestic shares (A shares)	1,258,506,808	99.8796%	1,509,381	0.1198%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%
18.00	Resolution on a mandate to be granted to the Board and its authorised persons by the General Meeting to deal with matters pertaining to the Transaction with full discretion	Total	1,365,272,249	99.8915%	1,475,381	0.1079%	7,600	0.0006%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	331,144,719	99.5542%	1,475,381	0.4436%	7,600	0.0022%
		Domestic shares (A shares)	1,258,540,808	99.8823%	1,475,381	0.1171%	7,600	0.0006%
		Overseas-listed foreign shares (H shares)	106,731,441	100.0000%	0	0.0000%	0	0.0000%