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ZTE CORPORATION

中興通訊股份有限公司

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

(Stock Code: 763)

Announcement Resolutions of the Sixteenth Meeting of the Ninth Session of the Board of Directors

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

ZTE Corporation (the “Company”) issued the “Notice of the Sixteenth Meeting of the Ninth Session of the Board of Directors of ZTE Corporation” to all the Directors of the Company by electronic mail on 1 November 2023. The Sixteenth Meeting of the Ninth Session of the Board of Directors of the Company (the “Meeting”) was convened by way of voting via telecommunication on 6 November 2023. At the Meeting, Directors Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin, Ms. Fang Rong, being participants of the 2020 Share Option Incentive Scheme of the Company, did not take part in the voting. 3 Directors required to vote at the Meeting and duly voted at the Meeting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation, and was legal and valid.

The “Resolution on the Fulfillment of Exercise Conditions for the Third Exercise Period, Relevant Adjustment, and Cancellation of Certain Share Options of the First Grant of Share Options under the 2020 Share Option Incentive Scheme” was considered and approved at the Meeting, the details of which are as follows:

1. That, the adjustment of participants and number of share options of the first grant under the 2020 Share Option Incentive Scheme by the Company, pursuant to the “ZTE Corporation 2020 Share Option Incentive Scheme (Draft)” (the “Draft Scheme”), be approved. The details are as follows:

(1) As 76 of the original participants have departed and 6 have retired, they are no longer eligible as participants under the 2020 Share Option Incentive Scheme. Pursuant to the Draft Scheme, the Company shall disqualify the 82 aforesaid persons from participation in the 2020 Share Option Incentive Scheme and a total of 717,060 share options granted to but unexercised by the 82 aforesaid persons shall be withdrawn and cancelled by the Company

without compensation;

(2) As 10 of the participants were subjected to demerit or more serious disciplinary actions by the Company during the effective period of the 2020 Share Option Incentive Scheme, and 5 participants did not pass the 2022 annual performance appraisal, they have not fulfilled the exercise conditions for the third exercise period. Pursuant to the Draft Scheme, a total of 145,682 of their granted but unexercised share options for the third exercise period shall be withdrawn and cancelled by the Company without compensation.

Following this adjustment, the number of participants for the third exercise period of the first grant of share options will be adjusted from 5,826 to 5,729, and the number of exercisable share options for the third exercise period will be adjusted from 50,317,018 to 49,454,276.

2. In accordance with the relevant provisions of the Draft Scheme, the exercise conditions for the third exercise period of the first grant of share options under the 2020 Share Option Incentive Scheme of the Company have been fulfilled, and it is approved that 5,729 participants who have met the exercise conditions are entitled to exercise 49,454,276 share options during the third exercise period.

3. It is approved that the Company shall cancel a total of 6,045,393 share options and handle matters related to the cancellation in China Securities Depository and Clearing Corporation Limited, Shenzhen Branch. The said cancellation of certain share options will not affect the implementation of the 2020 Share Option Incentive Scheme. The details are as follows:

(1) In view of the above adjustment items before the commencement of the third exercise period, the Company shall cancel a total of 862,742 share options.

(2) As at 3 November 2023, the second exercise period of the first grant of share options under the 2020 Share Option Incentive Scheme has ended, and 5,182,651 share options have yet to exercise. Pursuant to the Draft Scheme, the unexercised 5,182,651 share options upon the end of the second exercise period shall be invalidated and cancelled by the Company without compensation.

Voting result: For: 3; against: 0; abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement on the Fulfillment of Exercise Conditions for the Third Exercise Period, Relevant Adjustment, and Cancellation of Certain Share Options of the First Grant of Share Options under the 2020 Share Option Incentive Scheme” published on the same date of this announcement.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
6 November 2023

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.