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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: 763)

(1) Proposed Election and Appointment of Non-executive Director

(2) Proposed Election and Appointment of Independent Non-executive Directors

The Board of Directors of the Company held a meeting on 30 May 2024, considering the (1) Proposed Election and Appointment of Non-executive Director and the (2) Proposed Election and Appointment of Independent Non-executive Directors, and agreed to submit the candidates for directors to the general meeting for approval. The Company will send notices and circular of AGM containing the above materials to shareholders in accordance with the Hong Kong Listing Rules and the Articles of Association.

Proposed Election and Appointment of Non-executive Director

Mr. Li Buqing, the Non-executive Director of the Company, intends to no longer hold the position of Non-executive Director of the Company due to work changes. Zhongxingxin, the controlling shareholder of the Company nominated Mr. Zhang Hong as the candidate for Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date of consideration and approval at the AGM and ending upon the conclusion of the term of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025). Before the election of a new director at the AGM, the former director shall continue to perform his duties as a director.

Please refer to Appendix I and Appendix III for brief biography and other information relating to the candidate for Non-executive Director listed above.

Proposed Election and Appointment of Independent Non-executive Directors

At the First Extraordinary General Meeting of 2022 of the Company held on 30 March 2022, Ms. Cai Manli and Mr. Gordon Ng were elected as Independent Non-

Executive Directors of the Ninth Session of the Board of Directors of the Company for a term commencing from 30 March 2022 to 28 June 2024. 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 CSRC which stipulates that the consecutive term of office of independent directors of in a listed company shall not exceed six years, Ms. Cai Manli and Mr. Gordon Ng have been Independent Non-Executive Directors of the Company since 29 June 2018, and their terms of office will end on 28 June 2024.

Zhongxingxin, the controlling shareholder of the Company nominated Mr. Wang Qinggang and Mr. Tsui Kei Pang as the candidates for Independent Non-executive Directors of the Company for a term commencing on the date of consideration and approval at the AGM and ending upon the conclusion of the term of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025). Before the election of the new directors at the AGM, the former directors shall continue to perform their duties as directors.

Each of 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.

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.

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.

AGM

According to the laws and regulations of the Articles of Association of the Company, the above candidates of Directors shall be submitted to the general meeting of shareholders for approval.

The AGM will be held by the Company 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 June 2024. A circular containing further details of the candidates of Directors, a notice of the AGM and the proxy form will be dispatched to the shareholders as soon as practicable according to the Hong Kong Listing Rules and the Articles of Association.

Close of share register

The Company will close its H share register from Friday, 21 June 2024 to Friday, 28 June 2024 (both dates inclusive) to determine qualifications of shareholders to attend and vote at the AGM. Any H Shareholder who wishes to attend and vote at the AGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Thursday, 20 June 2024.

Definitions

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

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
AGM	The 2023 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 June 2024
Board	The Board of Directors of the Company
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
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By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
30 May 2024

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, and Zhuang Jian sheng.

Mr. Zhang Hong, born in 1979. Mr. Zhang Hong 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 Hong 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 the accounting division, head of the accounting division, head of the audit division, director of the factory office, head of the financial department and deputy chief accountant; from 2012 to 2015, he worked successively as assistant to head of institute and head of the financial department and chief accountant of Aerospace Heavy Industry Co., Ltd.; from 2015 to 2018, he was deputy head of the 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. Mr. Zhang Hong has many years of experience in management and operations.

Mr. Wang Qinggang, born in 1970 and 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 Qinggang 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 Qinggang 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 Qinggang has a strong academic and professional background as well as extensive experience in accounting and finance.

Mr. Tsui Kei Pang, born in 1960. Mr. Tsui Kei Pang graduated from The University of Hong Kong with a bachelor's degree in law and a master's degree in law in 1990 and 1997, respectively. Mr. Tsui Kei Pang 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 Kei Pang 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. Mr. Tsui Kei Pang has a strong professional background as well as extensive experience in law.

I. Interests of the candidates for Directors

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, 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
Zhang Hong	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 shall commence from the date on which the appointment is approved by the AGM and expire upon the conclusion of the term of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025). Non-executive Director and Independent Non-executive Directors shall receive

director allowance. Non-executive Director shall receive an annual fee of RMB200,000 (before tax) from the Company in accordance with the rates for Non-executive Directors' allowance 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 for Independent Non-executive Directors' allowance 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.

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.