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ZTE中兴

ZTE CORPORATION

中兴通讯股份有限公司

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

(Stock Code: 763)

ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE TWENTY-SEVENTH MEETING OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS

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

ZTE Corporation (hereinafter referred to as the "Company") issued the "Notice of convening the Twenty-seventh Meeting of the Fourth Session of the Board of Directors" to all the Directors of the Company by electronic mail and telephone on 17 July 2009. The Twenty-seventh meeting of the Fourth session of the Board of Directors of the Company (hereinafter referred to as the "Board Meeting") was convened by way of voting via telecommunications on 22 July 2009. All of the 14 Directors required to vote duly took part in the voting. The meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, and was legal and valid.

According to provisions of 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》), the consecutive terms served by any independent director shall not exceed six years. The six-year term of the offices of Mr Chen Shaohua, Mr Zhu Wuxiang and Mr Qiao Wenjun, three of the Independent Directors of the Fourth Session of the Board of Directors of the Company, concluded on 21 July 2009. As the term of their offices has reached the maximum statutory term of six years, Independent Directors Mr Chen Shaohua, Mr Zhu Wuxiang and Mr Qiao Wenjun have tendered their resignations as Independent Directors of the Fourth Session of the Board of Directors of the Company respectively to the Fourth Session of the Board of Directors of the Company on 21 July 2009. In accordance with the Working Rules of the Nomination Committee, the Working Rules of the Audit Committee and the Working Rules of the Remuneration and Appraisal Committee of the Company, the three aforesaid Independent Directors will automatically cease to be members of the respective specialized committees upon their resignation as Directors. The details are as follows:

1. Mr. Chen Shaohua has automatically ceased to be member of the Audit Committee and member of the Remuneration and Appraisal Committee upon his resignation as Director.

2. Mr. Zhu Wuxiang has automatically ceased to be member of the Nomination Committee, member of the Audit Committee and member of the Remuneration and Appraisal Committee upon his resignation as Director.

3. Mr. Qiao Wenjun has automatically ceased to be member of the Nomination Committee and member of the Audit Committee upon his resignation as Director.

With a view to maintaining proper corporate governance and in compliance with requirements for number of members of the Nomination Committee, Audit Committee and Remuneration and Appraisal Committee, the Board of Directors has proposed to elect two members of the Nomination Committee, three members of the Audit Committee and two members of the Remuneration and Appraisal Committee to fill the vacancies, and the Resolution of the Company on the Replacement and Election of Members of the Specialized Committees of the Fourth Session of the Board of Directors has been considered and passed at the Board meeting.

1. That independent directors Mr. Chen Naiwei and Mr. Wei Wei be elected members of the Nomination Committee of the Fourth Session of the Board of Directors as replacements;

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

2. That independent directors Ms. Qu Xiaohui, Mr. Chen Naiwei and Mr. Wei Wei be elected members of the Audit Committee of the Fourth Session of the Board of Directors as replacements;

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

3. That independent directors Ms. Qu Xiaohui and Mr. Wei Wei be elected members of the Remuneration and Appraisal Committee of the Fourth Session of the Board of Directors as replacements.

Voting results: votes in favour of: 14, votes against: 0 and votes abstained: 0.

For brief biographies of the three aforesaid Independent Directors, please refer to the Annex I (“Biographies of Candidates for Independent Directors”) of the 《Announcement of the Resolutions passed at the Twenty-fourth Meeting of the Fourth Session of the Board of Directors of ZTE Corporation》 published in Securities Times, China Securities Journal and Shanghai Securities News on 12 May 2009.

By order of the Board
Hou Weigui
Chairman

Shenzhen, PRC
22 July 2009

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