



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 IN RESPECT OF RESOLUTIONS OF 2007 ANNUAL GENERAL MEETING

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 are no false and misleading statements or material omissions in this announcement.

2007 Annual General Meeting (hereinafter referred to as the "AGM") of ZTE Corporation (hereinafter referred to as the "Company") was held at the venue on 27 May 2008. Details in respect of the resolutions and voting of the AGM were as follows:

I. IMPORTANT NOTICE

There was no addition, rejection or amendment to any proposed resolution during the AGM.

II. INFORMATION REGARDING THE AGM

1. Time of meeting

The AGM was held from 9: 00 a.m. to 11: 30a.m. on 27 May 2008.

2. Venue

The AGM was held at the Conference Room on the 4th Floor, Block A of the Company's headquarters in Shenzhen.

3. Mode of meeting

The AGM was convened physically with on-site voting.

4. Convener

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

5. Chairman

The AGM was presided over by Mr. Hou Weigui, the Chairman of the Board of Directors of the Company.

6. The convening of AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules such as *the Company Law of the People's Republic of China*, *the Rules Governing Listing of Stocks on Shenzhen Stock Exchange*, *the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and *the Articles of Association of ZTE Corporation*, and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE AGM

■ Overall Attendance

33 Shareholders (including proxies), holding 471,416,756 shares, accounting for 49.13% of the total shares carrying voting rights of the Company.

Of which:

(1) Attendance of holders of domestic shares (A shares)

31 holders (including proxies) of A shares, holding 406,226,329 shares, accounting for 50.82% of the total A shares carrying voting rights of the Company.

(2) Attendance of holders of overseas-listed foreign shares (H shares)

2 holders (including proxies) of H shares, holding 65,190,427 shares, accounting for 40.71% of the total H shares carrying voting rights of the Company.

IV. CONSIDERATION AND VOTING OF RESOLUTIONS

The following resolutions were considered and passed by voting by ballot at the AGM:

Ordinary Resolutions

(I) To consider and approve the Financial Statements for the Year ending 31 December 2007

Audited by the PRC and Hong Kong auditors

1. Overall voting details:

For: 471,048,137 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,821,808 shares, accounting for 100 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(II) To consider and approve the Report of the Board of Directors of the Company for the Year ending 31 December 2007

1. Overall voting details:

For: 471,048,137 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,821,808 shares, accounting for 100 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(III) To consider and approve the Report of the Supervisory Committee of the Company for the Year ending 31 December 2007

1. Overall voting details:

For: 471,048,137 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,821,808 shares, accounting for 100 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(IV) To consider and approve the Report of the President of the Company for the Year ending 31 December 2007

1. Overall voting details:

For: 471,048,137 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,821,808 shares, accounting for 100 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(V) To consider and approve the Final Financial Accounts of the Company for the Year ending 31 December 2007

1. Overall voting details:

For: 471,048,137 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,821,808 shares, accounting for 100 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VI) To consider and approve the Resolution of the Company on the Proposed Continuing Connected Transaction Framework Agreements for 2008

That the “Framework Purchase Agreements for 2008” proposed to be entered into between ZTE Kangxun Telecom Company, Limited, a subsidiary of the Company, on the one hand and the connected party Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited together with its subsidiaries Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited, Shenzhen Zhongxing Xinyu FPC Company, Limited and Shenzhen Zhongxing Xinzhou Complete Equipment Company, Limited, on the other, in respect of the purchase of cases, cabinets, distribution frames, flexible printed circuit boards and shelters with an annual cap of aggregated transaction amounts under the framework agreements estimated at RMB950 million for 2008 be approved.

Note: Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited, deemed a connected shareholder of the Company in accordance with relevant provisions of the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange by virtue of its interests in 336,574,339 shares in or 35.08% of the total share capital of the Company as at the record date for the AGM, has abstained from voting in respect of the matter at the AGM.

1. Overall voting details:

For: 102,720,376 shares, accounting for 76.69% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 31,230,499 shares, accounting for 23.31 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 68,558,876 shares, accounting for 98.43% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 1,093,114 shares, accounting for 1.57 % of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 34,161,500 shares, accounting for 53.13 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 30,137,385 shares, accounting for 46.87 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VII) To consider and approve on an individual basis the Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for the Year ending 31 December 2008:

7.1 That the re-appointment of Ernst & Young Hua Ming as the PRC auditor of the Company for 2008 be approved and the Board of Directors be authorised to determine the audit fees of Ernst & Young Hua Ming for 2008 based on specific audit work to be conducted.

1. Overall voting details:

For: 471,104,356 shares, accounting for 99.95% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 222,400 shares, accounting for 0.05 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,878,027 shares, accounting for 99.66 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 222,400 shares, accounting for 0.34 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

7.2 That the re-appointment Ernst & Young as the Hong Kong auditor of the Company for 2008 be approved and the Board of Directors be authorised to determine the audit fees of Ernst & Young for 2008 based on the specific audit work to be conducted.

1. Overall voting details:

For: 471,104,356 shares, accounting for 99.95% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 222,400 shares, accounting for 0.05 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 64,878,027 shares, accounting for 99.66 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 222,400 shares, accounting for 0.34 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 shares, accounting for 0 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

(VIII) To consider and approve the Resolution on Additions to the Scope of Business of the Company

That the addition of "training, property leasing" to the scope of business of the Company be approved.

The said addition to the scope business is subject to the approvals of relevant authorities and the endorsement of the relevant administration for industry and commerce. It is approved that the Board be authorised by the AGM to process any changes in the scope of business and amendments to the Articles of Association to reflect the scope of business of the Company as endorsed by the relevant administration for industry and commerce if the latter is different in wordings from the said addition to the scope of business.

1. Overall voting details:

For: 471,326,756 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 65,100,427 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being an ordinary resolution, was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM.

Special Resolutions

(IX) To consider and approve the Resolution on Profit Distribution and Capitalisation from Capital Reserve of the Company for 2007

Net profit(audited) of the Company for the year 2007 calculated in accordance with PRC GAAP

amounted to RMB25,335,000. Profit available for distribution amounted to RMB1,657,752,000 after adding the undistributed profit of RMB1,632,417,000 carried forward at the beginning of the year.

Net profit (audited) of the Company for the year 2007 calculated in accordance with HKFRSs amounted to RMB20,716,000. Profit available for distribution amounted to RMB1,663,298,000 after adding the undistributed profit of RMB1,642,582,000 carried forward at the beginning of the year.

In accordance with the requirements of the Ministry of Finance of the People's Republic of China and the Articles of Association, profit available for distribution shall be the lower of profit available for distribution as calculated in accordance with PRC GAAP and that calculated in accordance with HKFRSs. Therefore, the amount of profit available for distribution is RMB1,657,752,000.

The plans for profit distribution and capitalisation from capital reserve for 2007 of the Company are as follows:

Profit distribution plan for 2007: RMB2.5 for every 10 shares (including tax) or a total of RMB239,880,000 in cash, based on the Company's total share capital of 959,521,650 shares as at 31 December 2007.

Capitalisation from capital reserve plan for 2007: the creation of 4 ordinary shares for every 10 shares by way of capitalisation of capital reserves, representing a total increase of 383,808,660 shares based on the Company's total share capital of 959,521,650 shares as at 31 December 2007. The total amount of RMB383,808,600 will be converted to share capital from capital reserves. The balance of the capital reserve was RMB5,772,061,760 prior to the capitalisation and RMB5,388,253,100 following the capitalisation.

1. Overall voting details:

For: 471,416,756 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 65,190,427 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

(X) To consider and approve the Resolution on the Application for General Mandate of the Company for 2008:

1. Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal

with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

(1) Such mandate shall not extend beyond the Relevant Period (as defined in the following), other than in the case of the making or granting of offers, agreements or options by the Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

(2) the aggregate nominal amount of domestic shares and H shares authorized to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to (i) a Rights Issue or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to Directors, Supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this Resolution is passed; and

(3) The Board of Directors will only exercise the above authority in compliance with *the Company Law of the People’s Republic of China* (as amended from time to time) and *the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities;

2. For the purpose of this resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of:

(1) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;

(2) the expiration of a 12-month period following the passing of this Resolution; or

(3) the revocation or variation of the authority granted under this Resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities of the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

3. Where the Board of Directors resolve to issue shares pursuant to paragraph 1 of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue of the new shares (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the actual increase in registered share capital as a result of the issue of shares pursuant to paragraph 1 of this Resolution); and

4. The Board of Directors be hereby authorised to amend the Company’s Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of the Company’s shares contemplated in paragraph 1 of this Resolution.

1. Overall voting details:

For: 427,565,297 shares, accounting for 91.61% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 39,133,759 shares, accounting for 8.39% of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 405,089,715 shares, accounting for 99.72% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 1,136,614 shares, accounting for 0.28% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 22,475,582 shares, accounting for 37.17 % of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 37,997,145 shares, accounting for 62.83% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

(XI) To consider and approve on an individual basis the Resolutions on the Amendment of Relevant Clauses of the Articles of Association of ZTE Corporation

1. That the amendment of Article 14 (2) under Chapter 2 of the Articles of Association as follows to cater to the addition of “training, property leasing” to the scope of business of the Company is approved:

The original text which reads:

The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing and process control systems; design, development, consultancy and services for disaster warning system projects; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); purchase and sales of electronic equipment and microelectronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications). With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.

is amended to read:

The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research

and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing and process control systems; design, development, consultancy and services for disaster warning system projects; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); purchase and sales of electronic equipment and microelectronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications); **training; property leasing.** With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.

1. Overall voting details:

For: 471,416,756 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 65,190,427 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

2. That the amendment of relevant contents of Articles 24 and 27 under Chapter 3 of the Articles Association to reflect changes in the issued share capital and registered capital of the Company as a result of capitalisation from capital reserve plan for 2007 of the Company be approved:

(1) Article 24

The original text which reads: 959,521,650 ordinary shares have been issued upon the incorporation of the Company, comprising 160,151,040 H shares and 799,370,610 domestic shares, which account for 16.7% and 83.3%, respectively, of the total number of ordinary shares issuable by the Company.

Is amended to read: 1,343,330,310 ordinary shares have been issued upon the incorporation of the Company, comprising 224,211,456 H shares and 1,119,118,854 domestic shares, which account for 16.7% and 83.3%, respectively, of the total number of ordinary shares issuable by the Company.

(2) Article 27

The original text which reads: The registered capital of the Company shall be RMB959,521,650.

Is amended to read: The registered capital of the Company shall be RMB1,343,330,310.

1. Overall voting details:

For: 471,416,756 shares, accounting for 100% of the total number of shares held by shareholders with voting rights attending the AGM;

Against: 0 share, accounting for 0 % of the total number of shares held by shareholders with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by shareholders with voting rights attending the AGM;

Of which:

(1) Voting details of holders of domestic shares (A shares):

For: 406,226,329 shares, accounting for 100% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of A shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% the total number of shares held by holders of A shares with voting rights attending the AGM;

(2) Voting details of holders of overseas-listed foreign shares (H shares):

For: 65,190,427 shares, accounting for 100% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Against: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

Abstained: 0 share, accounting for 0% of the total number of shares held by holders of H shares with voting rights attending the AGM;

2. Results of Voting:

The resolution, being a special resolution, was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM.

Independent Directors Mr Zhu Wuxiang, Mr Chen Shaohua, Mr Qiao Wenjun, Mr Mi Zhengkun and Mr Li Jin each delivered the Work Report of Independent Directors for the year ended 31 December 2007 at the AGM.

The Company appointed Computershare Hong Kong Investor Services Limited, a witnessing lawyer, two shareholder representatives and two Supervisor representatives to act as scrutineers for vote taking at the AGM.

V. LEGAL OPINION BY LAWYER

1. Name of Law Firm: Jun He Law Offices, Shenzhen Office

2. Name of Attorney: Mr. Yu Yongqiang, Mr. Jiang Xueyong

3. Conclusive opinion:

Matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the 2007 Annual General Meeting of the Company complied with laws, regulations and rules including the Company Law of the People's Republic of China and the Regulatory Opinion of General Meetings of Listed Companies as well as the Articles of Association of ZTE Corporation and the resolutions of the 2007 Annual General Meeting of ZTE Corporation approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Documents of the 2007 Annual General Meeting of ZTE Corporation

2. Resolutions of the 2007 Annual General Meeting of ZTE Corporation

By Order of the Board

Hou Weigui

Chairman

Shenzhen, the PRC

27 May 2008

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, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.