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ZTE中兴
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)

**RESOLUTIONS OF THE FIRST MEETING OF
THE FIFTH 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 the Board of Directors is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.

The “Notice of the First Meeting of the Fifth Session of the Board of Directors” was despatched by ZTE Corporation (the “Company”) to all the Directors of the Company via electronic mail and by telephone on 16 March 2010. The First Meeting of the Fifth session of the Board of Directors of the Company (the “Meeting”) was held at the conference room on the 4th Floor, Block A of the Shenzhen headquarters of the Company on 30 March 2010. Of the 14 Directors required to attend the Meeting, 12 Directors duly attended in person. Mr. Xie Weiliang, Vice Chairman of the Board of Directors, was unable to attend the Meeting due to work reasons, and has authorized in writing Mr. Dong Lianbo, Director, to vote on his behalf. Mr. He Shiyong, Director, was unable to attend the Meeting due to work reasons, and has authorized in writing Mr. Shi Lirong, Director, to vote on his behalf. The Meeting, which was held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company, was legal and valid.

The following resolutions were considered and passed at the Meeting:

I. Consideration and passing of the “Resolution on the Election of the Chairman and Vice Chairmen of the Fifth Session of the Board of Directors of the Company.”

1. That Mr. Hou Weigui be elected as the Chairman of the Fifth Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Mr. Lei Fanpui and Mr. Xie Weiliang be elected as the Vice Chairmen of the Fifth Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

II. Consideration and passing of the “Resolution on the Election of the Members of the Specialist Committees of the Fifth Session of the Board of Directors of the Company.”

1. That Mr. Tan Zhenhui, Mr. Hou Weigui, Mr. Xie Weiliang, Mr. Wang Zhanchen, Mr. Li Jin, Mr. Wei Wei and Mr. Chen Naiwei be elected members of the Nomination Committee of the Fifth Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Ms. Qu Xiaohui, Mr. Hou Weigui, Mr. Zhang Junchao, Mr. Dong Lianbo, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Tan Zhenhui be elected members of the Audit Committee of the Fifth Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

3. That Mr. Wei Wei, Mr. Hou Weigui, Mr. Lei Fanpei, Mr. Li Jin , Ms. Qu Xiaohui and Mr. Tan Zhenhui be elected members of the Remuneration and Evaluation Committee of the Fifth Session of the Board of Directors of the Company.

Voting results: For: 14; against: 0, and abstained: 0.

III. Consideration and passing of the “Resolution on the Appointment of New Senior Management Personnel of the Company.”

1. That Mr. Shi Lirong be appointed the President of ZTE Corporation.

Voting results: For: 14; against: 0, and abstained: 0.

2. That Mr. He Shiyou, Mr. Wei Zaisheng, Mr. Xie Daxiong, Mr. Tian Wenguo, Mr. Qiu Weizhao, and Mr. Fan Qingfeng each be re-appointed Executive Vice President of ZTE Corporation, Mr. Wei Zaisheng be re-appointed Financial Controller of ZTE Corporation.

Voting results: For: 14; against: 0, and abstained: 0.

3. That Ms. Chen Jie, Mr. Zhao Xianming, Mr. Pang Shengqing, Mr. Zeng Xuezhong, Mr. Xu Huijun, Mr. Ye Weimin, Mr. Ni Qin, Mr. Wu Zengqi, Mr. Zhu Jinyun and Mr. Zhang Renjun each be re-appointed Senior Vice President of ZTE Corporation .

Voting results: For: 14; against: 0, and abstained: 0.

4. That Mr. Feng Jianxiong be re-appointed Secretary to the Board of ZTE Corporation pursuant to the nomination by Chairman Mr. Hou Weigui.

Voting results: For: 14; against: 0, and abstained: 0.

Please refer to the annex for brief biographies of the new senior management members of the Company.

The following independent opinion was furnished by Independent Directors Mr. Li Jin, Ms. Qu Xiaohui, Mr. Wei Wei, Mr. Chen Naiwei and Mr. Tan Zhenhui at the meeting in respect of the appointment of new senior management members of the Company:

The nomination procedures of the Fifth Session of the Board of Directors for the appointment of senior management personnel and the qualifications of these personnel are in compliance with relevant laws and regulations and the Articles of Association without compromising the interests of the Company and other shareholders.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
30 March 2010

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin, and He Shiyou; six non-executive directors, Hou Weigui, Lei Fanpei, Xie Weiliang, Zhang Junchao, Wang Zhanchen and Dong Lianbo; and five independent non-executive directors, Li Jin, Qu Xiaohui, Wei Wei, Chen Naiwei and Tan Zhenhui.

Annex:Profile of the New Senior Management of the Company

Mr. Shi Lirong, 46, an Executive Director and the president of the Company, has been the Executive Vice President of the Company from 1999 to March 2010. Mr. Shi is a senior engineer. He graduated from Tsinghua University in 1984 majoring in wireless and information technology and Shanghai Jiao Tong University in 1989 with a master of science degree in engineering, specializing in telecommunications and electronic engineering. Mr. Shi served as an engineer and head of the production department in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was the deputy general manager of Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd, and from 1997 to 2007, overseeing the marketing operations of the Company and, since 2007, overseeing the global sales of the Company. He has been an Executive Director of the Company since February 2001. He is concurrently director of Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited (the “Zhongxingxin”) , controlling shareholder of the Company. He has many years of experience in the telecommunications industry and over 19 years of management experience. Mr. Shi holds 200,283 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. He Shiyu, 43, an Executive Director of the Company, has been the Executive Vice President of the Company since 1999. Mr. He is a senior engineer. He graduated from Beijing University of Posts and Telecommunications in 1990 with a Master of Science degree in engineering, specializing in electromagnetic field and microwave technology. Mr. He joined Shenzhen Zhongxingxin Telecommunications Equipment Co., Ltd in 1993 and previously was the chief engineer of the Nanjing Research Centre and deputy head of the Shanghai Research Centre. He was the Company’s vice president from 1998 to 1999, responsible for divisions such as research and development and marketing. Since 1999, he has served as a Senior Vice President of the Company, and is responsible for the Second Sales Division and the handsets business of the Company. He has been an Executive Director of the Company since February 2001. He has many years of experience in the telecommunications industry as well as over 17 years of management experience. Mr. He holds 191,633 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Wei Zaisheng, 47, has been an Executive Vice President of the Company since 1999. Mr. Wei graduated from the Peking University with a master’s degree in business administration in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1988 and served as the chief financial officer and an assistant to the general manager of Zhongxingxin from 1993 to 1997. During the period from 1997 to 1999, he was the Senior Vice President of the Company. Since 1999 he has been the Executive Vice President of the Company in charge of the financial affairs of the Company. He has been appointed a member of China Accounting Informationization Committee and a member of XBRL Regional Steering Committee (China) by the Ministry of Finance since November 2008. Concurrently a director of Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, controlling shareholder of the Company. Mr. Wei has many years of experience in the telecommunications industry, including over 21 years in managerial positions. Mr. Wei holds 215,233 A shares in the Company. He has not been

subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Xie Daxiong, 46, has been an Executive Vice President of the Company since 2004. Mr. Xie is a senior engineer and holds the title of professor. He graduated from the Nanjing University of Science and Technology in 1986, specialising in applied mechanics, and has obtained a Master of Science degree in engineering. Mr. Xie joined Zhongxingxin in 1994 and had been the head of the Nanjing Research Institute of Zhongxingxin. From 1998 to 2004, Mr. Xie was the CDMA products manager, and subsequently the general manager of the Company's CDMA Division. Since 2004, he has been Executive Vice President of the Company in charge of the Technology Centre of the Company. As a national-level candidate of the talent programme, Mr. Xie is entitled to special government grants. He was also the recipient of the first Shenzhen Mayor Award. Mr. Xie has many years of experience in the telecommunications industry, including over 13 years in managerial positions. Mr. Xie holds 289,607 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Tian Wenguo, 41, has been an Executive Vice President of the Company since 2005. Mr. Tian graduated from Harbin Institute of Technology in 1991 with a bachelor of science degree in engineering, specialising in electromagnetic surveys and devices. Mr. Tian joined Zhongxingxin in 1996, and from 1997 to 2002, he was the manager of the Company's Chongqing Sales Office and the general manager of the Southwest Region. From 2002 to 2005, he was the Senior Vice President and general manager of Second Sales Division of the Company. Since 2005, he has been Executive Vice President of the Company in charge of marketing and operations of the Company. Mr. Tian has many years of experience in the telecommunications industry, including over 12 years in managerial positions. Mr. Tian holds 206,877 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Qiu Weizhao, 46, was a Senior Vice President of the Company from 1998 to 2006, and has been an Executive Vice President of the Company since 2007. Mr. Qiu graduated from Xi'an University of Electronic Technology in 1988, specialising in telecommunications and electronic systems with a master of science degree in engineering. Mr. Qiu was responsible for the logistics operations of the Company from 1998 to 2007, and since 2008 he has been responsible for the human resources and administration of the Company. Mr. Qiu has many years of experience in the telecommunications industry, including over 21 years in managerial positions. Mr. Qiu holds 182,000 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Fan Qingfeng, 41, has been an Executive Vice President of the Company since March 2008. Mr. Fan graduated from Liaoning Engineering Technology University in 1992 with a bachelor's degree, specialising in industrial electrical automation. He graduated from Tsinghua University in 2006 with a master's degree in business administration. He joined Zhongxingxin in 1996. From 1997 to 2005, Mr. Fan acted as the project manager of the Company's Zhengzhou office, the manager of Chongqing office,

regional vice president of Eastern China region and manager of Ji'nan Office, deputy general manager of the Company's Second Sales Division, the Senior Vice President of the Company and head of Beijing branch. Since March 2008 he has been Executive Vice President of the Company in charge of logistics operations. He has many years of experience in the telecommunications industry, including over 11 years in managerial positions. Mr. Fan holds 242,500 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Ms. Chen Jie, 51, has been a Senior Vice President of the Company since 2002. Ms. Chen graduated from the Nanjing University of Posts and Telecommunications (formerly "Nanjing Institute of Posts and Telecommunications") in 1989 specialising in telecommunications and from the New York University's Department of Computer Science in 1994 with a double master's degree. Ms. Chen holds the titles of senior researcher and senior engineer. From 1989 to 1992, Ms. Chen was a manager of the Development Division of Shenzhen Zhongxing Semiconductor Co., Ltd. From 1998 to the beginning of 2002, she served as the general manager of the Company's U.S. subsidiary. Since 2002, she has been Senior Vice President of the Company in charge of the Networking Operations Division. From 2007 onwards, she has been general manager of the wireline and business products under the marketing department. Ms. Chen has many years of experience in the telecommunications industry, including over 14 years in managerial positions. Ms. Chen holds 366,990 A shares in the Company. She has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Zhao Xianming, 43, has been a Senior Vice President of the Company since 2004. Mr. Zhao graduated from the Harbin Institute of Technology in 1997 specialising in telecommunications and electronic systems with a doctorate of science degree in engineering. From 1991 to 1998, Mr. Zhao served as a deputy director of the Communication Engineering Teaching and Research Office of Harbin Institute of Technology. He joined the Company in 1998 to engage in the research, development and management of the CDMA products. He had been the head of the Research & Development Group, project manager and general product manager from 1998 to 2003. Since 2004, he has been the Senior Vice President of the Company in charge of the CDMA Division of the Company. Since 2007 he has been Senior Vice President in charge of wireless products under the marketing operations. Mr. Zhao has many years of experience in the telecommunications industry, including over 18 years in managerial positions. Mr. Zhao holds 262,100 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Pang Shengqing, 41, has been a Senior Vice President of the Company since 2005. Mr. Pang is an engineer. He graduated from Huazhong University of Science and Technology with a doctorate of science degree in engineering in 1995, specialising in mechanical manufacturing. He was awarded the Guangdong Science and Technology Award in May 2002. Mr. Pang joined Zhongxingxin in 1995. From 1998 to 2000, Mr. Pang was involved in research and development of the Company's CDMA core technology research and hardware systems. Mr. Pang was the deputy general manager of the CDMA Division from 2001 to 2004. Since 2005 he has been Senior Vice President of the Company responsible for the First Sales Division of the Company. He has many years of experience in the telecommunications

industry, including over 11 years in managerial positions. Mr. Pang holds 219,668 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Zeng Xuezhong, 36, has been a Senior Vice President of the Company since 2006. Mr. Zeng graduated from Tsinghua University with a bachelor of science degree in engineering in modern applied science in 1996 and with a EMBA degree in 2007. Mr. Zeng joined Zhongxingxin in 1996. From 1997 to July 2006, Mr. Zeng was the Company's senior project manager, assistant to the regional general manager, manager of Guiyang branch and manager of Kunming branch, deputy general manager and general manager of the Second Sales Division and Vice President of the Company. Since August 2006, he has been Senior Vice President of the Company in charge of the Third Sales Division. Mr. Zeng has many years of experience in the telecommunications industry, including over 10 years in managerial positions. Mr. Zeng holds 312,000 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Xu Huijun, 36, has been a Senior Vice President of the Company since 2004. Mr. Xu graduated from Tsinghua University in 1998 with a master of science degree in engineering, specialising in electronic engineering. He joined the Company in 1998 and had served as a project manager of the General Products Division, the head of Beijing Research Centre and the general manager of the general products division from 1998 to 2003. Since 2004 he has been Vice President of the Company in charge of the General Products Division. Since 2007 he has continued to be Senior Vice President of the Company in charge of after-sales services of the sales operations. Mr. Xu has many years of experience in the telecommunications industry, including over 11 years in managerial positions. Mr. Xu holds 272,080 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Ye Weimin, 43, has been a Senior Vice President of the Company since 2001. Mr. Ye graduated from Shanghai Jiaotong University in 1988 with a bachelor of science degree in engineering, majoring in computer science and engineering. He graduated from Rennes-Shanghai Jiaotong University in 2007 with a doctor of business administration degree conferred by ESC Rennes School of Business, specialising in business administration. He joined Zhongxingxin in 1994 and was previously involved in the engineering research and development of digital programme-control switches and mobile communication systems. From 1997 to 2001, he served as the chief officer of the Company's Central Laboratory, head of the quality control department of Mobile Operations Division and the Customer Services Department and deputy general manager of the Third Sales Division. From 2001 to 2007, he has been Senior Vice President of the Company in charge of the Mobile Operations Division and the Fifth Sales Division. Since 2008 he has been responsible for the ZTE Kangxun Telecom Company Limited. Mr. Ye has many years of experience in the telecommunications industry, including over 16 years in middle to senior management. Mr. Ye holds 256,524 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Ni Qin, 50, has been a Senior Vice President of the Company since 1998. Mr. Ni graduated from Shanghai School of Posts and Telecommunications in 1981, specialising in telecommunications. From 1981 to 1994, Mr. Ni carried out technological research and development work in Shanghai Postal and Telecommunication Research Institute No. 1. He served as head of Shanghai Research Institute of Zhongxingxin from 1994 to 1997. Since 1998 he has been Senior Vice President of the Company in charge of the Access Product Division, the Handset Division and IT construction. Mr. Ni has many years of experience in the telecommunications industry, including over 15 years in managerial positions. Mr. Ni holds 351,489 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Wu Zengqi, 45, has been a Senior Vice President of the Company since 2007. Mr. Wu graduated from Fudan University in 1990 with a Master's degree in economics, specialising in global economics. He joined the Company in 1999 and was the chief representative of the Libyan Office of the First Sales Division, the general manager of North Africa region of the Fifth Sales Division and the general manager of the Second Sales Division from 1999 to 2008. Since 2009, he has been the general manager of the Fifth Sales Division. Mr. Wu has many years of experience in the telecommunications industry, including over 10 years in managerial positions. Mr. Wu holds 224,250 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Zhu Jinyun, 38, has been a Senior Vice President of the Company since 2009. Mr. Zhu graduated from Harbin Engineering University in 1998 with a master's degree in engineering specialising in communications and electronic systems. He joined the Company in the same year to engage in the research and development and management of CDMA products. From 2000 to 2008, Mr. Zhu had been head of the CDMA hardware development department, general project manager for various products under the CDMA department and general project manager for WCDMA products. Since 2009, he has been the general manager of the Fourth Sales Division. Mr. Zhu has many years of experience in the telecommunications industry, including over 10 years in managerial positions. Mr. Zhu holds 202,966 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Zhang Renjun, 41, has been a Senior Vice President of the Company since 2009. Mr. Zhang graduated from Northeastern University in 1990 with a bachelor's degree in engineering, specialising in automated controls. Mr. Zhang joined Shenzhen Zhongxing Semiconductor Co., Ltd in 1992. From 2000 to 2008, he had been deputy general manager of the First Sales Division, deputy general manager of the Fourth Sales Division, head of the MTO department and director of the PMO department, both under sales operations. Mr. Zhang has many years of experience in the telecommunications industry, including over 10 years in managerial positions. Since 2009, he has been the general manager of the Second Sales Division, Mr. Zhang does not hold any shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

Mr. Feng Jianxiong, 36, the Secretary to the Board of Directors and Company Secretary of the Company. Mr. Feng graduated from Tianjin University of Finance and Economics with a bachelor degree in economics, majoring in international finance. He joined Zhongxingxin in July 1996, and has been the Secretary to the Board of Directors since 2000, with spells as heads of the Investment Department, the Securities and Finance Department and the Securities and Investor Relations Department of the Company during the period. Mr. Feng has many years of experience in the telecommunications industry, including over 10 years in managerial positions. Mr. Feng holds 175,000 A shares in the Company. He has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.