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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)**

## **APPLICATION FOR QUOTATION OF ZTESOFT ON THE NATIONAL EQUITIES EXCHANGE AND QUOTATIONS**

Reference is made to the announcement of ZTE Corporation (the “Company” and together with its subsidiaries, the “Group”) dated 6 April 2016, in relation to among other things, the proposed application for a quotation of the shares of ZTEsoft Technology Co., Ltd\* (中興軟創科技股份有限公司) (“ZTEsoft” and together with its subsidiaries, the “Spin-off Group”), a non-wholly owned subsidiary of the Company, on the National Equities Exchange and Quotations\* (全國中小企業股份轉讓系統) (the “NEEQ”) in the People’s Republic of China (the “Announcement”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The board of directors (the “**Board**”) of the Company is pleased to announce that ZTEsoft filed an application for the Potential Quotation on the NEEQ on 28 April 2016 and received the acknowledgment of receipt from NEEQ Co. Ltd on the same day.

ZTEsoft is a company established in the PRC. As at the date of this announcement, it is directly held as to 89% by the Company and 11% by Jiaxing Oula Investment Limited Partnership\* (嘉興歐拉投資合夥企業 (有限合夥)). It is principally engaged in the business of provision of business & operation support system, smart city transport support system and customized production and application layer system integration services of public affairs software.

### **LISTING RULES IMPLICATIONS**

As the Potential Quotation does not involve any issue of new shares by ZTEsoft, immediately upon the completion of the Potential Quotation, the shareholding structure of ZTEsoft will

remain the same. Accordingly, the Potential Quotation will not constitute a deemed disposal under Chapter 14 of the Listing Rules.

The Company has made a spin-off application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the Potential Quotation pursuant to Practice Note 15 of the Listing Rules on 6 April 2016. As at the date of this announcement, the Potential Quotation is subject to the approval from the Stock Exchange. The Company will make such further announcement(s) in relation to the Potential Quotation as and when appropriate and/or required pursuant to the Listing Rules.

The implementation of the Potential Quotation will be subject to, among other things, approval from the Stock Exchange and NEEQ Co. Ltd.

**Shareholders and potential investors should note that there is no assurance as to whether or when the Potential Quotation will proceed. As the Potential Quotation may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Zhao Xianming**  
*Chairman*

Shenzhen, the PRC  
29 April 2016

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Zhao Xianming, Yin Yimin and Wei Zaisheng; six non-executive directors, Zhang Jianheng, Luan Jubao, Shi Lirong, Wang Yawen, Tian Dongfang and Zhan Yichao; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.*

*\* For identification purposes only*