

# 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)

## PROXY FORM<sup>1</sup> FOR THE 2014 ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD ON THURSDAY, 28 MAY 2015 (REVISED)

Number of H Shares to which this Proxy Form relates<sup>2</sup>:

I/We<sup>3</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
and shareholder account no. \_\_\_\_\_ (as shown in the register of members),  
being the shareholder(s) of ZTE Corporation (the "Company"), hereby appoint the Chairman of AGM or<sup>4</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
as my/our proxy to attend on my/our behalf the AGM of the Company to be held at the Conference Room on the 4th Floor of the Company's headquarters in Shenzhen (Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China; telephone: +86-755-26770282) on Thursday, 28 May 2015 at 9:00 a.m., and any adjournment thereof and vote on my/our behalf in respect of the resolutions set out in the Notice of the 2014 Annual General Meeting (the "AGM Notice") and Supplementary Notice of the 2014 Annual General Meeting (the "AGM Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
1	To consider and approve the 2014 Annual Report of the Company (including 2014 financial statements of the Company audited by PRC and Hong Kong auditors).			
2	To consider and approve the 2014 Report of the Board of Directors of the Company.			
3	To consider and approve the 2014 Report of the Supervisory Committee of the Company.			
4	To consider and approve the 2014 Report of the President of the Company.			
5	To consider and approve the Final Financial Accounts of the Company for 2014.			
6	To consider and approve the Resolutions of the Company on the Proposed Application for Composite Credit Facilities.	—	—	—
6.1	To consider and approve the Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion			
6.2	To consider and approve the Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB15.0 billion			
6.3	To consider and approve the Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD5.5 billion			
7	To consider and approve the Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2015.	—	—	—
7.1	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2015 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted			
7.2	To consider and approve the Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2015 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2015 based on the specific audit work to be conducted			
7.3	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2015 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted			

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
8	To consider and approve the Resolution on the Application for Investment Limits in Derivative Products of the Company for 2015.  Authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for an net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorization shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.			
9	To consider and approve the Resolution on the Provision of Guarantee by the Company for Overseas Subsidiaries in respect of Debt Financing.			
10	To consider and approve the Resolution on Continuing Connected Transactions in respect of the Execution of the Financial Service Agreement with Mobi Antenna by the Company.			
11	To consider and approve the Resolution on Revising the Cap for the Aggregate Transaction Amount in Continuing Connected Transactions with Mobi Antenna relating to the Purchase of Raw Materials by the Company in 2015.			
Special Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
12	To consider and approve the Resolution on the Proposal for Profit Distribution and Conversion from Capital Reserve for 2014.			
13	To consider and approve the Resolution on the Proposed Registration and Issue of SCP.			
14	To consider and approve the Resolution of the Company on the Application for General Mandate for 2015.			
Ordinary Resolutions		Votes <sup>6</sup>		
15	Consideration on an individual basis of the resolution on the election of independent non-executive directors (by way of accumulative voting)	—		
15.1	That Mr. Chen Shaohua be elected as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Approved by		votes
15.2	That Mr. Lü Hongbing be elected as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Approved by		votes
15.3	That Mr. Bingsheng Teng be elected as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Approved by		votes

Date: \_\_\_\_\_ 2015

Signature<sup>7</sup>: \_\_\_\_\_

*Notes:*

- IMPORTANT:** Before you duly authorise a proxy, please read the 2014 Annual Report and circular, which was delivered to shareholders of the Company on 9 April 2015, and the AGM Supplementary Notice, which was delivered to shareholders of the Company on 27 April 2015. The 2014 Annual Report includes the report of the board of directors and audited financial statements of the Company for 2014 for shareholders' review.
  - Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the H shares in the issued capital of the Company registered in your name(s).
  - Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITAL LETTERS**.
  - If you want to authorise any person other than the Chairman of AGM as your proxy, please delete the words "the Chairman of AGM or" and insert the name and address of the proxy you duly authorise. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company. For a member who appoints more than one proxy, his proxies are entitled to execute his voting rights only by way of a poll. Any alterations made in this proxy form should be initiated by the person who signs it.
  - IMPORTANT:** Please check the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please check the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please check the appropriate box under the column marked "Abstained" if you wish to abstain from voting in respect of a resolution. If no direction is given, the proxy is entitled to vote or abstain as he thinks fit. Unless otherwise directed in this proxy form, the proxy is also entitled to vote as he thinks fit for any resolution duly submitted to the AGM in addition to those set out in the AGM Notice and the AGM Supplementary Notice.
  - IMPORTANT:** Voting at the AGM in respect of sub-resolutions No. 15.1 to 15.3 under Resolution No. 15 (namely the election of independent non-executive directors) shall be conducted by way of accumulative voting, whereby in respect of the three sub-resolutions you are entitled to a number of votes equivalent to three times of the number of shares represented by you, and you may cast all or part of such number of votes in favour of all or one or several of the three candidates under the three sub-resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed three times of the number of shares represented by you, otherwise, all votes cast by you in respect of the sub-resolutions will be rendered null and void and you will be deemed as having waived your right to vote.  
Please indicate clearly the number of votes that you intend to cast or your intention to abstain from voting in respect of each candidate in the appropriate box against the corresponding resolution. If no direction is given, your proxy is entitled to put down such number of votes as he thinks fit. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he thinks fit for any resolution duly submitted to the AGM to be determined by way of accumulative voting in addition to those set out in the AGM Notice and the AGM Supplementary Notice.
  - This proxy form must be signed by you or your attorney duly authorised in writing, or under the Common Seal or the hand of a director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation documents giving such authorisation must be notarised.
  - In case of joint holders of a share, any one of such holders is entitled to vote at the AGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attends the AGM personally or by proxy.
  - To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) authorising the signing of this proxy form must be deposited by H shareholders, no later than 24 hours before the time appointed for holding the AGM, at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
  - The completion and return of this proxy form shall not affect your right to attend and vote at the AGM should you so wish.
  - IMPORTANT:** If you have submitted the original proxy form delivered to shareholders of the Company on 9 April 2015, please note that:
    - The revised proxy form submitted to the Company by you not later than 24 hours before the time appointed for the AGM shall supersede the original proxy form submitted by you, whereby the original proxy form shall be revoked and the revised proxy form (subject to accuracy of information entered thereon) shall be deemed the valid proxy form submitted by you.
    - If you fail to submit a revised proxy form to the Company not later than 24 hours before the time appointed for the AGM, the original proxy form previously submitted will remain valid (subject to accuracy of information entered thereon). In respect of the resolutions relating to the appointment of Mr. Chen Shaohua, Mr. Lü Hongbing, Mr. Bingsheng Teng as independent non-executive directors of the Company which have not been set out in the original proxy form, if no direction is given, your proxy holding the original proxy form shall be entitled to vote as he thinks fit.
- (Both the original copy and any duplicate copy of this proxy form will be accepted as valid.)