

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 FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016 OF ZTE CORPORATION TO BE HELD ON THURSDAY, 3 MARCH 2016 (REVISED)

Number of H Shares to which this proxy form relates¹:

I/We² _____
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 EGM
or³ _____
of (address) _____
holding identity card no. _____
as my/our proxy to attend on my/our behalf the First Extraordinary General Meeting of 2016 of the
Company (the "EGM") 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, 3 March 2016 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 First Extraordinary General Meeting of 2016 (the "EGM
Notice") and Supplementary Notice of the First Extraordinary General Meeting of 2016 (the "EGM
Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

No.	Ordinary Resolutions	Votes ⁴
1	Consideration of the Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Seventh Session of the Board of Directors	—
Election of Non-independent Directors		
1.1	That Mr. Shi Lirong be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by _____ votes
1.2	That Mr. Zhang Jianheng be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by _____ votes
1.3	That Mr. Luan Jubao be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by _____ votes

No.	Ordinary Resolutions	Votes ⁴
1.4	That Mr. Wang Yawen be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.5	That Mr. Tian Dongfang be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.6	That Mr. Zhan Yichao be elected as an Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.7	That Mr. Yin Yimin be elected as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.8	That Mr. Zhao Xianming be elected as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.9	That Mr. Wei Zaisheng be elected as an Executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
Election of Independent Non-executive Directors		
1.10	That Mr. Richard Xike Zhang be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.11	That Mr. Chen Shaohua be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.12	That Mr. Lü Hongbing be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.13	That Mr. Bingsheng Teng be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
1.14	That Mr. Zhu Wuxiang be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes
2	Consideration of the Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders' Representative Supervisors for the Seventh Session of the Supervisory Committee	—
2.1	That Ms. Xu Weiyan be elected as a Shareholders' Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by votes

No.	Ordinary Resolutions	Votes ⁴
2.2	That Mr. Wang Junfeng be elected as a Shareholders' Representative Supervisor of the Seventh Session of the Supervisory Committee of the Company for a term commencing on 30 March 2016 and ending on 29 March 2019	Approved by _____ votes

No.	Ordinary Resolutions	For ⁵	Against ⁵	Abstained ⁵
3	Consideration of the Resolution of the Company on the Provision of Performance Guarantee for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary			
4	Consideration of the Resolution of the Company on the Investment in ZTE Changsha Base Project in Changsha Hi-tech Zone and Proposed Execution of the Project Investment Contract			
5	Consideration of the Resolution of the Company on the Investment in the ZTE Guangzhou Research Institute Project in Guangzhou and Proposed Execution of the Project Cooperation Agreement			

No.	Special Resolution	For ⁵	Against ⁵	Abstained ⁵
6	Consideration and approval of the Resolution on the Amendment of Certain Clauses under the Articles of Association			

Date: _____ 2016

Signature⁶: _____

Notes:

1. 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).
2. Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITAL LETTERS**.
3. If you want to authorise any person other than the Chairman of EGM as your proxy, please delete the words "the Chairman of EGM or" and insert the name and address of the proxy you duly authorise. Any member entitled to attend and vote at the EGM 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 initialed by the person who signs it.
4. **IMPORTANT:** Voting at the EGM in respect of the election of candidates for non-independent directors and candidates for independent non-executive directors under Resolution No. 1 shall be conducted by way of separate voting.

Voting at the EGM in respect of sub-resolutions No. 1.1 to 1.9 under Resolution No. 1 (namely the election of non-independent directors) shall be conducted by way of accumulative voting, whereby in respect of the nine sub-resolutions you are entitled to a number of votes equivalent to nine 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 nine candidates under the nine 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 nine 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.

Voting at the EGM in respect of sub-resolutions No. 1.10 to 1.14 under Resolution No. 1 (namely the election of independent non-executive directors) shall be conducted by way of accumulative voting, whereby in respect of the five sub-resolutions you are entitled to a number of votes equivalent to five 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 five candidates under the five 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 five 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.

Voting at the EGM in respect of sub-resolutions No. 2.1 to 2.2 under Resolution No. 2 (namely the election of the two shareholders' representative supervisors) shall be conducted by way of accumulative voting, whereby in respect of the two sub-resolutions you are entitled to a number of votes equivalent to two 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 of the two candidates under the two 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 two 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 EGM to be determined by way of accumulative voting in addition to those set out in the EGM Notice and the EGM Supplementary Notice.

5. **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 a 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 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 EGM in addition to those set out in the EGM Notice and the EGM Supplementary Notice.
6. 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.
7. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, 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 attend the EGM personally or by proxy.
8. 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 EGM, 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.
9. The completion and return of this proxy form shall not affect your right to attend and vote at the EGM should you so wish.
10. **IMPORTANT:** If you have submitted the original proxy form delivered to shareholders of the Company on 11 January 2016, please note that:
 - (i) The revised proxy form submitted to the Company by you not later than 24 hours before the time appointed for the EGM 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.
 - (ii) If you fail to submit a revised proxy form to the Company not later than 24 hours before the time appointed for the EGM, the original proxy form previously submitted will remain valid (subject to accuracy of information entered thereon). In respect of the resolutions relating to the amendment of certain clauses under the Articles of Association 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.)