



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 2019 (THE "EGM") OF ZTE CORPORATION TO BE HELD ON WEDNESDAY, 20 MARCH 2019

Number of H Shares to which this proxy form relates ¹ :	
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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 for 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 Wednesday, 20 March 2019 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 2019 (the "EGM Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		Votes ⁴	
1.00	Resolution on the Re-election of the Board of Directors and the Election of Non-independent Directors for the Eighth Session of the Board of Directors	—	
1.01	That Mr. Li Zixue be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
1.02	That Mr. Xu Ziyang be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
1.03	That Mr. Li Buqing be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
1.04	That Mr. Gu Junying be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
1.05	That Mr. Zhu Weimin be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
1.06	That Ms. Fang Rong be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
2.00	Resolution on the Re-election of the Board of Directors and the Election of Independent Non-executive Directors for the Eighth Session of the Board of Directors	—	
2.01	That Ms. Cai Manli be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
2.02	That Mr. Yuming Bao be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes
2.03	That Mr. Gordon Ng be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes

Ordinary Resolutions		Votes ⁴		
3.00	Resolution on the Re-election of the Supervisory Committee and the Election of Shareholders' Representative Supervisors for the Eighth Session of the Supervisory Committee	—		
3.01	That Mr. Shang Xiaofeng be elected as a Shareholders' Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes	
3.02	That Ms. Zhang Sufang be elected as a Shareholders' Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Approved by	votes	
Ordinary Resolutions		For ⁵	Against ⁵	Abstain ⁵
4.00	Resolution on the Authorization to Purchase Directors', Supervisors' and Senior Management's Liability Insurance			
5.00	Resolution on Continuing Connected Transactions under the "2019-2021 Purchase Framework Agreement" with Zhongxingxin, a Connected Party			
Special Resolutions		For ⁵	Against ⁵	Abstain ⁵
6.00	Resolution on the Arrangement of the Floor Price of the Non-public Issuance of A Shares of 2018			
7.00	Resolution on the Extension of the Validity Period for the Shareholders' Resolutions in relation to the Non-public Issuance of A Shares of 2018			
8.00	Resolution on the Authorization in relation to the Non-public Issuance of A Shares of 2018			

Date: _____ 2019

Signature⁶: _____

Notes:

- 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 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.
- IMPORTANT:** Voting at the EGM in respect of sub-resolutions No. 1.01 to 1.06 under Resolution No. 1.00 (namely the election of non-independent directors) shall be conducted by way of accumulative voting, whereby in respect of the six sub-resolutions you are entitled to a number of votes equivalent to six 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 six candidates under the six 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 six 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. 2.01 to 2.03 under Resolution No. 2.00 (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.
Voting at the EGM in respect of sub-resolutions No. 3.01 to 3.02 under Resolution No. 3.00 (namely the election of 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 or several 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.
- 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 "Abstain" 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.
- 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 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.
- 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.
- The completion and return of this proxy form shall not affect your right to attend and vote at the EGM should you so wish.

(Both the original copy and any duplicate copy of this proxy form will be accepted as valid.)