



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 SOLICITATION OF VOTING RIGHTS BY INDEPENDENT NON-EXECUTIVE DIRECTORS ("INDEPENDENT DIRECTORS' PROXY FORM") FOR USE AT THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020 HELD ON FRIDAY, 6 NOVEMBER 2020

Number of H shares relating to this
Independent Directors' Proxy Form ¹:

I/We ² _____
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"), confirm as the appointing party that I/we have, prior to signing this Independent Directors' Proxy Form, read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors prepared by the soliciting party for the current solicitation of voting rights and published on 12 October 2020, the Notice of the Second Extraordinary General Meeting of 2020 (the "EGM Notice") published on 21 October 2020 and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Directors' Proxy Form or to amend the contents of this Independent Directors' Proxy Form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

As the appointing party, I/we hereby appoint Ms. Cai Manli, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the Second Extraordinary General Meeting of 2020 of ZTE Corporation (the "EGM") and to exercise voting rights in respect of the following matters to be considered at the meeting in accordance with instructions contained in this Independent Directors' Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows:

Special Resolutions		For ³	Against ³	Abstained ³
1.00	Resolution on the "2020 Share Option Incentive Scheme (Draft) of ZTE Corporation" and its summary			
2.00	Resolution on the "2020 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation"			
3.00	Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the 2020 Share Option Incentive Scheme			
Ordinary Resolutions		For ³	Against ³	Abstained ³
4.00	Resolution on "Management Stock Ownership Scheme (Draft) of ZTE Corporation" and its summary			
5.00	Resolution on "Measures for the Administration of the Management Stock Ownership Scheme of ZTE Corporation"			
6.00	Resolution on a mandate granted to the Board by the General Meeting to deal with matters pertaining to the Management Stock Ownership Scheme			

* Please refer to the circular and EGM Notice of the Company dated 21 October 2020 for the full text of the aforesaid resolutions. You should read the circular before appointing any proxies.

Date: _____ 2020

Signature⁴: _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this Independent Directors' Proxy Form relates. If no number is inserted, this Independent Directors' 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. **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 Independent Directors' 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.
4. This Independent Directors' 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 Independent Directors' Proxy Form is signed by an attorney, the power of attorney or other authorisation documents giving such authorisation must be notarised.
5. 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.
6. To be valid, this Independent Directors' Proxy Form together with any notarised copy of the power of attorney or other authorisation documents (if any) authorising the signing of this Independent Directors' 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.
7. The completion and return of this Independent Directors' 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 Independent Directors' Proxy Form will be accepted as valid.)