

ZTE中兴

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 FORM¹ FOR THE ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD ON THURSDAY, 30 MAY 2013

Number of Shares to which this Proxy Form relates ² :	
Class of Shares to which this Proxy Form (Domestic shares or H shares) relates ² :	

I/We³ _____

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 or⁴ _____

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, 30 May 2013 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 AGM as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
1	To consider and approve the 2012 financial statements of the Company audited by PRC and Hong Kong auditors.			
2	To consider and approve the 2012 report of the Board of Directors of the Company.			
3	To consider and approve the 2012 report of the Supervisory Committee of the Company.			
4	To consider and approve the 2012 report of the President of the Company.			
5	To consider and approve the final financial accounts of the Company for 2012.			
6	To consider and approve the proposals of profit distribution of the Company for 2012.			
7	To consider and approve the resolutions on the proposed application by the Company for composite credit facilities.	—	—	—
7.1	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;			
7.2	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 RMB11.5 billion;			
7.3	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 USD6.0 billion.			
8	To consider and approve the resolutions on the appointment of the PRC auditor and the Hong Kong auditor of the Company for 2013.	—	—	—
8.1	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2013 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted;			

Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
8.2	To consider and approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2013 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2013 based on the specific audit work to be conducted;			
8.3	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2013 and authorize the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2013 based on the specific audit work to be conducted.			
9	To consider and approve the resolution on the application for investment limits in derivative products of the Company for 2013.	—	—	—
9.1	To consider and approve the 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 authorisation 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.			
9.2	To consider and approve the authorisation for Company to invest in fixed income derivative products for an net amount not exceeding the equivalent of USD500 million (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation 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.			
Special Resolutions		For ⁵	Against ⁵	Abstained ⁵
10	To consider and approve the resolution of the Company on the application for General Mandate for 2013.			

Date: _____ 2013

Signature⁶: _____

Notes:

- IMPORTANT:** Before you duly authorise a proxy, please read the 2012 Annual Report, which is expected to be delivered to shareholders of the Company on or before 15 April 2013. The 2012 Annual Report includes the report of the board of directors and audited financial statements of the Company for 2012 for shareholders' review.
- Please insert the number of shares concerned in this proxy form and registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s). Also please indicate the class of shares to which this proxy form relates (Domestic share or H share).
- 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 initialed by the person who signs it.
- IMPORTANT:** Please indicate with a "√" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "√" in the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please indicate with a "√" in 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 the 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 Notice of the AGM.
- 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 shall be notarized.
- 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 attend the AGM personally or by proxy.
- To be valid, this proxy form together with any notarized copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the AGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China 518057 for Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.

(Both the original and the duplicate of this proxy form are acceptable.)