

ZTE中兴

ZTE CORPORATION

中兴通讯股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 763)

PROXY FORM FOR THE THIRD EXTRAORDINARY GENERAL MEETING OF 2010 OF ZTE CORPORATION TO BE HELD ON TUESDAY, 30 NOVEMBER 2010

Number of Shares to which this Proxy Form relates ¹ :	
Class of Shares to which this Proxy Form (Domestic shares or H shares) relates ¹ :	

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 the meeting or³ _____
of (address) _____

holding identity card no. _____
as my/our proxy to attend on my/our behalf the 2010 Third Extraordinary General Meeting 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; telephone: +86 (755) 26770282) on Tuesday, 30 November 2010 at 9:00 a.m. and vote for me/us respect of the resolutions set out in the notice of the Third Extraordinary General Meeting of 2010 of the Company as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

No.	Ordinary Resolution	For ⁴	Against ⁴	Abstained ⁴
1	To consider the "Resolution of the Company on the Application for the Establishment of ZTE Finance Co., Ltd"			
2	To consider the "Resolution of the Company on Increasing the Insurance Amount of Directors', Supervisors' and Senior Management's Liability Insurance"			

Dated: _____ 2010 Signature⁵: _____

Notes:

1. Please insert the number of shares concerned in this proxy form and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s). Also please insert the class of shares concerned in this Proxy Form (Domestic share or H share).
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 appoint any person other than the Chairman of the 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 meeting 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:** 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 EGM in addition to those set out in the notice of EGM.
5. 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 notarised.
6. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting, 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 meeting personally or by proxy.
7. To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited no less than 24 hours before the time appointed for holding the EGM, at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, PRC, zip code: 518057 in the case of Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in the case of H Shareholders.

(Both the original and photocopies of this proxy form will be accepted.)