



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 SOLICITATION OF VOTING RIGHTS BY INDEPENDENT NON-EXECUTIVE DIRECTORS (REVISED)

I _____ /We _____ confirm as the appointing party that I/we have, prior to signing this solicitation proxy form, have read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors (Complete Version) prepared published by the soliciting party for the current solicitation of voting rights, Notice of The Second Extraordinary General Meeting of 2013, Supplementary Notice of The Second Extraordinary General Meeting of 2013 and other relevant documents, and I/we have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, prior to registering for the on-site meeting, revoke the appointment of the soliciting party under this solicitation proxy form or to amend the contents of this solicitation 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 Mr. Wei Wei, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the Second Extraordinary General Meeting of 2013 of the ZTE Corporation and to exercise the voting rights in respect of matters stipulated in this solicitation proxy form in accordance with instructions contained herein.

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

No.	Matters to be considered	For ^{Note}	Against ^{Note}	Abstained ^{Note}
1	Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking			
2	Resolution on the Amendment of Relevant Clauses of the Articles of Association			
3	Resolution on the Election of Independent Non-executive Director			

Note: 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 more than one or no instruction is given for a proposal, the appointment is deemed to be void.

This proxy shall be valid from the date on which it is signed to the close of the Second Extraordinary General Meeting of 2013.

Number of shares held by appointer: _____ shares

Share account number of appointer (applicable to domestic shareholders only): _____

Identity card number of appointer (or business license number in case of legal person shareholders)
(applicable to domestic shareholders only): _____

Contact telephone number of appointer: _____

Appointer (endorsement by signature, company seal to be affixed in case of legal person shareholders): _____

Date of signature: _____

Important Note: If you have submitted the original proxy form, 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, the original proxy form previously submitted will remain valid and applicable to the extent permissible (subject to accuracy of information entered thereon). In respect of the resolution relating to the appointment of Mr. Richard Xike Zhang (張曦軻) as Independent Non-executive Director of the Company which has not been set out in the original proxy form, if no direction is given, Mr. Wei Wei, your proxy holding the original proxy form shall be entitled to vote as he thinks fit.