



## 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 THIRD EXTRAORDINARY GENERAL MEETING OF 2020 (THE "EGM") OF ZTE CORPORATION TO BE HELD ON MONDAY, 21 DECEMBER 2020

Number of H Shares to which this proxy form relates<sup>1</sup>:

I/We<sup>2</sup> \_\_\_\_\_  
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 or<sup>3</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_

holding identity card no. \_\_\_\_\_  
as my/our proxy to attend on my/our behalf 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 Monday, 21 December 2020 at 3:30 p.m., and any adjournment thereof and vote on my/our behalf in respect of the resolutions set out in the Notice of the Third Extraordinary General Meeting of 2020 (the "EGM Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
1.00	Resolution on the Company's fulfilment of criteria for the acquisition of assets by issuance of shares and ancillary fund-raising			
2.00	Resolution on the Company's plan for the acquisition of assets by issuance of shares and ancillary fund-raising (to be voted upon item by item)	—	—	—
2.01	General plan			
Acquisition of assets by issuance of shares		—	—	—
2.02	Counterparties			
2.03	Target assets			
2.04	Transaction price of the target assets			
2.05	Method of payment			
2.06	Class and par value of shares to be issued			
2.07	Place of listing			
2.08	Issue price and pricing principles			
2.09	Proposal in relation to the adjustment of issue price			
2.10	Number of shares to be issued			
2.11	Lock-up period arrangement			
2.12	Arrangement for the retained undistributed profits			
2.13	Validity period of the resolution			
Ancillary fund-raising		—	—	—
2.14	Class and par value of shares to be issued			
2.15	Place of listing			
2.16	Target subscribers			
2.17	Method of issuance and method of subscription			
2.18	Issue price and pricing principles			
2.19	Total amount of the ancillary fund-raising and number of shares to be issued			
2.20	Lock-up period arrangement			

Special Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
2.21	Use of the ancillary funds-raising			
2.22	Arrangement for the retained undistributed profits			
2.23	Validity period of the resolution			
3.00	Resolution on the report on acquisition of assets by issuance of shares and ancillary fund-raising of ZTE Corporation (Draft) (Revised Version) and its summary			
4.00	Resolution on the Transaction not constituting a connected transaction			
5.00	Resolution on the Transaction not constituting a major asset restructuring			
6.00	Resolution on the Transaction not constituting reverse takeover under Article 13 of the “Administrative Measures for the Major Asset Restructuring of Listed Companies”			
7.00	Resolution on compliance of the Transaction with Articles 11 and 43 of the “Administrative Measures for the Major Asset Restructuring of Listed Companies”			
8.00	Resolution on compliance of the Transaction with Article 4 of the “Regulations on Certain Issues Concerning the Regulation of Major Asset Restructuring of Listed Companies”			
9.00	Resolution on the execution of the conditional Agreement in respect of Share Issue for Asset Acquisition			
10.00	Resolution on the execution of the conditional Supplemental Agreement in respect of Share Issue for Asset Acquisition			
11.00	Resolution on the statement of completeness and compliance of statutory procedures performed in relation to the Transaction and the validity of the submission of legal documents			
12.00	Resolution on the statement of principals involved in the Transaction not being subject to Article 13 of the “Interim Provisions on Strengthening Regulation over Unusual Trading in Stocks relating to Major Asset Restructuring of Listed Companies”			
13.00	Resolution on the statement of the Company’s share price fluctuation not reaching the relevant benchmark under Article 5 of the “Notice on the Regulation of Information Disclosure by Listed Companies and Acts of Relevant Parties”			
14.00	Resolution on the approval of the audit report, the pro forma review report and the asset valuation report in relation to the Transaction			
15.00	Resolution on the independence of the appraisal institution, the reasonableness of the appraisal assumptions, the relevance between the appraisal method and the appraisal objectives and the fairness of the appraisal consideration			
16.00	Resolution on the statement of the basis for, and reasonableness and fairness of, the consideration for the Transaction			
17.00	Resolution on the analysis on dilution on returns for the current period and remedial measures and the relevant undertakings in relation to the Transaction			
18.00	Resolution on a mandate to be granted to the Board and its authorised persons by the General Meeting to deal with matters pertaining to the Transaction with full discretion			

Date: \_\_\_\_\_ 2020

Signature<sup>5</sup>: \_\_\_\_\_

*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 initiated by the person who signs it.
- 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 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.)