

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 FORM

FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012 (EGM) TO BE HELD ON WEDNESDAY, 11 APRIL 2012 (REVISED)

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 EGM or³ _____
of (address) _____
holding identity card no. _____
as my/our proxy to attend on my/our behalf the First Extraordinary General Meeting of 2012 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 Wednesday, 11 April 2012 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 First Extraordinary General Meeting of 2012 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 and approve the resolution in respect of the election of Non-independent Director To elect Mr. Zhang Jianheng (張建恒) as a Non-independent Director of the Fifth Session of the Board of Directors of the Company, for a term commencing upon the shareholders' approval of his appointment at the EGM and expiring upon the conclusion of the term of the Fifth Session of the Board of Directors of the Company (namely 29 March 2013).			
No.	Special Resolution	For ⁴	Against ⁴	Abstained ⁴
2	To consider and approve the resolution on the Company's fulfillment of conditions for bond issue			
3	To consider and approve the resolution on the proposed issue of bonds			
4	To consider and approve the resolution on submitting to the general meeting of the Company a mandate for the Board to deal with matters pertaining to the bond issue with full discretion			

Date: _____ 2012

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 indicate the class of shares to which this Proxy Form relates (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 authorise 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 the First Extraordinary General Meeting of 2012.
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 notarized.
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 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 EGM at the Company’s registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, PRC 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.)