

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 THIRD EXTRAORDINARY GENERAL MEETING OF 2013

OF ZTE CORPORATION

("EGM") TO BE HELD ON TUESDAY, 15 OCTOBER 2013

Number of shares to which this Proxy Form relates ¹ :	
Class of Shares to which this Proxy Form relates (A shares or H shares) 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 Third Extraordinary General Meeting of 2013 ("EGM") 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 Tuesday, 15 October 2013 at 9:00 a.m., and vote on my/our behalf in respect of the resolutions set out in the Notice of The Third Extraordinary General Meeting of 2013 ("EGM Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

No.	Special Resolutions	For ⁴	Against ⁴	Abstained ⁴
1	To consider the resolution on the "ZTE Corporation Share Option Incentive Scheme (Revised Draft)" (the "Scheme") and its summary	—	—	—
1.1	Basis for determining the Participants and the scope of Participants of the Scheme			
1.2	Source and number of subject shares under the Scheme			
1.3	Validity Period, date of grant, vesting period, exercise arrangements and lock-up period for subject shares under the Scheme			
1.4	Exercise price of share options and basis of determination			
1.5	Conditions of grant and exercise of share options			
1.6	Methods and procedures for adjustment of the Scheme			
1.7	Accounting treatment of share options			
1.8	Procedures for the grant by the Company and the exercise by the Participants of share options			
1.9	Respective rights and obligations of the Company and the Participants			
1.10	Handling of special cases			
1.11	Amendment and Termination of the Scheme			
2	To consider the resolution on the "ZTE Corporation Share Option Incentive Scheme Performance Appraisal System"			
3	To consider the resolution on a mandate granted to the Board of Directors by the General Meeting of ZTE Corporation to deal with matters pertaining to the Scheme	—	—	—
3.1	To confirm the qualifications and conditions of Participants for joining the Scheme, to confirm the list of Participants (other than those as connected persons of the Company) and the number of share options to be granted and to confirm the grant price of the subject shares			

