

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 SECOND EXTRAORDINARY GENERAL MEETING OF 2013 (THE "EGM") TO BE HELD ON FRIDAY, 28 JUNE 2013 (REVISED)

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

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 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 Friday, 28 June 2013 at 9:00 a.m., and vote on my/our behalf in respect of the resolutions set out in the Notice and Supplementary Notice of The Second Extraordinary General Meeting of 2013 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 and approve the resolution on the repurchase and cancellation of restricted shares not qualified for unlocking			
2	To consider and approve the resolution on the amendment of certain clauses of the Articles of Association			

No.	Ordinary Resolution	For ⁴	Against ⁴	Abstained ⁴
3	To consider and approve the resolution on the election of Independent Non-executive Director That Mr. Richard Xike Zhang (張曦軻) be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 June 2013 and expiring upon the conclusion of the term of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016).			

Date: _____ 2013 Signature⁵: _____

Notes:

- Please insert the number of shares concerned in this proxy form and registered in your name(s). If no number is inserted, this proxy form 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 shares or H shares).
- 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 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 EGM.
- 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.
- 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 attends the EGM personally or by proxy.
- 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, Guangdong Province, the People's Republic of China 518057 for Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.
- Important note: If you have submitted the original proxy form, please note that:**
 - 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.
 - 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, your proxy holding the original proxy form shall be entitled to vote as he thinks fit.

(Both the original and the duplicate of this proxy form are acceptable.)