

# 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)

#### REVISED PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2009 TO BE HELD ON TUESDAY, 30 JUNE 2009

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

I/We<sup>2</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
and shareholder account no. \_\_\_\_\_  
(as shown in the register), being the shareholder(s) of ZTE Corporation (the "Company"), hereby appoint the Chairman of the meeting or<sup>3</sup>

\_\_\_\_\_ of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
as my/our proxy to vote for me/us and on my/our behalf in respect of the resolutions set out in the notice of the First Extraordinary General Meeting for 2009 ("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; telephone: +86 (755) 26770282) on Tuesday, 30 June 2009 at 9:00 a.m. as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		Casting of votes		
1.	To consider the "Resolution of the Company on the Election of Independent Directors" on an individual basis.	/		
1.1	To elect Ms. Qu Xiaohui as Independent Director of the Fourth Session of the Board of Directors of the Company for a term from 22 July 2009 to 29 March 2010.	For:		votes <sup>4</sup>
1.2	To elect Mr. Chen Naiwei as Independent Director of the Fourth Session of the Board of Directors of the Company for a term from 22 July 2009 to 29 March 2010.	For:		votes <sup>4</sup>
1.3	To elect Mr. Wei Wei as Independent Director of the Fourth Session of the Board of Directors of the Company for a term from 22 July 2009 to 29 March 2010.	For:		votes <sup>4</sup>
Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
2.	To consider the "Resolution of the Company on the provision of guarantee by way of the pledge of equity interests for the Company's subsidiary, Closed Joint-Stock Company CJSC TK Mobile".			
3.	To consider the "Resolution of the Company on the provision of performance guarantee for the Company's wholly-owned subsidiary, PT. ZTE Indonesia".			
Special Resolution		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
4.	To consider the "Resolution on the renewal of the 2009 General Mandate of the Company."			

Dated: \_\_\_\_\_ 2009

Signature<sup>6</sup>: \_\_\_\_\_

**Notes:**

1. Please insert the number of shares 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 insert the class of shares concerned in this Proxy Form (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 appoint 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: The election of Independent Directors of the Company shall be conducted by way of accumulative voting. Please indicate the number of votes to be cast or whether you intend to abstain under the column headed "Casting of votes" in resolution numbers 1.1 to 1.3 for the election of Independent Directors.
5. IMPORTANT: Please indicate with a tick in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a tick in the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please indicate with a tick 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 EGM.
6. 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 notarised.
7. 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.
8. 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 Shops 1712-16, 17th 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.)