

# 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 (REVISED)

Number of shares to which this proxy form relates <sup>1</sup> :	
Class of Shares to which this proxy form relates (A shares or H shares) <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 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") and the Supplementary Notice of The Third Extraordinary General Meeting of 2013 ("Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

No.	Special Resolutions	For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
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			
3.2	To grant shares to Participants upon their fulfillment of relevant conditions and to handle all matters required for the grant and unlocking of shares			
3.3	To adjust the number of subject shares in accordance with the principles and in the manner stipulated under the Scheme when such adjustment is required in respect of the Company's ex-right or ex-dividend shares or for other reasons			
3.4	Subject to compliance with the terms of the Scheme, to formulate or modify provisions for the administration and implementation of the Scheme from time to time, provided that if such modifications are required by the laws, regulations or relevant regulatory authorities to be subject to the approval of the General Meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must obtain the corresponding approvals			
3.5	To sign, execute, modify and terminate any agreements relating to the Scheme and other relevant agreements			

No.	Special Resolutions	For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
3.6	To appoint receiving banks, accountants, legal advisers and other intermediaries for the implementation of the Scheme			
3.7	To conduct other necessary matters required for the implementation of the Scheme, save for rights expressly stipulated in relevant documents to be exercised by the General Meeting			
3.8	To process examination, registration, filing, ratification, approval and other procedures with relevant governments and authorities in connection with the Scheme; to sign, execute, modify and complete documents submitted to relevant governments, authorities, organisations and individuals; and to do all acts, deeds and matters it deems necessary, proper or appropriate in connection with the Scheme			
3.9	The mandate granted to the Board of Directors shall be coterminous with the Scheme			

No.	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
4	To consider the resolution on the waiver of rights			
5	To consider the resolution on the provision of performance guarantee in respect of P.T. ZTE Indonesia, a wholly-owned subsidiary			

\* Please refer to the EGM Notice set out in the circular of the Company dated 30 August 2013 and the Supplementary Notice dated 18 September 2013 for the full text of the aforesaid resolutions. You should read the circular and the Supplementary Notice before appointing any proxies.

\*\* Please note that Mr. Tan Zhenhui, Independent Non-executive Director of the Company, has sent out a proxy form for the solicitation of voting rights by Independent Non-executive Directors (“Independent Director’s Proxy Form”) for the EGM in accordance with relevant PRC regulations to solicit votes from the shareholders in respect of the resolution relating to the Scheme (namely Special Resolutions Nos. 1-3 set out above) at the EGM. Should you wish to appoint Mr. Tan Zhenhui as your proxy to vote for you and on your behalf at the EGM on the resolutions relating to the Scheme, please complete and return the Independent Director’s Proxy Form to 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, by hand or by post, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. For the avoidance of doubt, if you wish to appoint persons other than Mr. Tan Zhenhui as your proxy to vote on your behalf on resolutions relating to the Scheme at the EGM, you may complete and return this proxy form only and disregard the Independent Director’s Proxy Form.

If you have completed and returned both this proxy form and the Independent Director’s Proxy Form to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, but have given inconsistent voting instructions on the resolutions concerned between this proxy form and the Independent Director’s Proxy Form, your voting instructions given in the Independent Director’s Proxy Form will be counted as your vote for or against resolutions in relation to the Scheme (namely Special Resolutions Nos. 1–3 set out above). The Independent Non-executive Directors of the Company solicit voting rights from all shareholders of the Company in relation to the resolutions Nos. 1–3 on the Scheme, whereas solicitation of voting rights by the Independent Non-executive Directors is not applicable to resolutions Nos. 4–5.

Date: \_\_\_\_\_ 2013                      Signature of shareholder<sup>5</sup> : \_\_\_\_\_

Notes:

**IMPORTANT: You should read the circular of the Company dated 30 August 2013 and the Supplementary Notice dated 18 September 2013 before appointing any proxies.**

- 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 shares in the issued capital of the Company registered in your name(s). Please also indicate the class of shares to which this proxy form relates (A 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 shareholder 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 shareholder of the Company. For a shareholder 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.
- 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 the 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 or abstain 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 and the Supplementary 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 attends 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 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.
- IMPORTANT:** 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 resolutions on the waiver of rights and the provision of performance guarantee in respect of P.T. ZTE Indonesia, a wholly-owned subsidiary 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 copy and any duplicate copy of this proxy form will be accepted as valid.)