



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 2018 (THE "EGM") OF ZTE CORPORATION TO BE HELD ON WEDNESDAY, 28 MARCH 2018 (REVISED)

Number of H Shares to which this proxy form relates¹:

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 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 Wednesday, 28 March 2018 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 2018 (the "EGM Notice") and Supplementary Notice of the First Extraordinary General Meeting of 2018 (the "EGM Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For ⁴	Against ⁴	Abstain ⁴
1.00	Resolution on the Company's fulfillment of criteria for the Proposed Non-public Issuance of A Shares			
2.00	Resolution on the Company's plan for the Proposed Non-public Issuance of A Shares (to be voted upon item by item)	-	-	-
2.01	Class and par value of shares to be issued			
2.02	Method and time of issuance			
2.03	Target subscribers and method of subscription			
2.04	Issue price and pricing principles			
2.05	Number of A shares to be issued			
2.06	Lock-up period			
2.07	Amount and use of proceeds			
2.08	Place of listing			
2.09	Arrangement for the retained undistributed profits prior to the Proposed Non-public Issuance of A Shares			
2.10	Validity period of the resolutions in relation to the Proposed Non-public Issuance of A Shares			

Special Resolutions		For ⁴	Against ⁴	Abstain ⁴
3.00	Resolution on the Company's Proposal for the Proposed Non-public Issuance of A Shares			
4.00	Resolution on the Company's Feasibility Analysis Report on the Use of Proceeds of the Proposed Non-public Issuance of A Shares			
Ordinary Resolution		For ⁴	Against ⁴	Abstain ⁴
5.00	Resolution of the Company on the exemption from the preparation of a report on the use of proceeds from the previous fund raising			
Special Resolutions		For ⁴	Against ⁴	Abstain ⁴
6.00	Resolution on the Remedial Measures regarding Dilution on Returns for the Current Period due to the Proposed Non-public Issuance of A Shares and the Undertakings by the Relevant Entities			
7.00	Resolution on the Shareholders' Dividend and Return Plan (2018–2020)			
8.00	Resolution on the general meeting's authorization to the Board and its authorized representatives to deal with matters in connection with the Company's Proposed Non-public Issuance of A Shares with full discretion			
9.00	Resolution on the amendment of relevant clauses in the Articles of Association			
Ordinary Resolution		For ⁴	Against ⁴	Abstain ⁴
10.00	Resolution on matters pertaining to the entrustment in relation to the development, construction, sales and operation of Shenzhen Bay Super Headquarters Base			

Date: _____ 2018

Signature⁵: _____

Notes:

- Please insert the number of H 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 H shares in the issued capital of the Company registered in your name(s).
- 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 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 a resolution. Please check the appropriate box under the column marked "Abstain" if you wish to abstain from voting in respect of a resolution. If no direction is given, the proxy is entitled to vote 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 EGM 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 attend 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 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.
- 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 delivered to shareholders of the Company on 5 February 2018, 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 not later than 24 hours before the time appointed for the EGM, the original proxy form previously submitted will remain valid (subject to accuracy of information entered thereon). In respect of the aforementioned ordinary resolution of No.10 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.)