

ZTE

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 Form¹ for the Solicitation of Voting Rights
by Independent Non-executive Directors (“Independent Director’s Proxy Form”)
For Use at the First H Shareholders’ Class Meeting of 2017
to be Held on Tuesday, 20 June 2017**

Number of H shares relating to this Independent Director’s Proxy Form ² :	
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I/We³, _____,
of (address) _____
holding identity card no. _____

and shareholder account no. _____, being the shareholder(s) of ZTE Corporation (the “Company”), confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors prepared by the soliciting party for the current solicitation of voting rights and published by an announcement of the Company on 24 April 2017, the Notice of the First H Shareholders’ Class Meeting of 2017 (the “H Shareholders’ Class Meeting Notice”) published on 26 April 2017 and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director’s Proxy Form or to amend the contents of this Independent Director’s Proxy Form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

As the appointing party, I/we hereby appoint Mr. Bingsheng Teng, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the First H Shareholders’ Class Meeting of 2017 of ZTE Corporation (the “H Shareholders’ Class Meeting”) and to exercise voting rights in respect of the following resolutions to be considered at the meeting in accordance with instructions contained in this Independent Director’s Proxy Form.

My/our voting directions for the resolutions in respect of which voting rights are being solicited are as follows:

No.	Special Resolutions	For ⁴	Against ⁴	Abstain ⁴
1	To consider and approve the Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary			
2	To consider and approve the Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”			
3	To consider and approve the Resolution on a mandate granted to the Board by the General Meeting of ZTE Corporation to deal with matters pertaining to the 2017 Share Option Incentive Scheme			

* Please refer to the H Shareholders’ Class Meeting Notice set out in the supplementary circular of the Company dated 26 April 2017 for the full text of the aforesaid resolutions. You should read the supplementary circular before appointing any proxies.

Date: _____ 2017 Signature⁵: _____

Notes:

- IMPORTANT:** Before you duly authorise a proxy, please read the supplementary circular, which was delivered to shareholders of the Company on 26 April 2017.
- Please insert the number of H shares registered in your name(s) to which this Independent Director’s Proxy Form relates. If no number is inserted, this Independent Director’s 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**.
- 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 Independent Director’s Proxy Form, the proxy is also entitled to vote as he thinks fit for any resolution duly submitted to the H Shareholders’ Class Meeting in addition to those set out in the H Shareholders’ Class Meeting Notice.
- This Independent Director’s 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 Independent Director’s 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 H Shareholders’ Class 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 H Shareholders’ Class Meeting personally or by proxy.
- To be valid, this Independent Director’s Proxy Form together with any notarised copy of the power of attorney or other authorisation documents (if any) authorising the signing of this Independent Director’s Proxy Form must be deposited by H shareholders, no later than 24 hours before the time appointed for holding the H Shareholders’ Class Meeting or any adjournment thereof, 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 Independent Director’s Proxy Form shall not affect your right to attend and vote at the H Shareholders’ Class Meeting should you so wish.

(Both the original copy and any duplicate copy of this Independent Director’s Proxy Form will be accepted as valid.)