

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 Solicitation of Voting Rights
by Independent Non-executive Directors (“Independent Directors’ Proxy Form”)
For Use at the First H Shareholders’ Class Meeting of 2013
Held on Tuesday, 15 October 2013

Number of H shares relating to this Independent Directors’ Proxy Form ¹ :	
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I/We², _____, confirm as the appointing party that I/we have, prior to signing this Independent Directors’ Proxy Form, read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors of ZTE Corporation prepared by the soliciting party for the current solicitation of voting rights and published on 26 August 2013, the Notice of the First H Shareholders’ Class Meeting of 2013 of ZTE Corporation published on 30 August 2013 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 Directors’ Proxy Form or to amend the contents of this Independent Directors’ 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. Tan Zhenhui, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the First H Shareholders’ Class Meeting of 2013 of ZTE Corporation (the “H Shareholders’ Class Meeting”) and to exercise voting rights in respect of the following matters to be considered at the meeting in accordance with instructions contained in this Independent Directors’ Proxy Form.

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

No.	Matters to be considered	For ³	Against ³	Abstained ³
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	—	—	—

No.	Matters to be considered	For ³	Against ³	Abstained ³
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			
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			

* Please refer to the Notice of the H Shareholders' Class Meeting set out in the circular of the Company dated 30 August 2013 for the full text of the aforesaid resolutions. You should read the circular before appointing any proxies.

Date: _____ 2013

Signature of shareholder: _____

Notes:

IMPORTANT: You should read the circular of the Company dated 30 August 2013 before appointing any proxies.

1. Please insert the number of H shares registered in your name(s) relating to this Independent Directors' Proxy Form. If no number is inserted, this Independent Directors' Proxy Form will be deemed to relate to all H shares registered in your name(s) in the issued capital of the Company.
2. Please insert 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. **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. You may check only one of the three aforesaid boxes. The proxy in respect of any resolution for which more than one box or no box has been checked shall be deemed invalid. Your votes shall be used to compute the voting results of the resolutions concerned. 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 notice of H Shareholders' Class Meeting.
4. This Independent Directors' Proxy Form must be signed by you or your attorney duly authorised in writing, or under the common seal or the hand of the legal representative or other 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.
5. 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.
6. To be valid, this Independent Directors' Proxy Form together with any notarised 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 H Shareholders' Class Meeting at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
7. Completion and return of this Independent Directors' Proxy Form will not preclude you from attending and voting at the H Shareholders' Class Meeting should you so wish.

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