

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 FIRST EXTRAORDINARY GENERAL MEETING OF 2014 OF ZTE CORPORATION (THE "EGM") TO BE HELD ON WEDNESDAY, 15 OCTOBER 2014 (REVISED)

Number of H Shares to which this Proxy Form relates ¹ :	
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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 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 Wednesday, 15 October 2014 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 2014 (the "EGM Notice") and the Supplementary Notice of The First Extraordinary General Meeting of 2014 (the "Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution		For ⁴	Against ⁴	Abstained ⁴
1	To consider and approve the Resolution on the Provision of Guarantee by the Company for ZTE (H.K.) Limited, a Wholly-owned Subsidiary, in respect of Debt Financing			
Special Resolution		For ⁴	Against ⁴	Abstained ⁴
2	To consider and approve the Resolution on the Proposed Registration and Issue of Perpetual Medium Term Note of the Company			
Ordinary Resolution		For ⁴	Against ⁴	Abstained ⁴
3	To consider and approve the Resolution on the Provision of Performance Guarantee by the Company for ZTE (MALAYSIA) CORPORATION SDN BHD, a Wholly-owned Subsidiary			

Date: _____ 2014 Signature⁵: _____

Notes:

- 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 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 initiated 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 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, 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 resolution on the provision of performance guarantee by the Company for ZTE (MALAYSIA) CORPORATION SDN BHD, 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.)