

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 FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015 OF ZTE CORPORATION TO BE HELD ON WEDNESDAY, 25 NOVEMBER 2015

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 First Extraordinary General Meeting of 2015 of the Company (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, 25 November 2015 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 2015 (the "EGM Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		Votes ⁴	
1	Consideration on an individual basis of the resolution of the Company on the election of non-independent directors (by way of accumulative voting)	—	
1.1	That Mr. Wang Yawen be elected as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Approved by	votes
1.2	That Mr. Tian Dongfang be elected as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Approved by	votes
1.3	That Mr. Luan Jubao be elected as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Approved by	votes
1.4	That Mr. Zhan Yichao be elected as a non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Approved by	votes
1.5	That Mr. Zhao Xianming be elected as an executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the general meeting upon the conclusion of the term of office of the Sixth Session of the Board of Directors of the Company (namely 29 March 2016)	Approved by	votes

Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
2	Consideration of the resolution of the Company on continuing connected transactions in respect of the purchase of raw materials from Mobi Antenna (a connected person)			
3	Consideration of the resolution of the Company on continuing connected transactions in respect of the provision of financial services to Mobi Antenna (a connected person)			

Date: _____ 2015

Signature⁶: _____

Notes:

1. 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).
2. 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. 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.
4. **IMPORTANT:** Voting at the EGM in respect of sub-resolutions No. 1.1 to 1.5 under Resolution No. 1 (namely the election of non-independent directors) shall be conducted by way of accumulative voting, whereby in respect of the five sub-resolutions you are entitled to a number of votes equivalent to five times of the number of shares represented by you, and you may cast all or part of such number of votes in favour of all or one or several of the five candidates under the five sub-resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed five times of the number of shares represented by you, otherwise, all votes cast by you in respect of the sub-resolutions will be rendered null and void and you will be deemed as having waived your right to vote.

Please indicate clearly the number of votes that you intend to cast or your intention to abstain from voting in respect of each candidate in the appropriate box against the corresponding resolution. If no direction is given, your proxy is entitled to put down such number of votes as he thinks fit. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he thinks fit for any resolution duly submitted to the EGM to be determined by way of accumulative voting in addition to those set out in the EGM Notice.

5. **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 “Abstained” 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.
6. 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.
7. 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.
8. 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.
9. The completion and return of this proxy form shall not affect your right to attend and vote at the EGM should you so wish.

(Both the original copy and any duplicate copy of this proxy form will be accepted as valid.)