

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 FIRST H SHAREHOLDERS' CLASS MEETING
OF 2017 OF ZTE CORPORATION
TO BE HELD ON TUESDAY, 20 JUNE 2017**

Number of H Shares to which this proxy form relates ² :	
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I/We³ _____
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 H Shareholders'
Class Meeting or⁴ _____
of (address) _____
holding identity card no. _____
as my/our proxy to attend on my/our behalf the First H Shareholders' Class Meeting of 2017 (the "H Shareholders' Class Meeting") or any
adjournment thereof 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 Tuesday, 20 June 2017 immediately following the 2016 Annual General Meeting and the First A
Shareholders' Class Meeting of 2017, and vote on my/our behalf in respect of the resolutions set out in the Notice of the First H Shareholders'
Class Meeting of 2017 (the "H Shareholders' Class Meeting Notice") as indicated hereunder or, if no such indication is given, as my/our proxy
thinks fit.

Special Resolutions		For ⁵	Against ⁵	Abstain ⁵
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.

** Please note that Mr. Bingsheng Teng, an Independent Non-executive Director of the Company, has sent out a Proxy Form for the Solicitation of Voting Rights by Independent Non-executive Directors ("Independent Director's Proxy Form") for the H Shareholders' Class Meeting in accordance with relevant PRC regulations to solicit votes from the shareholders in respect of the resolutions relating to the 2017 Share Option Incentive Scheme (the "2017 Scheme") at the H Shareholders' Class Meeting. Should you wish to appoint Mr. Bingsheng Teng as your proxy to vote for you and on your behalf at the H Shareholders' Class Meeting on the resolutions relating to the 2017 Scheme, please complete and return the Independent Director's Proxy Form to 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, by hand or by post, no later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or any adjournment thereof. For the avoidance of doubt, if you wish to appoint persons other than Mr. Bingsheng Teng as your proxy to vote on your behalf on resolutions relating to the 2017 Scheme at the H Shareholders' Class Meeting, you may complete and return this proxy form only and disregard the Independent Director's Proxy Form.

*** If you have completed and returned both this proxy form and the Independent Director's Proxy Form to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, but have given inconsistent voting instructions on the resolutions concerned between this proxy form and the Independent Director's Proxy Form, your voting instructions given in the Independent Director's Proxy Form will be counted as your vote for or against or abstain resolutions in relation to the 2017 Scheme (namely Special Resolutions Nos. 1-3 set out above).

Date: _____ 2017

Signature⁶: _____

Notes:

1. **IMPORTANT:** Before you duly authorise a proxy, please read the supplementary circular, which was delivered to shareholders of the Company on 26 April 2017.
2. 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).
3. Please insert full name(s) (in Chinese or English) and address(es) as shown in the register of members in **BLOCK CAPITAL LETTERS**.
4. If you want to authorise any person other than the Chairman of H Shareholders' Class Meeting as your proxy, please delete the words "the Chairman of H Shareholders' Class Meeting or" and insert the name and address of the proxy you duly authorise. Any member entitled to attend and vote at the H Shareholders' Class Meeting 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.
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 "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 H Shareholders' Class Meeting in addition to those set out in the H Shareholders' Class Meeting 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 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.
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 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.
9. The completion and return of this 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 proxy form will be accepted as valid.)