

# 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<sup>1</sup> FOR THE 2013 ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD ON THURSDAY, 29 MAY 2014

Number of H Shares to which this Proxy Form relates<sup>2</sup>:

I/We<sup>3</sup> \_\_\_\_\_  
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 AGM or<sup>4</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
as my/our proxy to attend on my/our behalf the AGM 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 Thursday, 29 May 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 2013 Annual General Meeting (the "AGM Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
1	To consider and approve the 2013 Annual Report of the Company (including 2013 financial statements of the Company audited by PRC and Hong Kong auditors).			
2	To consider and approve the 2013 Report of the Board of Directors of the Company.			
3	To consider and approve the 2013 Report of the Supervisory Committee of the Company.			
4	To consider and approve the 2013 Report of the President of the Company.			
5	To consider and approve the Final Financial Accounts of the Company for 2013.			
6	To consider and approve the Proposals of Profit Distribution of the Company for 2013.			
7	To consider and approve the Resolutions of the Company on the Proposed Application for Composite Credit Facilities.	—	—	—
7.1	To consider and approve the Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion			
7.2	To consider and approve the Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB12.5 billion			
7.3	To consider and approve the Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion			
8	To consider and approve the Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2014.	—	—	—
8.1	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2014 and a proposal be made to the 2013 Annual General Meeting to authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2014 based on specific audit work to be conducted			
8.2	To consider and approve the Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2014 and a proposal be made to the 2013 Annual General Meeting to authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2014 based on the specific audit work to be conducted			
8.3	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2014 and a proposal be made to the 2013 Annual General Meeting to authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2014 based on specific audit work to be conducted			

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
9	To consider and approve the Resolution on the Application for Investment Limits in Derivative Products of the Company for 2014. Authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for an net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorization shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.			
10	To consider and approve the Resolution on Matters pertaining to Debt Financing of ZTE (H.K.) Limited	—	—	—
10.1	That the provision of guarantee in respect of overseas medium/long-term debt financing of ZTE (H.K.) Limited (“ZTE HK”), the details of which are as follows, be approved: (a) That the provision of guarantee by way of joint liability assurance for an amount of not more than USD600 million (or not more than RMB4 billion) for a term of not more than five years (from the date on which the debt financing agreement comes into effect) by the Company in respect of overseas medium/long-term debt financing (including but not limited to syndicate loans, bank facilities and the issue of corporate bonds) of ZTE HK be approved. (b) That Mr. Hou Weigui, the legal representative of the Company, or his authorised signatory be authorised to determine the specific amount and period of guarantee based on the results of negotiations between ZTE HK and the relevant debt financing parties subject to the aforesaid limit and period of guarantee and to negotiate with the relevant debt financing parties and execute all guarantee agreements and other pertinent legal contracts and documents relating to the said guarantee, and deal with other matters pertaining to such guarantee.			
10.2	That ZTE HK be authorised to conduct interest rate swap transactions with a nominal principal amount of not more than USD600 million at selected timing for its medium/long-term debt financing with matched time limits between the interest rate swap transactions and the medium/long-term debt financing.			
Special Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
11	To consider and approve the Resolution of the Company on the Application for General Mandate for 2014.			
12	To consider and approve the Resolution on Additions to the Scope of Business and the Amendment of Relevant Clauses of the Articles of Association to Reflect the Same.			

Date: \_\_\_\_\_ 2014

Signature<sup>6</sup>: \_\_\_\_\_

*Notes:*

- IMPORTANT:** Before you duly authorise a proxy, please read the 2013 Annual Report and circular, which was delivered to shareholders of the Company on 9 April 2014. The 2013 Annual Report includes the report of the board of directors and audited financial statements of the Company for 2013 for shareholders' review.
- 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 AGM as your proxy, please delete the words “the Chairman of AGM or” and insert the name and address of the proxy you duly authorise. Any member entitled to attend and vote at the AGM 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.
- 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 AGM in addition to those set out in the AGM 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 AGM, 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 attends the AGM 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 AGM, 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 AGM should you so wish.

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