

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 2016 ANNUAL GENERAL MEETING (THE “AGM”) OF ZTE CORPORATION TO BE HELD ON TUESDAY, 20 JUNE 2017 (REVISED)

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
AGM or⁴ _____
of (address) _____
holding identity card no. _____
as my/our proxy to attend on my/our behalf the AGM 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 at 9:00 a.m., or any adjournment thereof and vote on my/our
behalf in respect of the resolutions set out in the Notice of the 2016 Annual General Meeting (the “AGM
Notice”) and the Supplementary Notice of the 2016 Annual General Meeting (the “AGM Supplementary
Notice”) as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁵	Against ⁵	Abstain ⁵
1	To consider and approve the 2016 Annual Report of the Company (including 2016 financial report of the Company audited by the PRC and Hong Kong auditors)			
2	To consider and approve the 2016 Report of the Board of Directors of the Company			
3	To consider and approve the 2016 Report of the Supervisory Committee of the Company			
4	To consider and approve the 2016 Report of the President of the Company			
5	To consider and approve the Final Financial Accounts of the Company for 2016			
6	To consider and approve the Proposals of Profit Distribution of the Company for 2016			

Ordinary Resolutions		For ⁵	Against ⁵	Abstain ⁵
7	To consider and approve the Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2017	—	—	—
7.1	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2017 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted			
7.2	To consider and approve the Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2017 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2017 based on the specific audit work to be conducted			
7.3	To consider and approve the Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2017 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2017 based on specific audit work to be conducted			
8	To consider and approve the Resolutions of the Company on the Proposed Application for Composite Credit Facilities	—	—	—
8.1	To consider and approve the Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB30.0 billion			
8.2	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 USD7.0 billion			
9	To consider and approve the Resolution on the Application for Limits of Derivative Investment of the Company for 2017 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 authorisation shall be effective from the date on which it is approved by way of resolution at the AGM 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			
Ordinary Resolution		Votes⁶		
10	To consider and approve the Resolution on the Election of Non-Independent Director That Mr. Zhai Weidong be elected as an non-independent and non-executive director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which this resolution is considered and passed at the AGM and ending upon the conclusion of the term of the Seventh Session of the Board of Directors of the Company (i.e., 29 March 2019)	Approved by votes		

Special Resolutions		For ⁵	Against ⁵	Abstain ⁵
11	To consider and approve the Resolution of the Company on the Application for General Mandate for 2017			
12	To consider and approve the Resolution on the Revision of Relevant Certain Clauses under the Articles of Association			
13	To consider and approve the Resolution on the “2017 Share Option Incentive Scheme (Draft) of ZTE Corporation” and its summary			
14	To consider and approve the Resolution on the “2017 Share Option Incentive Scheme Performance Appraisal System of ZTE Corporation”			
15	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 AGM Notice set out in the circular of the Company dated 10 April 2017 and AGM Supplementary 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 circular and 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 AGM 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 AGM. Should you wish to appoint Mr. Bingsheng Teng as your proxy to vote for you and on your behalf at the AGM 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 AGM 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 AGM, 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. 13–15 set out above). Solicitation of voting rights by the Independent Non-executive Director is not applicable to resolutions Nos. 1–12.

Date: _____ 2017

Signature⁷: _____

Notes:

1. **IMPORTANT:** Before you duly authorise a proxy, please read the 2016 Annual Report and circular, which was delivered to shareholders of the Company on 10 April 2017, and the supplementary circular, which was delivered to shareholders of the Company on 26 April 2017. The 2016 Annual Report includes the report of the board of directors and audited financial statements for 2016 for shareholders' review.
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. Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITAL LETTERS**.
4. 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.
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 AGM in addition to those set out in the AGM Notice and the AGM Supplementary Notice.
6. **IMPORTANT:** Voting at the AGM in respect of resolution No. 10 (namely the election of non-independent director) shall be conducted by way of accumulative voting, whereby in respect of the resolution, you are entitled to a number of votes equivalent to the total number of shares represented by you, and you may cast any of such number of votes in favour of the candidate for non-independent director, as long as the total number of votes cast does not exceed the number of votes you are entitled to. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed the number of shares represented by you. Otherwise, all votes cast by you in respect of the resolution shall be rendered null and void and you shall be deemed as having waived your right to vote. If the number of votes cast in favour of the resolution of election of non-independent director is more than half of the total number of shares in the Company held by the shareholders with voting rights attending the AGM, the resolution will be passed.
Please indicate clearly the number of votes that you intend to cast or your intention to abstain from voting in the candidate for non-independent director 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 AGM to be determined by way of accumulative voting in addition to those set out in the AGM Notice and the AGM Supplementary Notice.
7. 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.
8. 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 attend the AGM personally or by proxy.
9. 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 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.
10. The completion and return of this proxy form shall not affect your right to attend and vote at the AGM should you so wish.
11. **IMPORTANT:** If you have submitted the original proxy form delivered to shareholders of the Company on 10 April 2017, please note that:
 - (i) The revised proxy form submitted to the Company by you not later than 24 hours before the time appointed for the AGM or any adjournment thereof 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.
 - (ii) If you fail to submit a revised proxy form to the Company not later than 24 hours before the time appointed for the AGM or any adjournment thereof, the original proxy form previously submitted will remain valid (subject to accuracy of information entered thereon). In respect of the resolutions relating to the 2017 Scheme (namely Special Resolutions Nos. 13–15 set out above) which have 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.)