

# 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 SECOND EXTRAORDINARY GENERAL MEETING OF 2009 TO BE HELD ON TUESDAY, 29 DECEMBER 2009

Number of Shares to which this Proxy Form relates <sup>1</sup> :	
Class of Shares to which this Proxy Form (Domestic shares or H shares) <sup>1</sup> relates:	

I/We<sup>2</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_ and shareholder account no. \_\_\_\_\_  
(as shown in the register), being the shareholder(s) of ZTE Corporation (the "Company"), hereby appoint the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
as my/our proxy to vote for me/us and on my/our behalf in respect of the resolutions set out in the notice of the Second Extraordinary General Meeting of 2009 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; telephone: +86 (755) 26770282) on Tuesday, 29 December 2009 at 9:00 a.m. as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstained <sup>4</sup>
1	The Specific System for the Selection and Appointment of Accountants' Firms of ZTE Corporation			
2	Resolution of the Company on the "Proposed Execution of the 2010-2012 Framework Purchase Agreement"  The 2010-2012 Framework Purchase Agreement proposed to be entered into between Company subsidiary 深圳市中興康訊電子有限公司 (ZTE Kangxun Telecom Company Limited) on the one hand and connected parties 深圳市中興新通訊設備有限公司 (Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited), 深圳市中興新地通信器材有限公司 (Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited), 深圳市中興新宇軟電路有限公司 (Shenzhen Zhongxing Xinyu FPC Company, Limited) and 深圳市中興新舟成套設備有限公司 (Zhongxing Xinzhou Complete Equipment Co., Ltd.) on the other, in relation to the purchase of cases, cabinets, distribution frames, flexible printed circuit boards and shelters, with estimated maximum accumulated transaction amounts (excluding VAT) as follows: RMB1,000 million for 2010, RMB1,300 million for 2011 and RMB1,690 million for 2012. The above estimates also represent the annual caps for connected transactions for the years ending 31 December 2010, 2011 and 2012.			
3	Resolution of the Company on the "Provision of Performance Guarantee for Wholly-owned Subsidiary ZTE Telecom India Private Limited"			

Dated: \_\_\_\_\_, 2009

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

#### Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s). Also please insert the class of shares concerned in this Proxy Form (Domestic share or H share).
- 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 appoint any person other than the Chairman of the 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 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.
- IMPORTANT: Please indicate with a tick in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a tick in the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please indicate with a tick in 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 the 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 notice of EGM.
- 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 shall be notarised.
- In case of joint holders of a share, any one of such holders is entitled to vote at the 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 meeting 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) must be deposited, not less than 24 hours before the time appointed for holding the EGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, PRC 518057 for Domestic Shareholders, or at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.

(Both the original and the duplicate of this proxy form are acceptable.)