

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 FORM¹

FOR THE ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD ON THURSDAY, 3 JUNE 2010

| | |
|---|--|
| Number of Shares to which this Proxy Form relates: | |
| Class of Shares to which this Proxy Form (Domestic shares or H shares ²) relates: | |

I/We³ _____
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 AGM or⁴ _____
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 AGM at 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; telephone: +86 (755) 26770282) on Thursday, 3 June 2010 at 9:00 a.m., and at any adjournment thereof as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

| Ordinary Resolution | | For ⁵ | Against ⁵ | Abstained ⁵ |
|---------------------|--|------------------|----------------------|------------------------|
| 1 | To consider and approve the financial statements for the year ending 31 December 2009 audited by the PRC and Hong Kong auditors; | | | |
| 2 | To consider and approve the report of the Board of Directors of the Company for the year ending 31 December 2009. | | | |
| 3 | To consider and approve the report of the Supervisory Committee of the Company for the year ending 31 December 2009. | | | |
| 4 | To consider and approve the report of the President of the Company for the year ending 31 December 2009. | | | |
| 5 | To consider and approve the final financial accounts of the Company for the year ending 31 December 2009. | | | |
| 6 | To consider and approve the resolution on the proposed application by the Company to Bank of China Limited (Shenzhen Branch) for a RMB24.9 billion composite credit facility. | | | |
| 7 | To consider and approve the Resolutions on the appointment of the PRC auditors and the Hong Kong auditors of the Company for the year ending 31 December 2010: | — | — | — |
| 7.1 | To consider the re-appointment of Ernst & Young Hua Ming as the PRC auditors of the Company for 2010 and a proposal be made to the 2009 AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young Hua Ming for 2010 based on the specific audit work to be conducted. | | | |
| 7.2 | To consider the re-appointment of Ernst & Young as the Hong Kong auditors of the Company for 2010 and a proposal be made to the 2009 AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young for 2010 based on the specific audit work to be conducted. | | | |
| Ordinary Resolution | | For ⁵ | Against ⁵ | Abstained ⁵ |
| 8 | To consider the resolution on the election of independent director and the election of Mr. TIMOTHY ALEXANDER STEINERT (石義德) as an Independent Director of the Fifth session of the Board of Directors of the Company for a term commencing on 30 June 2010 and ending on 29 March 2013. | | | |
| 9 | To consider and approve the resolution on the adjustment of the allowance granted to Independent Directors | | | |
| Special Resolution | | For ⁵ | Against ⁵ | Abstained ⁵ |
| 10 | To consider and approve the proposals of profit distribution and capitalisation from capital reserves of the Company for 2009. | | | |
| 11 | To consider and approve the resolution on the general mandate for 2010 to be granted to the Company. | | | |
| 12 | To consider and approve the amendments of relevant clauses of the Articles of Association: | — | — | — |
| 12.1 | To approve the amendment of the relevant terms of Article 24 and Article 27 in Chapter 3 of the Articles of Association corresponding to the change in the total share capital of the Company (following the registration of the Subject Shares under the Phase I Share Incentive Scheme with China Securities Depository and Clearing Company Limited, Shenzhen Branch, the issue of additional H shares and the exercise of A share warrants attached to the Bonds cum Warrants issued in 2008). | | | |
| 12.2 | To authorise the Board of Directors to amend the Articles of Association and process registration of changes in registered capital. | | | |

Dated: _____, 2010 Signature⁶: _____

Notes:

- IMPORTANT:** Before you duly authorise a proxy, please read the 2009 Annual Report, which is expected to be delivered to shareholders of the Company on or before 19 April 2010. The 2009 Annual Report includes the report of the board of directors, report of the supervisory committee and audited financial statements of the Company for 2009 for shareholders' review.
- 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 authorise any person other than the Chairman of the 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 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 "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please indicate with a "✓" in 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 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 AGM in addition to those set out in the notice of AGM.
- 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 notified.
- 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 notarized 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 AGM 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 17 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.)