

# ZTE中兴

## ZTE CORPORATION 中兴通讯股份有限公司

(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 ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD ON TUESDAY, 17 MAY 2011 (REVISED)

Number of Shares to which this Proxy Form relates:	
Class of Shares to which this Proxy Form (Domestic shares or H shares <sup>2</sup> ) relates:	

I/We<sup>3</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 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; telephone: +86 (755) 26770282) on Tuesday, 17 May 2011 at 9:00a.m., and any adjournment thereof and vote on my/our behalf in respect of the resolutions set out in the notice of the AGM 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 financial statements for the year ending 31 December 2010 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 2010			
3	To consider and approve the report of the Supervisory Committee of the Company for the year ending 31 December 2010			
4	To consider and approve the report of the President of the Company for the year ending 31 December 2010			
5	To consider and approve the final financial accounts of the Company for the year ending 31 December 2010			
6	To consider and approve the resolutions on the proposed applications by the Company for composite credit facilities	—	—	—
6.1	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 RMB 23.0 billion			
6.2	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 US\$4.5 billion			
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 2011	—	—	—
7.1	To consider the re-appointment of Ernst & Young Hua Ming as the PRC auditors of the Company for 2011 and a proposal be made to the 2010 AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young Hua Ming for 2011 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 2011 and a proposal be made to the 2010 AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young for 2011 based on the specific audit work to be conducted.			
8	To consider and approve the resolution on the Application for Investment Limits in Derivative Products of the Company in 2011	—	—	—
8.1	To consider and approve the authorisation for the Company to invest in derivative products for value protection against its US Dollar risk exposure for an amount not exceeding USD 800 million (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 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.			
8.2	To consider and approve the authorisation for Company to invest in derivative products for value protection against its Euro risk exposure for an amount not exceeding EUR 150 million (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 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.			
8.3	To consider and approve the authorisation for Company to invest in fixed income derivative products for an amount not exceeding USD 1,000 million (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 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.			
9	To consider and approve the resolution on the Company's Investment in, and the proposed investment agreement related to, the Research and Development Base in Yuhuatai District of Nanjing			

Special Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
10	To consider and approve the resolutions on Profit Distribution and Capitalisation from Capital Reserves of the Company for 2010			
11	To consider and approve the resolution on the General Mandate for 2011 to be granted to the Board			
12	To consider and approve the resolution on the Amendment to Relevant Clauses of the Articles of Association	—	—	—
12.1	The amendment to the clause relating to third-party guarantees in Article 160 of Chapter 10 of the Articles of Association			
12.2	The amendment to the clause specifying that the board of directors may determine the types of derivative investment at its discretion in Article 160 of Chapter 10 of the Articles of Association			
Ordinary Resolution		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
13	To consider and approve Matters relating to Debt Financing of ZTE (H.K.) Limited	—	—	—
13.1	To consider and approve the provision of a guarantee by ZTE in relation to the overseas medium/long-term debt financing of ZTE (H.K.) Limited (“ZTE (H.K.)”), a wholly-owned subsidiary (a) To consider and approve the provision of a guarantee in the form of joint liability assurance by the Company in relation to the overseas debt financing (including but not limited to syndicate loans, bank facilities and the issue of corporate bonds) of ZTE (H.K.) for an amount of not more than USD900 million and a period of not more than 5 years (from the date on which the debt financing agreement takes effect); (b) To consider and approve and the authorisation of Mr. Hou Weigui, the legal representative of the Company, or his authorised signatory to determine the specific amount and period of guarantee based on the results of negotiations between ZTE (H.K.) and the relevant debt financing parties subject to the aforesaid limit and period of guarantee; negotiate with the relevant debt financing parties and execute all guarantee agreements and other related legal contracts and documents which are related to the said guarantee; and deal with other matters relating to such guarantee;			
13.2	To consider and approve the authorisation of the conduct of interest rate swap transactions by ZTE (H.K.) with a nominal principal amount of not more than USD900 million at selected timing for the medium/long-term debt financing, with matched time limits between the interest rate swap transactions and the medium/long-term debt financing.			

Dated: \_\_\_\_\_ 2011

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

*Notes:*

- IMPORTANT: Before you duly authorise a proxy, please read the 2010 Annual Report, which is expected to be delivered to shareholders of the Company on or before 29 March 2011. The 2010 Annual Report includes the report of the board of directors, report of the supervisory committee and audited financial statements of the Company for 2010 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 indicate the class of shares to which this Proxy Form relates (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 initialled 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 notarized.
- 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 17M 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.)