

# 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 FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2013 (THE "EGM") TO BE HELD ON THURSDAY, 7 MARCH 2013

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) relates <sup>1</sup> :	

I/We<sup>2</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 EGM or<sup>3</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
holding identity card no. \_\_\_\_\_  
as my/our proxy to attend on my/our behalf the EGM 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, 7 March 2013 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 First Extraordinary General Meeting of 2013 as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

No.	Ordinary Resolutions	Votes <sup>4</sup>
<b>1</b>	<b>Consideration on an individual basis of the Resolution of the Company on the Re-election of the Board of Directors and Election of Directors of the Sixth Session of the Board of Directors</b>	
	<b>Election of Non-independent Directors</b>	
1.1	That Mr. Hou Weigui be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.2	That Mr. Zhang Jianheng be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.3	That Mr. Xie Weiliang be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.4	That Mr. Wang Zhanchen be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.5	That Mr. Zhang Junchao be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.6	That Mr. Dong Lianbo be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.7	That Mr. Shi Lirong be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.8	That Mr. Yin Yimin be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes
1.9	That Mr. He Shiyong be elected as a Non-independent Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes

No.	Ordinary Resolutions	Votes <sup>4</sup>		
<b>Election of Independent Non-executive Directors</b>				
1.10	That Ms. Qu Xiaohui be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 21 July 2015	Approved by _____ votes		
1.11	That Mr. Chen Naiwei be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 21 July 2015	Approved by _____ votes		
1.12	That Mr. Wei Wei be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 21 July 2015	Approved by _____ votes		
1.13	That Mr. Tan Zhenhui be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes		
1.14	That Mr. Timothy Alexander Steinert be elected as an Independent Non-executive Director of the Sixth Session of the Board of Directors of the Company for a term commencing on 30 March 2013 and ending on 29 June 2013	Approved by _____ votes		
<b>2</b>	<b>Consideration on an individual basis of the Resolution of the Company on the Re-election of the Supervisory Committee and Election of Shareholders' Representative Supervisors for the Sixth Session of the Supervisory Committee</b>			
2.1	That Mr. Chang Qing be elected as a Shareholders' Representative Supervisor of the Sixth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes		
2.2	That Ms. Xu Weiyang be elected as a Shareholders' Representative Supervisor of the Sixth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2013 and ending on 29 March 2016	Approved by _____ votes		
No.	Special Resolution	For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
3	To consider and approve the resolution on the amendment of certain clauses of the Articles of Association			

Date: \_\_\_\_\_ 2013

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

*Notes:*

- Please insert the number of shares concerned in this proxy form and 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 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 EGM 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: Voting at the EGM in respect of sub-resolutions No. 1.1 to 1.9 under Resolution No. 1 (namely the election of Non-independent Directors) shall be conducted by way of accumulative voting, whereby in respect of the nine sub-resolutions you are entitled to a number of votes equivalent to nine times of the number of shares represented by you, and you may cast all or part of such number of votes in favour of all or one or several of the nine candidates under the nine sub-resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed nine times of the number of shares represented by you. Otherwise, all votes cast by you in respect of the sub-resolutions will be rendered null and void and you will be deemed as having waived your right to vote.  
Voting at the EGM in respect of sub-resolutions No. 1.10 to 1.14 under Resolution No. 1 (namely the election of Independent Non-executive Directors) shall be conducted by way of accumulative voting, whereby in respect of the five sub-resolutions you are entitled to a number of votes equivalent to five times of the number of shares represented by you, and you may cast all or part of such number of votes in favour of all or one or several of the five candidates under the five sub-resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed five times of the number of shares represented by you. Otherwise, all votes cast by you in respect of the sub-resolutions will be rendered null and void and you will be deemed as having waived your right to vote.  
Voting at the EGM in respect of sub-resolutions No. 2.1 to 2.2 under Resolution No. 2 (namely the election of two Shareholders' Representative Supervisors) shall be conducted by way of accumulative voting, whereby in respect of the two sub-resolutions you are entitled to a number of votes equivalent to two times of the number of shares represented by you, and you may cast all or part of such number of votes in favour of both or one of the two candidates under the two sub-resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed two times of the number of shares represented by you. Otherwise, all votes cast by you in respect of the sub-resolutions will be rendered null and void and you will be deemed as having waived your right to vote.  
Please indicate clearly the number of votes that you intend to cast or your intention to abstain from voting in respect of each candidate 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 EGM to be determined by way of accumulative voting in addition to those set out in the Notice of The First Extraordinary General Meeting of 2013.
- 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 "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 The First Extraordinary General Meeting of 2013.
- 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 EGM, 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 EGM 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 EGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China 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.)