

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 SOLICITATION OF VOTING RIGHTS BY INDEPENDENT NON-EXECUTIVE DIRECTORS

I _____ /We _____ confirm as the appointing party that I/we have, prior to signing this solicitation proxy form, have read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors prepared and published by the soliciting party for the current solicitation of voting rights, the Notice of Second Extraordinary General Meeting of 2013 and other relevant documents, and I/we have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, prior to registering for the on-site meeting, revoke the appointment of the soliciting party under this solicitation proxy form or to amend the contents of this solicitation proxy form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

As the appointing party, I/we hereby appoint Mr. Wei Wei, an Independent Non-executive Director of ZTE Corporation, as my/our proxy to attend the Second Extraordinary General Meeting of 2013 of the ZTE Corporation and to exercise the voting rights in respect of matters stipulated in this solicitation proxy form in accordance with instructions contained herein.

My/our voting directions in respect of the matters for which voting rights are being solicited are as follows:

No.	Matters to be considered	For ^{Note}	Against ^{Note}	Abstained ^{Note}
1	Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking			
2	Resolution on the Amendment of Relevant Clauses of the Articles of Association			

Note: 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 more than one or no instruction is given for a proposal, the appointment is deemed to be void.

This proxy shall be valid from the date on which it is signed to the close of the Second Extraordinary General Meeting of 2013.

Number of shares held by appointer: _____ shares

Share account number of appointer (applicable to domestic shareholders only): _____

Identity card number of appointer (or business license number in case of legal person shareholders)
(applicable to domestic shareholders only): _____

Contact telephone number of appointer: _____

Appointer (endorsement by signature, company seal to be affixed in case of legal person shareholders): _____

Date of signature: _____