

# 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 ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD  
ON TUESDAY, 19 MAY 2009

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 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 Tuesday, 19 May 2009 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 <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 2008 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 2008;			
3.	To consider and approve the report of the Supervisory Committee of the Company for the year ending 31 December 2008;			
4.	To consider and approve the report of the President of the Company for the year ending 31 December 2008;			
5.	To consider and approve the final financial accounts of the Company for the year ending 31 December 2008;			
6.	To consider and approve the resolution of the Company on the Proposed Continuous Connected Transaction Framework Agreements for 2009; To consider and approve the "Framework Purchase Agreements for 2009" proposed to be entered into between ZTE Kangxun Telecom Company, Limited, a subsidiary of the Company, on the one hand and connected party Shenzhen Zhongxingxin Telecommunications Equipment Company, Limited together with its subsidiaries Shenzhen Zhongxing Xindi Telecommunications Equipment Company, Limited, Shenzhen Zhongxing Xinyu FPC Company, Limited and Shenzhen Zhongxing Xinzhou Complete Equipment Company, Limited, on the other, in respect of the purchase of cases, cabinets, distribution frames, flexible printed circuit boards and shelters with an annual cap of aggregated transaction amounts under the framework agreements estimated at RMB1,200 million for 2009;			
7.	To consider and approve the resolution on the proposed application by the Company to National Development Bank for a USD2.5 billion composite credit facility;			
8.	To consider and approve the resolution on the proposed application by the Company to the Bank of China Limited, Shenzhen Branch for a RMB15.7 billion composite credit facility;			
9.	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 2009:	—	—	—
9.1	To consider and approve Ernst & Young Hua Ming be re-appointed as the PRC auditors of the Company for 2009 and a proposal be made to the AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young Hua Ming for 2009 based on specific audit work to be conducted;			
9.2	That Ernst & Young be re-appointed as the Hong Kong auditors of the Company for 2009 and a proposal be made to the AGM to authorise the Board of Directors to determine the audit fees of Ernst & Young for 2009 based on the specific audit work to be conducted.			

Special Resolution		For <sup>5</sup>	Against <sup>5</sup>	Abstained <sup>5</sup>
10.	To consider and approve the proposals of profit distribution and capitalisation from capital reserves of the Company for 2008;			
11.	To consider and approve the resolution on the general mandate for 2009 to be granted to the Company;			
12.	To consider and approve the Amendment of in the Articles of Association and the Rules of Procedure for Shareholders' General Meetings:	—	—	—
12.1	Whereas the capitalisation from capital reserves of the Company for 2008 will result in the issuance of share capital by the Company and changes in the registered capital, it is approved that Article 24 and Article 27 of Chapter 3 of the Articles of Association be revised accordingly after the implementation of the capitalisation from capital reserves;			
12.2	Articles 83, 87, 116, 119, 225, 247, 275, 276, 277 and 234 of the Articles of Association be amended in accordance with relevant provisions of the "Decisions on Amending Certain Provisions regarding the Cash Profit Distribution of Listed Companies (No. 57)" ("Cash Profit Distribution Provisions") promulgated by the CSRC and effective from 9 October 2008 and the latest amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") effective from 1 January 2009; and Rules 9, 13, 44 and 49 of the Rules of Procedure for Shareholders' General Meetings be amended in accordance with the aforesaid amendments to the Articles of Association.			

Dated: \_\_\_\_\_ 2009 Signature<sup>6</sup>: \_\_\_\_\_

Notes:

- IMPORTANT: Before you duly authorise a proxy, please read the 2008 Annual Report, which is expected to be delivered to shareholders of the Company on or before 1 April 2009. The 2008 Annual Report includes the report of the board of directors, report of the supervisory committee and audited financial statements of the Company for 2008 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 initiated 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 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 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 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.)