



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 2019 ANNUAL GENERAL MEETING (THE "AGM") OF ZTE CORPORATION TO BE HELD ON FRIDAY, 19 JUNE 2020 (REVISED)

Number of H Shares to which this proxy form relates²:

I/We³ _____
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 AGM or⁴ _____
of (address) _____
holding identity card no. _____

as my/our proxy to attend on my/our behalf the AGM 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 Friday, 19 June 2020 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 2019 Annual General Meeting (the "AGM Notice") and Supplementary Notice of the 2019 Annual General Meeting (the "AGM Supplementary Notice") as indicated hereunder or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
1.00	2019 Annual Report (including 2019 financial report audited by the PRC and Hong Kong auditors)			
2.00	2019 Report of the Board of Directors			
3.00	2019 Report of the Supervisory Committee			
4.00	2019 Report of the President			
5.00	Final Financial Accounts for 2019			
6.00	Proposals of Profit Distribution for 2019			
7.00	Resolution on the Application for Derivative Investment Limits for 2020			
8.00	Resolution on the Provision of Performance Guarantee for Overseas Wholly-owned Subsidiaries for 2020			
9.00	Resolution on Continuing Connected Transactions in relation to the Execution of "ZTE Channel Cooperation Framework Agreement 2020 — General Distributor" with Hangtian Ouhua, a Connected Party			
Special Resolution		For ⁵	Against ⁵	Abstained ⁵
10.00	Resolution on the Proposed Registration and Issue of Medium Term Notes			
Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
11.00	Resolutions on the Proposed Application for Composite Credit Facilities for 2020	—	—	—
11.01	Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB20.0 billion			
11.02	Resolution of the Company proposing the application to China Development Bank, Shenzhen Branch for a composite credit facility amounting to USD4.0 billion			

Ordinary Resolutions		For ⁵	Against ⁵	Abstained ⁵
12.00	Resolutions on the Appointment of the Auditor for 2020	—	—	—
12.01	Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted			
12.02	Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2020 based on the specific audit work to be conducted			
12.03	Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2020 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted			
Special Resolutions		For ⁵	Against ⁵	Abstained ⁵
13.00	Resolution of the Company on the Application for General Mandate for 2020			
14.00	Resolution on the Tabling of the Proposed Mandate for the Repurchase of the Company's A shares at the General Meeting for Consideration			
15.00	Resolution on the Amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings			
Ordinary Resolution		Votes ⁶		
16.00	Resolution on the Election of Independent Non-executive Directors That Mr. Zhuang Jiansheng be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on the date of consideration and approval at the AGM and expiring upon the conclusion of the term of the Eighth Session of the Board of Directors of the Company (namely 29 March 2022)	Approved by votes		

Date: _____ 2020

Signature⁷: _____

Notes:

- IMPORTANT:** Before you duly authorise a proxy, please read the 2019 Annual Report and circular, which was delivered to shareholders of the Company on 20 April 2020, and the AGM Supplementary Notice, which was delivered to shareholders of the Company on 2 June 2020. The 2019 Annual Report includes the report of the board of directors and audited financial statements for 2019 for shareholders' review.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the H shares in the issued capital of the Company registered in your name(s).
- 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 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 AGM 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 check the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please check the appropriate box under the column marked "Against" if you wish to vote against a resolution. Please check 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 as he thinks fit. Unless otherwise directed in this 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 AGM Notice.
- IMPORTANT:** Voting at the AGM in respect of resolution No. 16 (namely the election of Independent Non-executive Director) shall be conducted by way of accumulative voting, whereby in respect of the resolution you are entitled to a number of votes equivalent to the total number of shares represented by you, and you may cast any of such number of votes in favour of the candidate for Independent Non-executive Director, as long as the total number of votes cast does not exceed the number of votes you are entitled to. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed the number of shares represented by you. Otherwise, all votes cast by you in respect of the resolution shall be rendered null and void and you shall 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 the candidate for Independent Non-executive Director 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 AGM to be determined by way of accumulative voting in addition to those set out in the AGM Notice and Supplementary AGM Notice.
- 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 must be notarised.
- In case of joint holders of a share, any one of such holders is entitled to vote at the AGM, 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 AGM personally or by proxy.
- To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) authorising the signing of this proxy form must be deposited by H shareholders, no later than 24 hours before the time appointed for holding the AGM, at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- The completion and return of this proxy form shall not affect your right to attend and vote at the AGM should you so wish.
- IMPORTANT:** If you have submitted the original proxy form delivered to shareholders of the Company on 20 April 2020, please note that:
 - The revised proxy form submitted to the Company by you not later than 24 hours before the time appointed for the AGM shall supersede the original proxy form submitted by you, whereby the original proxy form shall be revoked and the revised proxy form (subject to accuracy of information entered thereon) shall be deemed the valid proxy form submitted by you.
 - If you fail to submit a revised proxy form to the Company not later than 24 hours before the time appointed for the AGM, the original proxy form previously submitted will remain valid (subject to accuracy of information entered thereon). In respect of the aforementioned resolution of No. 16 which has not been set out in the original proxy form, if no direction is given, your proxy holding the original proxy form shall be entitled to vote as he thinks fit.

(Both the original copy and any duplicate copy of this proxy form will be accepted as valid.)