

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 THIRD EXTRAORDINARY GENERAL MEETING FOR 2007 OF ZTE CORPORATION TO BE HELD ON TUESDAY, 16 OCTOBER 2007

Number of Shares to which this Proxy Form relates:	
Class of Shares to which this Proxy Form (Domestic shares or H shares ¹) relates:	

I/We² 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 EGM or ³ _____ of (address) _____ holding identity card no. _____ as my/our proxy to attend the Third Extraordinary General Meeting for 2007 of the Company to be held at the Conference Room on the 4th Floor, Block A, of the Company's headquarters in Shenzhen (Address: 4th Floor, Block A, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen; telephone: +86 (755) 2677 0282) at 9:00 a.m. on Tuesday, 16 October 2007, and at any adjournment thereof and vote on my/our behalf in respect of the resolutions set out in the notice convening the EGM as indicated hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

No	Special Resolutions	For ⁴	Against ⁴	Abstain ⁴
1	To consider on an individual basis the "Resolutions of the Company on the proposal for the offer and issue of the Bonds cum Warrants"	/	/	/
1.1	Offer size			
1.2	Offer price			
1.3	Target Offerees			
1.4	Offer method			
1.5	Interest rate of the Bonds			
1.6	Term of the Bonds			
1.7	Term and method of payment of the Principal Amount and Interest of Bonds			
1.8	Early Redemption			
1.9	Security			
1.10	Term of the Warrants			
1.11	Exercise period of the Warrants			
1.12	Exercise price of the Warrants and Adjustment			
1.13	Conversion ratio of the Warrants			
1.14	Use of Proceeds of the Offer			
1.15	Validity of the Resolutions			
2	To consider the "Resolutions of the Company requesting the general meeting to authorize the Board of Directors to deal with matters relating to the offer and issue of the Bonds cum Warrants"			

No	Ordinary Resolutions	For ⁴	Against ⁴	Abstain ⁴
3	To consider the "Resolution of the Company on the feasibility of investment projects to be funded by proceeds from the offer and issue of the Bonds cum Warrants"			
4	To consider the "Resolution of report of the Board on the use of proceeds raised in the previous fund raising Exercise"			
5	To consider the "Guidelines on the System of Independent Directorship"			
6	<p>To consider the Resolution of the Company on the extended term of the guarantee provided to wholly-owned subsidiary ZTE (H.K.) Limited ("ZTE H.K.") with a modified guarantee method and the provision of guarantee to Benin Telecoms S.A. by ZTE H.K.</p> <p>The term of the guarantee provided by the Company in favor of ZTE H.K. in respect of a US\$3 million banking facility will be extended by approximately two years to 17 January 2014. The Company will apply to the relevant bank for an irrevocable standby letter of credit to replace the previous guarantee letter directly issued by the Company. In this regard, the Company will provide a guarantee in respect of the US\$3 million banking facility in favor of ZTE H.K. by applying to the bank for the issuance of an irrevocable standby letter of credit for a term till 17 January 2014 to replace the original guarantee letter expiring on 28 March 2012 issued by the Company. ZTE H.K. will apply the aforesaid banking facility to provide the guarantee in favour of Benin Telecoms S.A. in respect of an amount of not more than US\$3 million for a term till 28 December 2013.</p>			
7	<p>To consider the "Resolution of the Company on the provision of guarantee for subsidiary Congo-Chine Telecom S.A.R.L. ("Congo-Chine")"</p> <p>The Company will provide a guarantee by way of the pledge of equity interest in respect of the US\$105 million bank loan with an 8-year term of Congo-Chine on the back of the 51% shares in Congo-Chine held by the Company. The guarantee will take effect on the date of the execution of the Agreement on the Pledge of Equity Interests and will remain valid until the date on which the obligation of Congo-Chine for the repayment of principal together with accrued interests under the Loan Agreement has been fully performed (the date for the last installment of principal and interests repayment being 21 May 2015).</p>			

Dated: _____ 2007

Signature:⁵ _____

Notes:

1. 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).
2. Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in BLOCK CAPITALS.
3. 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 authorised. 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 initialed by the person who signs it.
4. 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. 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 EGM in addition to those set out in the notice of EGM.
5. 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 document giving such authorisation shall be notarized.
6. 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.
7. 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 meeting 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 Room 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.)