



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: 00763)

PROXY FORM¹ FOR THE 2024 ANNUAL GENERAL MEETING (THE “AGM”) OF ZTE CORPORATION TO BE HELD ON FRIDAY, 28 MARCH 2025 (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, 28 March 2025 at 3:00 p.m., and any adjournment thereof and vote on my/our behalf in
respect of the resolutions set out in the Notice of the 2024 Annual General Meeting (the “AGM Notice”) and Supplementary Notice of the 2024 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	2024 Annual Report (including 2024 financial report of the Company audited by the Auditor)			
2.00	2024 Working Report of the Board of Directors			
3.00	2024 Working Report of the Supervisory Committee			
4.00	2024 Working Report of the President			
5.00	Final Financial Accounts for 2024			
6.00	Proposal of Profit Distribution for 2024			
7.00	Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2025			
8.00	Resolution on Proposed Application of Internal Funds in Entrusted Financial Management for 2025			
9.00	Resolution on the Provision of Guarantee Limits for Subsidiaries for 2025			
10.00	Resolution on the Appointment of the Auditor for 2025			
Special Resolution		For ⁵	Against ⁵	Abstained ⁵
11.00	Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2025			
Ordinary Resolution		For ⁵	Against ⁵	Abstained ⁵
12.00	Resolution on the Authorization to Purchase Directors' and Senior Management's Liability Insurance			
Special Resolutions		For ⁵	Against ⁵	Abstained ⁵
13.00	Resolution on the Application for General Mandate of the Issuance of Shares for 2025			
14.00	Resolution on the Application for Mandate of the Repurchase of A Shares for 2025			
Ordinary Resolutions		Vote ⁶		
15.00	Resolution on the Re-election of the Board of Directors and the Election of Non-independent Directors for the Tenth Session of the Board of Directors	—		
15.01	That Mr. Li Zixue be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes
15.02	That Mr. Xu Ziyang be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes
15.03	That Mr. Yan Junwu be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes
15.04	That Ms. Fang Rong be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes
15.05	That Mr. Zhu Weimin be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes
15.06	That Mr. Zhang Hong be elected as an Non-independent Director of the Tenth Session of the Board of Directors of the Company	Approved by		votes

Ordinary Resolutions		Vote ⁶
16.00	Resolution on the Re-election of the Board of Directors and the Election of Independent Non-executive Directors for the Tenth Session of the Board of Directors	—
16.01	That Mr. Zhuang Jiansheng be elected as an Independent Non-executive Director of the Tenth Session of the Board of Directors of the Company	Approved by votes
16.02	That Mr. Wang Qinggang be elected as an Independent Non-executive Director of the Tenth Session of the Board of Directors of the Company	Approved by votes
16.03	That Mr. Tsui Kei Pang be elected as an Independent Non-executive Director of the Tenth Session of the Board of Directors of the Company	Approved by votes

Date: _____ 2025

Signature⁷: _____

Notes:

- IMPORTANT:** Before you duly authorise a proxy, please read the 2024 Annual Report and the circular which were delivered to shareholders of the Company on 7 March 2025. The 2024 Annual Report includes the report of the board of directors and audited financial statements for 2024 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 and AGM Supplementary Notice.
- IMPORTANT:** Voting at the AGM in respect of sub-resolutions No. 15.01 to 15.06 under Resolution No. 15.00 (namely the election of non-independent directors) shall be conducted by way of accumulative voting, whereby in respect of the six sub-resolutions you are entitled to a number of votes equivalent to six 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 six candidates under the six 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 six 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 AGM in respect of sub-resolutions No. 16.01 to 16.03 under Resolution No. 16.00 (namely the election of independent non-executive directors) shall be conducted by way of accumulative voting, whereby in respect of the three sub-resolutions you are entitled to a number of votes equivalent to three 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 three candidates under the three 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 three 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 AGM to be determined by way of accumulative voting in addition to those set out in the AGM Notice and AGM Supplementary 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 7 March 2025, 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 resolutions of No. 15.00 and 16.00 which have 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.)