

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)

Independent Opinion on the Share Incentive Scheme (Phase I) of the ZTE Corporation From the Independent Directors

The Company and all the members of the Board confirm that the information contained in this announcement is true, accurate, and complete, and that there are no false and misleading statements or material omissions in this announcement.

In accordance with the relevant requirements of the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China ("Securities Law") and the "Administrative Measures on Share Incentives of Listed Company" ("Administrative Measures on Share Incentives") issued by CSRC, we have reviewed the Share Incentive Scheme (Phase I) (Draft) ("Share Incentive Scheme (Phase I)") of ZTE Corporation (the "Company") submitted by the Board of the Company and other relevant information. As Independent Directors, we have furnished the following independent opinion on the Share Incentive Scheme (Phase I) of the Company on the basis of our independent position:

The Company has formulated the Share Incentive Scheme (Phase I) according to the requirements of the relevant laws and regulations. We have duly reviewed the scheme and considered that the scheme has been formulated in a fair, just and open manner in accordance with the requirements of the relevant laws and regulations, such as the Company Law, the Securities Law, the Administrative Measures on Share Incentives and the Rules Governing Listing of Stocks on Shenzhen Stock Exchange ("Listing Rules"). The scheme established a mechanism for allocation of interests and mutual binding between the shareholders and the management as well as key personnel of the Company, such mechanism would benefit the shareholders by allowing them to obtain more efficient and ongoing returns without adversely affecting the legal interests of the Company and all shareholders.

The voting procedure of which the Board of the Company considered and approved the Share Incentive Scheme (Phase I) was in compliance with the relevant requirements of the Company Law and the Article of Association of the Company. Five directors, being beneficiaries of the Share Incentive Scheme (Phase I), did not participate in the vote in respect of this matter at the meeting pursuant to the requirements of Listing Rules and other regulatory documents. The voting procedure on such matter of the Board of the Company was legal and valid.

Independent Directors of ZTE Corporation:

Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun, Li Jin

Shenzhen, PRC

26 October 2006

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Yin Yimin, Shi Lirong and He Shiyou; six non-executive directors, Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping and Dong Lianbo; and five independent non-executive directors, Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Mi Zhengkun and Li Jin.