



# 株洲中车时代电气股份有限公司

## ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3898)

### SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 23 JUNE 2016 (or any adjournment thereof)

No. of shares to which this form of proxy relates (Note 1)	H shares/domestic shares*
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_ being  
the registered holder(s) of \_\_\_\_\_

H share(s)/domestic share(s)\*(Note 1) of Zhuzhou CRRC Times Electric Co., Ltd. (the "Company") HEREBY APPOINT (Note 3)

of, \_\_\_\_\_  
or failing him the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting for the year 2015 of the Company (the "AGM") to be held at Hentique Resort & Spa International, No. 88 Dong Yuan Road, Tianmu Lake Resort District, Liyang, Jiangsu Province, the People's Republic of China on Thursday, 23 June 2016 at 9:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM (including the supplemental notice of AGM) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS (Note 6)		For (Note 4)	Against (Note 4)	Abstention (Note 4)
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2015.			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015.			
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2015 and the auditors' reports thereon.			
4.	To consider and approve the profits distribution plan of the Company for the year ended 31 December 2015 and to declare a final dividend for the year ended 31 December 2015.			
5.	To consider and approve the re-appointment of the retiring auditor, Ernst & Young Hua Ming LLP, as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.			
6.	To consider and approve the 2017-19 CRRC Group Mutual Supply Agreement and the New CRRC Group Caps.			
7.	To consider and approve the re-election of Mr. Liu Ke'an as an executive director of the Company and his emolument.			
AS SPECIAL RESOLUTION (Note 6)		For (Note 4)	Against (Note 4)	Abstention (Note 4)
8.	To approve the grant to the Board a general mandate to issue, allot and deal with additional domestic shares and/or H shares of the Company not exceeding 20% of the domestic shares and the H shares respectively in issue of the Company.			
AS ORDINARY RESOLUTION (Note 6)		For (Note 4)	Against (Note 4)	Abstention (Note 4)
9.	To consider and approve the Asset Transfer Agreement.			

Date: \_\_\_\_\_ 2016 Signature(s): \_\_\_\_\_ (Note 5)  
Holder(s) of H shares/domestic shares\*

#### Notes:

- Please insert the number of share(s) registered in your name(s) relating to this Second Proxy Form. If no number is inserted, this Second Proxy Form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
  - Please insert full name(s) and address(es) as registered in the register of members in BLOCK CAPITALS. The names of all joint holders should be stated.
  - Please insert the name and address of your proxy. If this is left blank, the Chairman of the meeting will act as your proxy. You may appoint one or more proxies to attend and vote in your stead at the meeting provided that such proxies must attend the meeting in person to represent you. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares represented by each proxy must be stated.
  - IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTENTION". In the absence of any such indication, your proxy is entitled to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
  - This Second Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any director or attorney or other person duly authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
  - The description of each resolution is by way of summary only. Please refer to the Notice for the full descriptions.
  - In case of joint holders, only the person whose name appears first in the register of members shall be entitled to vote at the meeting.
  - In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited, for holders of H shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of domestic shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the People's Republic of China, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
  - IMPORTANT: HOLDERS OF H SHARES WHO HAVE LODGED THE FIRST PROXY FORM, WHICH WAS DESPATCHED ON 22 APRIL 2016, SHOULD NOTE THAT:
    - If the Second Proxy Form is lodged with the Company's H share registrar 24 hours prior to the time designated for convening the AGM (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the holder of H Share if correctly completed and signed and returned in accordance with the instructions printed thereon.
    - If no Second Proxy Form is lodged with the Company's H share registrar as at the Closing Time, the First Proxy Form will be treated as a valid form of proxy lodged by the holder of H Share if correctly completed. The proxy so appointed by the holder of H Shares will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed purchase of wealth management products as set out in the Supplemental Circular.
  - Completion and delivery of this Second Proxy Form will not preclude you from attending and voting at the meeting if you so wish. In such event, this Second Proxy Form shall be deemed to be revoked.
  - Shareholders or their proxies shall produce their identification documents for verification when attending the meeting.
- \* Please delete as appropriate.