

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD ON FRIDAY, 27 JUNE 2008 (the "Meeting")**

No. of H shares/ domestic shares* to which this form of proxy relates ^(Note 1)	
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I/We^(Note 2) _____
of _____

being the registered holder(s) of _____ H share(s)/domestic share(s)^{*(Note 1)}
of RMB1.00 each in the share capital of Zhuzhou CSR 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 Meeting to be held at Times Hotel, Zhuzhou City, Hunan Province, China, on Friday, 27 June 2008 at 9:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(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 2007.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007.		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2007 and the auditors' report thereon.		
4.	To consider and approve the proposed profits distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2007 and to authorise the Board to distribute such final dividend to the shareholders of the Company.		
5.	To consider and approve the re-appointment of the retiring auditors as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.		
6.	To consider and approve the allowances payable to the directors and supervisors of the Company.		
7.	To consider and approve the following election or re-election of directors and their emoluments:		
	i) the re-election of Mr. Ding Rongjun as an executive director of the Company;		
	ii) the re-election of Mr. Song Yali as a non-executive director of the Company;		
	iii) the re-election of Mr. Lu Penghu as an executive director of the Company;		
	iv) the re-election of Mr. Liao Bin as a non-executive director of the Company;		
	v) the re-election of Mr. Ma Yunkun as a non-executive director of the Company;		

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
	vi) the re-election of Mr. Gao Yucai as an independent non-executive director of the Company;		
	vii) the re-election of Mr. Chan Kam Wing, Clement as an independent non-executive director of the Company;		
	viii) the re-election of Mr. Pao Ping Wing as an independent non-executive director of the Company;		
	ix) the re-election of Mr. Tan Xiao'ao as an independent non-executive director of the Company;		
	x) the election of Miss Liu Chunru as an independent non-executive director of the Company;		
	xi) to consider and approve the emoluments of the directors so re-elected and elected.		
8.	To consider and approve the following re-election and election of supervisors and their emoluments:		
	i) the re-election of Mr. Zhang Liqiang as a supervisor of the Company;		
	ii) the election of Mr. Shuai Tianlong as an independent supervisor of the Company;		
	iii) the election of Miss Wang Kun as an independent supervisor of the Company;		
	iv) to consider and approve the emoluments of the supervisors so re-elected and elected.		
AS SPECIAL RESOLUTION			
9.	To consider and approve the amendment to the Articles of Association of the Company.		

Date: _____ 2008 Signature(s): _____^(Note 5)
Holder(s) of H shares/domestic shares*

Notes:

1. Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
2. 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.
3. 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 provided that such proxies must attend the Meeting in person to represent you. A proxy need not be a shareholder of the Company. A proxy may exercise the right to vote on a show of hands or by way of poll. However, if more than one proxy is appointed, the number of shares represented by each proxy must be stated and such proxies shall only exercise the right to vote on a poll.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". 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.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
6. In the case of joint holders, only the person whose name appears first in the register of members of the Company shall be entitled to vote at the Meeting.
7. 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 Shops 1712-1716, 17th 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, PRC, not less than 24 hours before the time appointed for holding the Meeting or adjournment thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.
9. Shareholders or their proxies attending the Meeting shall produce their identification documents for verification when attending the Meeting.

* Please delete as appropriate.