

**FORM OF PROXY FOR THE SECOND EXTRAORDINARY GENERAL MEETING  
 OF 2009 TO BE HELD ON FRIDAY, 18 DECEMBER 2009  
 (or any adjournment thereof)**

No. of shares to which this form of proxy relates <sup>(Note 1)</sup>	H shares/domestic shares*
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I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_

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

of \_\_\_\_\_, or failing him the Chairman of the EGM as my/our proxy to attend and vote for me/us and on my/our behalf at the Second Extraordinary General Meeting of 2009 (the "EGM") of the Company to be held at Times Hotel, Zhuzhou City, Hunan Province, the People's Republic of China on Friday, 18 December 2009 at 9:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the EGM (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

AS SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and approve the proposed issue of short term debt financing instruments.		
2.	To approve, ratify and confirm all actions and steps taken by the board of directors of the Company with respect to the proposed issue of short term debt financing instruments prior to the date of the EGM.		

Date: \_\_\_\_\_ 2009 Signature(s): \_\_\_\_\_ <sup>(Note 5)</sup>  
 Holder(s) of H shares/domestic shares\*

*Notes:*

- 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 of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) (as shown 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 EGM will act as your proxy. You may appoint one or more proxies to attend and vote in your stead at the EGM provided that such proxies must attend the EGM 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". In the absence of any such indication, the proxy will cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy 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 officer 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 EGM.
- 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, the People's Republic of China, not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, this form of proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the EGM shall produce their identification documents for verification when attending the EGM.

\* Please delete as appropriate.