



株洲南车时代电气股份有限公司

ZHUZHOU CSR TIMES ELECTRIC CO., LTD.

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

(Stock Code: 3898)

FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012 TO BE HELD ON THURSDAY, 27 DECEMBER 2012 (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 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 First Extraordinary General Meeting of 2012 of the Company to be held at the Science and Technology Building, Zhuzhou CSR Times Electric Co., Ltd., Times Road, Shifeng District, Zhuzhou, Hunan Province, the People's Republic of China on Thursday, 27 December 2012 at 9:30 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular dated 12 November 2012 issued by the Company (the "Circular").

	AS SPECIAL RESOLUTIONS ^(Note 6)	For ^(Note 4)	Against ^(Note 4)
(a)	To consider, adopt and approve the Share Appreciation Rights Scheme of the Company.		
(b)	To consider and approve the Proposed Grant of an aggregate of approximately 9,544,000 units of Share Appreciation Rights to a total of up to 315 Eligible Recipients pursuant to the Share Appreciation Rights Scheme.		
(c)	To consider and approve the authorisation of the Board to grant the Share Appreciation Rights to the Eligible Recipients and to determine, among other things, the final list of the Eligible Recipients, the Date of Grant, the Exercise Price, the amount of the Share Appreciation Rights to be granted to each Eligible Recipient pursuant to the terms and conditions of the Share Appreciation Rights Scheme.		
(d)	To consider, approve, ratify and confirm the authorisation of the Board to proceed with the examination, registration, filing, approval and consent procedures with relevant governmental authorities; to sign, execute, amend and complete documents to be submitted to relevant governmental authorities, organisations and individuals and to handle all matters relating to the Share Appreciation Rights Scheme.		

Date: _____ 2012 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 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 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". 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 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 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 17 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.
- 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.
- Shareholders or their proxies shall produce their identification documents for verification when attending the meeting.

* Please delete as appropriate