



# 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 2014 TO BE HELD ON 25 MARCH 2014 (including 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 meeting as my/our proxy to  
attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of 2014 of the Company to be held at Gengshiji,  
Xianyuling, Hetang District, Zhuzhou, Hunan Province, the People's Republic of China on Tuesday, 25 March 2014 at 2:00 p.m.. (including 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, capitalised items used herein shall have the same meaning  
as those defined in the circular dated 28 January 2014 issued by the Company (the "Circular").

AS ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To consider and approve the proposed principal terms of the Proposed Entrustment Arrangement and the transactions contemplated thereunder and the authorisation of the Directors to take any step as they consider necessary, desirable or expedient in connection therewith, including but not limited to the execution of the relevant entrustment loan agreement and other related agreement(s) or document(s).		
2.	To consider and approve the authorisation of the Board to apply up to and in aggregate, at any time, RMB3,000,000,000 of the surplus funds of the Group to treasury activities including but not limited to buying low-risk financial products offered by banks, advancing entrusted loans and investing in secured or guaranteed trust and treasury products, in accordance with the Group's established treasury policy and procedures and in compliance with applicable laws and regulations and the Listing Rules and the authorisation of the Directors to take any step as they consider necessary, desirable or expedient in connection therewith.		

Date: \_\_\_\_\_ 2014

Signature(s): \_\_\_\_\_ <sup>(Note 6)</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 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 does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares represented by each proxy must be stated.
- The description of the resolutions is by way of summary only. Please refer to the Notice for the full text of the resolutions.
- 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.**
- 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.
- 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.