



中国南车

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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 ANNUAL GENERAL MEETING FOR THE YEAR 2013

(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 annual general meeting for the year 2013 of the Company to be held at Shangri-La Hotel, Ningbo, 88 Yuyuan Street, Ningbo, Zhejiang Province, China on Friday, 27 June 2014 at 9:00 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.

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 2013.			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.			
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013 and the auditors' reports thereon.			
4.	To consider and approve the profits distribution plan of the Company for the year ended 31 December 2013 and to declare a final dividend for the year ended 31 December 2013.			
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 re-election of Mr. Ding Rongjun as an executive Director and his emolument.			
7.	To consider and approve the re-election of Mr. Deng Huijin as an executive Director and his emolument.			
8.	To consider and approve the re-election of Mr. Li Donglin as an executive Director and his emolument.			
9.	To consider and approve the re-election of Mr. Yan Wu as an executive Director and his emolument.			
10.	To consider and approve the re-election of Mr. Ma Yunkun as a non-executive Director and his emolument.			
11.	To consider and approve the re-election of Mr. Gao Yucai as an independent non-executive Director and his emolument.			
12.	To consider and approve the re-election of Mr. Chan Kam Wing, Clement as an independent non-executive Director and his emolument.			
13.	To consider and approve the re-election of Mr. Pao Ping Wing as an independent non-executive Director and his emolument.			
14.	To consider and approve the re-election of Ms. Liu Chunru as an independent non-executive Director and her emolument.			
15.	To consider and approve the election of Mr. Xiong Ruihua as a shareholders' representative supervisor of the Company and his emolument.			
16.	To consider and approve the re-election of Mr. Geng Jianxin as an independent supervisor of the Company and his emolument.			
17.	To consider and approve the proposed amendments to the Rules of Procedures for General Meetings of the Company.			
18.	To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings of the Company.			

AS SPECIAL RESOLUTION <i>(Note 6)</i>		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
19.	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.			

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

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 of the 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 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.
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, 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.
5. 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
6. The description of each resolution is by way of summary only. Please refer to the Notice for the full descriptions.
7. 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.
8. 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.
9. 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.
10. Shareholders or their proxies shall produce their identification documents for verification when attending the meeting.

\* Please delete as appropriate.