



**株州中车时代电气股份有限公司**  
**ZHUZHOU CRRC 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 2020  
(OR ANY ADJOURNMENT THEREOF)**

|   |                           |
|---|---------------------------|
| No. of shares to which this form of proxy relates <sup>(Note 1)</sup> | H shares/domestic shares* |
|---|---------------------------|

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 CRRC 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 2020 of the Company to be held at Conference Room 103, Guobian Building, 169 Times Road, Shifeng District, Zhuzhou, Hunan Province, the People's Republic of China on Monday, 7 December 2020 at 9:00 a.m. <sup>(Note 4)</sup> (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said extraordinary general 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 20 November 2020 issued by the Company (the "Circular").

| AS SPECIAL RESOLUTIONS <sup>(Note 7)</sup> |  | For <sup>(Note 5)</sup>            | Against <sup>(Note 5)</sup> | Abstention <sup>(Note 5)</sup> |
|--|--|------------------------------------|-----------------------------|--------------------------------|
| 1.   | To consider and approve the application for the Issue of A Shares of the Company:  | (each being a separate resolution) |                             |                                |
|  | 1.1 Place of listing;  |                                    |                             |                                |
|  | 1.2 Class of shares to be issued;  |                                    |                             |                                |
|  | 1.3 Nominal value of shares;   |                                    |                             |                                |
|  | 1.4 Target subscribers;  |                                    |                             |                                |
|  | 1.5 Schedule of the issue and listing;   |                                    |                             |                                |
|  | 1.6 Method of issue;   |                                    |                             |                                |
|  | 1.7 Issue size;  |                                    |                             |                                |
|  | 1.8 Pricing methodology;   |                                    |                             |                                |
|  | 1.9 Implementation of strategic placing upon issue;  |                                    |                             |                                |
|  | 1.10 Use of proceeds;  |                                    |                             |                                |
|  | 1.11 Method of underwriting; and   |                                    |                             |                                |
|  | 1.12 Validity period of resolutions in relation to the issue and listing.  |                                    |                             |                                |
| 2.   | To consider and approve the authorisation to the Board to fully deal with specific matters relating to the Issue of A Shares.              |                                    |                             |                                |
| 3.   | To consider and approve the Projects to be Financed with Proceeds from the Issue of A Shares and feasibility analysis report.              |                                    |                             |                                |
| 4.   | To consider and approve the accumulated profit distribution plan prior to the Issue of A Shares.   |                                    |                             |                                |
| 5.   | To consider and approve the formulation of the plan for stabilisation of price of A Shares within three years after the Issue of A Shares. |                                    |                             |                                |
| 6.   | To consider and approve the dilution of immediate return by the Issue of A Shares and recovery measures.                                   |                                    |                             |                                |
| 7.   | To consider and approve the three-year dividend distribution plan for Shareholders after the Issue of A Shares.                            |                                    |                             |                                |
| 8.   | To consider and approve the undertakings regarding the information disclosure in the prospectus for the Issue of A Shares.                 |                                    |                             |                                |
| 9.   | To consider and approve the proposed amendments to the Articles of Association for the purpose of the Issue of A Shares.                   |                                    |                             |                                |

| AS ORDINARY RESOLUTIONS <i>(Note 7)</i> |  | For <i>(Note 5)</i>                | Against <i>(Note 5)</i> | Abstention <i>(Note 5)</i> |
|---|--|------------------------------------|-------------------------|----------------------------|
| 10.                                     | To consider and approve the Rules of Procedures for the General Meetings applicable after the Issue of A Shares.   |                                    |                         |                            |
| 11.                                     | To consider and approve the Rules of Procedures for the Board of Directors applicable after the Issue of A Shares.   |                                    |                         |                            |
| 12.                                     | To consider and approve the Rules of Procedures for the Supervisory Committee applicable after the Issue of A Shares.  |                                    |                         |                            |
| 13.                                     | To consider and approve the formulation of the Terms of Reference of the Independent Non-executive Directors.  |                                    |                         |                            |
| 14.                                     | To consider and approve the formulation of the internal control policies relating to the Issue of A Shares:  | (each being a separate resolution) |                         |                            |
|   | 14.1 "Management Policy for External Guarantees";  |                                    |                         |                            |
|   | 14.2 "Management Policy for Related Party Transactions";   |                                    |                         |                            |
|   | 14.3 "Management Policy for External Investments";   |                                    |                         |                            |
|   | 14.4 "Policy for Preventing the Controlling Shareholders, Actual Controllers and Related Parties from Appropriating Funds"; and  |                                    |                         |                            |
|   | 14.5 "Management Policy for Funds Raised from A Shares".   |                                    |                         |                            |
| 15.                                     | To consider and approve the engagement of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor for the issue and listing of A Shares and authorise the Board to determine the final audit fees with reference to the market price and audit workload and enter into the relevant service agreement(s). |                                    |                         |                            |
| 16.                                     | To consider and approve the transactions contemplated under the 2020-23 Financial Services Framework Agreement I proposed to be entered into between the Company and CRRC Finance.   |                                    |                         |                            |
| 17.                                     | To consider and approve the transactions contemplated under the 2021-23 Financial Services Framework Agreement II proposed to be entered into between the Company and CRRC Hongkong Capital.   |                                    |                         |                            |
| 18.                                     | To consider and approve the transactions contemplated under the 2021-23 Shiling Mutual Supply Framework Agreement proposed to be entered into between the Company and Shiling Company.   |                                    |                         |                            |
| 19.                                     | To consider and approve the re-election of Mr. Shang Jing as an executive Director.  |                                    |                         |                            |

Date: \_\_\_\_\_ 2020

Signature(s): \_\_\_\_\_ *(Note 6)*  
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.
- All times stated in this proxy form refer to Hong Kong time.
- 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.
- 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.**
- The description of each resolution is by way of summary only. Please refer to the Circular and 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 the 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 the 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.