



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 ANNUAL GENERAL MEETING FOR THE YEAR 2014 (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 2014 of the Company to be held at Conference Room, 2nd Floor, Grandall Building, 15 Yanggongdi, Hangzhou, China on Friday, 5 June 2015 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.

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 2014.			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.			
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2014 and the auditors' reports thereon.			
4.	To consider and approve the profits distribution plan of the Company for the year ended 31 December 2014 and to declare a final dividend for the year ended 31 December 2014.			
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 authorization of the Board to increase the existing investment cap of RMB3,000 million (equivalent to approximately HKD3,788.3 million) by RMB500 million (equivalent to approximately HKD631.4 million) of the surplus fund of the Group to RMB3,500 million (equivalent to approximately HKD4,419.7 million) (the "Proposed Increased Cap") and to apply up to and in aggregate, at any time, the Proposed Increase Cap 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 policy and procedures and in compliance with applicable laws and regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), and the authorization of the Directors to take any step as they consider necessary, desirable or expedient in connection therewith.			
7.	To consider and approve the revision of emolument of non-executive director of the Company.			
AS SPECIAL RESOLUTION (Note 6)		For (Note 4)	Against (Note 4)	Abstention (Note 4)
8.	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: _____ 2015 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 need 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". 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 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 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.