

**FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2007
(or any adjournment thereof)**

No. of shares to which this form of proxy relates <i>(Note 1)</i>	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. ("**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 2007 ("**EGM**") of the Company to be held at Times Hotel, Zhuzhou City, Hunan Province, the People's Republic of China on Monday, 10 September 2007 at 9:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting ("**Notice**") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To consider and approve the alteration of the legal status of the Company from a joint stock company with limited liability to a foreign investment joint stock company with limited liability.		
2.	To consider and approve the alteration of the business scope of the Company.		
SPECIAL RESOLUTION		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
3.	To consider and approve the proposed amendments to the Articles of Association of the Company.		

Date: _____ 2007

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 shown in the register of members) in BLOCK CAPITALS.
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. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote at the meeting provided that such proxies must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
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". In the absence of any such indication, the proxy will 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 authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
7. 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for holders of domestic shares, the registered office address of the Company, not less than 24 hours before the time appointed for holding the said meeting or any adjournment thereof.
8. 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.

* Please delete as appropriate.