



株 洲 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)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING FOR YEAR 2018
(or any adjournment thereof)

No. of shares to which this second 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 CRRC 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 year 2018 of the Company (the "AGM") to be held at Shangri-La Hotel, Nanchang, No. 699, Cui Lin Road, Honggutan New District, Nanchang, Jiangxi Province, the People's Republic of China on Thursday, 20 June 2019 at 9:00 a.m. ^(Note 4) (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM (including the supplemental notice of the AGM, together the "Notices") 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 30 April 2019 and the supplemental circular dated 31 May 2019 issued by the Company.

AS ORDINARY RESOLUTIONS ^(Note 7)		For ^(Note 5)	Against ^(Note 5)	Abstention ^(Note 5)
1.	Approve the report of the Board of the Company for the year ended 31 December 2018.			
2.	Approve the report of the supervisory committee of the Company for the year ended 31 December 2018.			
3.	Approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018 and the auditors' reports thereon.			
4.	Approve the profits distribution plan of the Company for the year ended 31 December 2018 and declare a final dividend for the year ended 31 December 2018.			
5.	Approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP, as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor's remuneration.			
6.	Approve the 2020-22 CRRC Group Mutual Supply Agreement, the New CRRC Group Caps and the transactions contemplated thereunder.			
7.	Approve the re-election of Mr. Yang Shouyi as an executive Director and his emolument.			
8.	Approve the re-election of Mr. Gao Feng as an independent non-executive Director and his emolument.			
AS SPECIAL RESOLUTION ^(Note 7)		For ^(Note 5)	Against ^(Note 5)	Abstention ^(Note 5)
9.	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.			

AS ORDINARY RESOLUTION <i>(Note 7)</i>		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstention <i>(Note 5)</i>
10.	Approve the election of Mr. Li Lue as a shareholders' representative supervisor of the Company and his emolument.			

Date: _____ 2019

Signature(s): _____ *(Note 6)*

Holder(s) of H shares/domestic shares*

Notes:

1. Please insert the number of share(s) registered in your name(s) relating to this second form of proxy. If no number is inserted, this second 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. All times stated in this second form of proxy refer to Hong Kong time.
5. **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 Notices.
6. This second 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 SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
7. The description of each resolution is by way of summary only. Please refer to the Notices for the full descriptions.
8. 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.
9. In order to be valid, this second 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.
10. **IMPORTANT: HOLDERS OF H SHARES WHO HAVE LODGED THE FIRST FORM OF PROXY, WHICH WAS DESPATCHED ON 30 APRIL 2019, SHOULD NOTE THAT:**
 - (i) If the Second Form of Proxy is lodged with the Company's H Share registrar 24 hours prior to the time designated for convening the AGM (the "**Closing Time**"), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (ii) If no Second Form of Proxy is lodged with the Company's H Share registrar as at the Closing Time, the First Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed election of Supervisor as set out in the supplemental notice of AGM.
11. Completion and delivery of this second form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this second form of proxy shall be deemed to be revoked.
12. Shareholders or their proxies shall produce their identification documents for verification when attending the meeting.

* Please delete as appropriate.