



中國南車股份有限公司
CSR CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code:1766)

**PROXY FORM FOR THE SOLICITATION OF VOTES
BY INDEPENDENT DIRECTORS FOR 2011
FIRST H SHAREHOLDERS' CLASS MEETING TO BE HELD
ON TUESDAY, 26 APRIL 2011**

No. of H shares to which this proxy form relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____ of _____

being H shareholder(s) of **CSR Corporation Limited** (the “**Company**”) confirm as the appointing party that I/we, prior to signing this proxy form, have read carefully the full text of the announcement of the Company dated 8 March 2011, which is the Report on the Solicitation of Votes by the Independent Directors prepared and published by the Company for the solicitation of votes, the Notice of 2011 First H Shareholders’ Class Meeting and other relevant documents of the Company, and I/we have been sufficiently informed about details relating to the solicitation of votes. I/we have the right to, prior to registering for the on-site meeting, revoke the appointment of Mr. Chen Yongkuan under this proxy form or to amend the contents of this proxy form in accordance with procedures specified in the Report on the Solicitation of Votes by the Independent Directors.

As the appointing party, I/we hereby appoint Mr. Chen Yongkuan, an independent non-executive Director, as my/our proxy to attend the 2011 First H Shareholders’ Class Meeting of the Company (the “**H Shareholders’ Class Meeting**”) and to exercise the votes in respect of following matters in accordance with instructions contained herein.

My/our voting instructions in respect of the matters for which votes are being solicited are as follows:

SPECIAL RESOLUTIONS	For <i>(Note 3)</i>	Against <i>(Note 3)</i>	Abstain <i>(Note 3)</i>
1. THAT the Share Option Scheme, the terms of which are contained in the document marked “A” produced to the H Shareholders’ Class Meeting and, for the purposes of identification, signed by the chairman thereof and summarised in the circular of the Company dated 8 March 2011, on the following particular structure and terms, be and is hereby approved and adopted:			
1.1 source and number of A Shares subject to the Share Options			
1.2 the scope of Participants and basis for determining the Participants			

SPECIAL RESOLUTIONS		For <i>(Note 3)</i>	Against <i>(Note 3)</i>	Abstain <i>(Note 3)</i>
1.3	number of Share Options to be granted to the Directors, senior management personnel and other Participants or the method for determining the number of Share Options to be granted			
1.4	the life of the Share Option Scheme and lock-up provisions on the A Shares which are subject to the Share Options			
1.5	conditions of the Grant and exercise of the Share Options			
1.6	the exercise price of the Share Options or the method for determining the exercise price			
1.7	methods and procedures of the adjustment of the number of Share Options and subject Shares and the exercise price of the Share Options			
1.8	provisions on amendments and termination of the Share Option Scheme			
2.	THAT the Measures for Appraisal of Performance of Participants to the Share Option Scheme, the terms of which are contained in the document marked “B” produced to the H Shareholders’ Class Meeting and, for the purposes of identification, signed by the chairman thereof and summarised in the Appendix III to the circular of the Company dated 8 March 2011, be and is hereby approved and adopted.			

SPECIAL RESOLUTIONS	For <i>(Note 3)</i>	Against <i>(Note 3)</i>	Abstain <i>(Note 3)</i>
<p>3. THAT the Board be and is authorized to implement and administer the Share Option Scheme of the Company. The Board is authorized to, inter alia:</p> <ul style="list-style-type: none"> (i) grant the Share Options to the Participants upon fulfilment of the conditions of Grant by the Company and the Participants, and to handle all matters necessary in relation to the granting of Share Options; (ii) examine and confirm the fulfilment of the effective conditions by the Company and the Participants, and to handle all matters necessary in relation to the exercise of Share Options by the Participants; (iii) adjust the number and exercise price of the Share Options in the event of any capitalization issue, bonus issue, sub-division or consolidation of Shares, rights issue or reduction of capital in accordance with the provisions of the Share Option Scheme; (iv) handle the Share Options (effective or not effective, exercised or outstanding) granted to the Participants in accordance with the provisions of the Share Option Scheme, in the event of resignation, retirement or death of a Participant or occurrence of other special events in relation to the Company or the Participants as specified in the Share Option Scheme; (v) determine whether to reclaim the benefits obtained from the exercise of Share Options by Participants as stipulated in accordance with the Share Option Scheme; (vi) otherwise manage the Share Option Scheme where necessary; (vii) carry out any other matters (exclusive of those matters expressly stipulated in relevant documents to be determined/approved by the general meeting) necessary for the implementation of the Share Option Scheme. 			

* Full text of the above resolutions are set out in the Notice of H Shareholders' Class Meeting contained in the circular of the Company dated 8 March 2011. You shall refer to the circular before appointing a proxy.

Signature *(Note 4)*: _____

Date: _____

Notes:

Important: You shall refer to the circular of the Company dated 8 March 2011 before appointing a proxy.

1. Please insert the number of H shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the H shares in the issued share capital of the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English, as shown in the register of members of the Company) and registered address(es) in **BLOCK LETTERS**.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, 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 “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the H Shareholders’ Class Meeting other than those referred to in the Notice of the H Shareholders’ Class Meeting.
4. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorized to sign the same. If this proxy form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.
5. Where there are joint registered holders of any share, any one of such persons may vote at the H Shareholders’ Class Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the H Shareholders’ Class Meeting personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. In order to be valid, the above documents must be delivered to Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the H Shareholders’ Class Meeting.
7. Completion and return of the proxy form will not preclude you from attending and voting at the H Shareholders’ Class Meeting should you wish to do so.