



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)

**FORM OF PROXY FOR 2011 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, 26 APRIL 2011**

No. of shares to which this form of proxy relates ^(Note 1)	
Type of shares (A Shares or H Shares) to which this form of proxy relates ^(Note 2)	

I/We ^(Note 3) _____ of _____

being shareholder(s) of **CSR Corporation Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE EGM** ^(Note 4), or _____
of ^(Note 4) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2011 first extraordinary general meeting (the “EGM”) of the Company to be held at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, at 1:30 p.m. on Tuesday, 26 April 2011 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of 2011 First Extraordinary General Meeting of the Company dated 8 March 2011 (the “EGM Notice”), and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1. THAT the Share Option Scheme, the terms of which are contained in the document marked “A” produced to the EGM 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			
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			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
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 EGM 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.			
<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. 			

SPECIAL RESOLUTIONS	For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
<p>4. To consider and approve the proposed issue of short-term debentures with an aggregate amount not exceeding RMB5 billion (the “Short-term Debentures”) of the Company:</p> <p>THAT</p> <p>(a) the Company be authorized to issue Short-term Debentures on the following major terms:</p> <p>(1) Size of issue</p> <p>According to the relevant requirements that the balance of debentures to be repaid by an issuer shall not exceed 40% of the net assets of such issuer (including minority interests) upon completion of the issue of debenture, the size of issue will not exceed an amount of RMB5 billion. The Short-term Debentures will be registered all at once and will be issued in one or multiple tranches according to actual capital requirements.</p> <p>(2) Term of issue</p> <p>Not more than 365 days.</p> <p>(3) Interest rate</p> <p>The interest rate will be determined with reference to the prevailing market conditions at the time of the issue and upon negotiations with the lead underwriter(s), provided that the rate is approved by relevant regulatory authorities in the PRC.</p> <p>(4) Target investors</p> <p>Institutional investors in the national inter-bank market.</p> <p>(5) Use of proceeds</p> <p>Including repayment of loan(s) and replenishment of working capital.</p> <p>(6) Conditions precedent to the issue</p> <p>i) approval at the general meeting of the Company; and</p> <p>ii) the National Association of Financial Market Institutional Investors accepting the Company’s registration of the Short-term Debentures.</p>			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
<p>(b) a general and unconditional mandate be granted to the committee of the Board comprising Mr. Zhao Xiaogang and Mr. Zheng Changhong, being the Directors of the Company, to determine and to deal with the following matters pursuant to applicable laws and the then market conditions:</p> <p>(1) to determine the details of the issue of the Short-term Debentures and to formulate and implement detailed issue proposal which includes, but not limited to, an issue size of not more than RMB5 billion, the issue plan, the amount and period of each tranche, the maturity and method of repayment of the principal and interests, the determination mechanism of the interest rate of the debentures, determination of the specific arrangements and use of proceeds based on the actual situation in accordance with the use of proceeds as approved at the general meeting of the Company;</p> <p>(2) to deal with other matters relating to the issue, including, but not limited to, selecting qualified professional institutions, applying for registration to the National Association of Financial Market Institutional Investors in respect of the issue, handling relevant matters in relation to issue and trading of the debentures, carrying out all relevant negotiations in relation to the issue of the Short-term Debentures for and on behalf of the Company, signing and executing all relevant agreements and other necessary documents for and on behalf of the Company, and making relevant information disclosure pursuant to applicable regulatory requirements (if necessary);</p> <p>(3) in the case that any change in regulatory polices or market conditions relating to the issue occurs, to make corresponding adjustments to the specific issue proposal and other relevant matters in relation to the issue of the Short-term Debentures in accordance with the opinions of the regulatory authorities, except for those matters which are subject to re-approval by the shareholders at a general meeting of the Company as required by the provisions of relevant laws, regulations and the articles of association of the Company; and</p> <p>(4) to take all such actions as necessary and in the interest of the Company and to determine or to deal with specific matters in relation to the issue of the Short-term Debentures.</p> <p>Upon approval at the general meeting of the Company, the aforementioned authorization shall remain effective within the registered period of the issue of the Short-term Debentures or the duration of such relevant matters.</p>			

ORDINARY RESOLUTIONS	For <i>(Note 6)</i>	Against <i>(Note 6)</i>	Abstain <i>(Note 6)</i>
	Shareholders shall tick in the box or fill in the number of votes under cumulative voting system <i>(Note 6)</i>		
5. To consider and approve the re-election of the executive Directors of the second session of the Board:			
5.1 to consider and approve the re-election of Mr. Zhao Xiaogang as an executive Director;			
5.2 to consider and approve the re-election of Mr. Zheng Changhong as an executive Director;			
5.3 to consider and approve the re-election of Mr. Tang Kelin as an executive Director; and			
5.4 to consider and approve the re-election of Mr. Liu Hualong as an executive Director.			
6. To consider and approve the re-election of the independent non-executive Directors of the second session of the Board:			
6.1 to consider and approve the re-election of Mr. Zhao Jibin as an independent non-executive Director;			
6.2 to consider and approve the re-election of Mr. Yang Yuzhong as an independent non-executive Director;			
6.3 to consider and approve the re-election of Mr. Chen Yongkuan as an independent non-executive Director;			
6.4 to consider and approve the re-election of Mr. Dai Deming as an independent non-executive Director; and			
6.5 to consider and approve the re-election of Mr. Tsoi, David as an independent non-executive Director.			
7. To consider and approve the re-election and appointment of the shareholder representative supervisors of the second session of the supervisory committee:			
7.1 to consider and approve the re-election of Mr. Wang Yan as a shareholder representative supervisor; and			
7.2 to consider and approve the appointment of Mr. Sun Ke as a shareholder representative supervisor.			

* Full text of the above resolutions are set out in the EGM Notice contained in the circular of the Company dated 8 March 2011. You should refer to the circular before appointing a proxy.

** Please note that Mr. Chen Yongkuan, an independent non-executive Director of the Company, has sent out an Independent Director's Proxy Form for the EGM in accordance with the relevant regulations of the PRC to solicit votes from the Shareholders on the resolutions regarding the Share Option Scheme at the EGM. Should you wish to appoint Mr. Chen Yongkuan as your proxy to vote for you and on your behalf at the EGM on the resolutions regarding the Share Option Scheme, please complete the Independent Director's Proxy Form and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time stipulated for convening the EGM.

You may appoint Mr. Chen Yongkuan as your proxy to vote for you and on your behalf on the resolutions regarding the Share Option Scheme ONLY (i.e., the special resolutions 1 to 3 set out above). You have to use this proxy form to appoint your proxy to vote for you and on your behalf on all other resolutions (i.e., the special resolution 4 and ordinary resolutions 5 to 7 set out above) should you wish to do so. Alternatively, if you wish to appoint any person other than Mr. Chen Yongkuan as your proxy to vote for you and on your behalf at the EGM on all resolutions including those regarding the Share Option Scheme, you may simply disregard the Independent Director's Proxy Form and complete and return this proxy form instead.

If you complete both this proxy form and the Independent Director's Proxy Form and return both to the Company's H Share Registrar, in case of any inconsistency between your voting in relation to the resolutions in this proxy form and the Independent Director's Proxy Form, your voting indicated in the **INDEPENDENT DIRECTOR'S PROXY FORM** will be counted as your vote(s) for or against the resolutions regarding the Share Option Scheme (i.e., the special resolutions 1 to 3 set out above).

Signature ^(Note 7): _____

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 shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the issued share capital of the Company registered in your name(s).
2. Please also insert the type of shares (A Shares or H Shares) to which this form of proxy relates.
3. 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.
4. If any proxy other than the Chairman of the EGM is preferred, delete the words "the Chairman of the EGM or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the EGM and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **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 boxes 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 EGM other than those referred to in the EGM Notice.
6. Pursuant to the relevant provisions under the Company Law, Guidelines on Corporate Governance of Listed Companies and the Articles of Association of the Company, votes will be taken by way of cumulative voting method in the EGM with respect to the re-election and appointment of Directors and shareholder representative supervisors of the second session of the Board and the second session of the supervisory committee of the Company (i.e., ordinary resolutions 5 to 7) respectively. **Shareholders should refer to the EGM Notice for specific rules in relation to cumulative voting method before you insert your voting indications.** If you choose to tick in the box instead of filling in the number of votes under cumulative voting system, the tick will be deemed to relate to the above stated number of shares to which this form of proxy relates, and your voting will not be counted pursuant to the cumulative voting method. Failure to fill in the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the EGM other than those referred to in the EGM Notice.
7. This form of proxy 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 form of proxy 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.
8. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 EGM, 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.
9. To be valid, for H Shareholders, this form of proxy, together with the notarially certified power of attorney or other document of authorization, 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 EGM.
10. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM should you wish to do so.