



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 H SHAREHOLDERS' CLASS MEETING  
TO BE HELD ON TUESDAY, 26 APRIL 2011**

No. of H shares to which this form of proxy relates <sup>(Note 1)</sup>	
--	--

I/We <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

being H shareholder(s) of **CSR Corporation Limited** (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE H SHAREHOLDERS' CLASS MEETING <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2011 first H shareholders' class meeting of the Company ("**H Shareholders' Class Meeting**") to be held at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, on Tuesday, 26 April 2011 immediately following the conclusion of the 2011 first extraordinary general meeting and the 2011 first A shareholders' class meeting or any adjournment thereof and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of 2011 First H Shareholders' Class Meeting of the Company dated 8 March 2011, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1. <b>THAT</b> 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			
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			

<b>SPECIAL RESOLUTIONS</b>	<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>	<b>Abstain</b> <i>(Note 4)</i>
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. <b>THAT</b> 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 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
<p>3. <b>THAT</b> 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"> <li>(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;</li> <li>(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;</li> <li>(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;</li> <li>(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;</li> <li>(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;</li> <li>(vi) otherwise manage the Share Option Scheme where necessary;</li> <li>(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.</li> </ul>			

\* 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.

\*\* 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 H Shareholders' Class Meeting 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 H Shareholders' Class Meeting. Should you wish to appoint Mr. Chen Yongkuan as your proxy to vote for you and on your behalf at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting. For the avoidance of doubt, 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 H Shareholders' Class Meeting on the resolutions 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 <sup>(Note 5)</sup>: \_\_\_\_\_

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 form of proxy relates. If no number is inserted, this form of proxy 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. If any proxy other than the Chairman of the H Shareholders' Class Meeting is preferred, delete the words "the Chairman of the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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.
5. 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.
6. 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.
7. 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.
8. Completion and return of the form of proxy will not preclude you from attending and voting at the H Shareholders' Class Meeting should you wish to do so.