



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 SECOND EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 5 AUGUST 2011**

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

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 second 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 1:30p.m. on Friday, 5 August 2011 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of 2011 Second Extraordinary General Meeting of the Company dated 21 June 2011 (the “EGM Notice”), and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
1. To consider and approve the proposal in relation to the non-public issue of A Shares of the Company. Connected shareholders (including CSRG and its associates and NSSF) will abstain from voting on this proposal.: THAT the following items of the non-public issue of A Shares by the Company within the PRC be and are hereby individually approved and be implemented subsequent to the obtaining of the relevant approvals from relevant governmental authorities in the PRC:			
1.01 Class and par value of shares to be issued			
1.02 Method and time of issuance			
1.03 Number of shares to be issued			
1.04 Target subscribers			
1.05 Method of subscription			
1.06 Lock-up period			
1.07 Subscription price and pricing policy			
1.08 Use of proceeds			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
1.09 Arrangement relating to the accumulated undistributed profits of the Company prior to the non-public issue of A Shares			
1.10 Place of listing			
1.11 Validity of the resolution in relation to the non-public issue of A Shares			
1.12 Effectiveness, implementation and termination of the non-public issue of A Shares			
2. To consider and approve the proposal in relation to the plan of non-public issue of A Shares of the Company. Connected shareholders (including CSRG and its associates and NSSF) will abstain from voting on this proposal.			
3. To consider, approve and permit CSRG Subscription and the CSRG Subscription Agreement entered into by the Company and CSRG, the terms thereof and all transactions contemplated thereunder, and Board to be authorized to do all such acts and things and to sign and execute all documents and to take such steps as the Board (or any Directors) may in their absolute discretion consider necessary and appropriate to give effect to the CSRG Subscription Agreement. CSRG and its associates will abstain from voting on this proposal.			
4. To consider, approve and permit the subscription by NSSF and the Company's signing of the conditional subscription agreement in relation to the Non-Public Share Issue with NSSF, the terms thereof and all transactions contemplated thereunder, and Board to be authorized to do all such acts and things and to sign and execute all documents and to take such steps as the Board (or any Directors) may in their absolute discretion consider necessary and appropriate to give effect to the subscription agreement. NSSF will abstain from voting on this proposal.			
5. To consider and approve the authorisation to the Board to handle relevant matters in connection with the Proposed Placing. THAT: The Board (or the Chairman of the Board as applicable) be authorized to handle matters in connection with the Proposed Placing within the scope of relevant laws and regulations, including: (1) to authorize the Board to handle all application matters in connection with the Proposed Placing; (2) to authorize the Board to appoint the sponsor (lead underwriter) and other intermediaries to handle all application matters in connection with the Proposed Placing; (3) to authorize the Board to adjust the specific plan for the Proposed Placing and supplement, amend and adjust the application documents relating to the Proposed Placing in accordance with the policy changes regarding non-public issue of A Shares and the review opinions of the related regulatory authorities on the Proposed Placing;			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
<p>(4) to authorize the Board to formulate and organize the implementation of the specific plan for the Proposed Placing according to specific conditions, including but not limited to, issuance time, target subscribers, issue price, final number of shares to be issued and size of proceeds;</p> <p>(5) to authorize the Board to sign, amend, supplement, submit, report and effect all documents and agreements in connection with the Proposed Placing;</p> <p>(6) to authorize the Board to establish a special bank account designated for the proceeds and proceed with relevant matters, and sign relevant documents and agreements in respect of the investment projects to be financed by proceeds from the Proposed Placing;</p> <p>(7) to authorize the Board to handle the capital verification procedures relating to the Proposed Placing;</p> <p>(8) to authorize the Board to adjust the investment projects and specific arrangements thereof within the authorization scope of the EGM and in accordance with relevant regulatory requirements and the actual condition of the securities market, including: determining the specific arrangements of the actual use of proceeds for the aforesaid purposes by the priority of investment projects, actual investment amount, actual capital requirement and implementation progress, and in accordance with the approval, endorsement, filing or implementation of these projects, the progress and actual amounts of proceeds raised; adjusting the plan for the Proposed Placing and the use of proceeds in line with any changes in State policies and new requirements of regulatory authorities in relation to non-public issue or any changes in market conditions (including the feedback opinions from approving authorities in respect of the application for the Proposed Placing), except where re-approval at a general meeting is otherwise required by any relevant laws and regulations and the articles of association of the Company and provided that relevant laws and rules are complied with;</p> <p>(9) to authorize the Board to handle the capital increase matters in connection with the use of proceeds;</p> <p>(10) to authorize the Board to handle such relevant matters as subscription, registration, lock-up and listing of shares upon completion of the Proposed Placing;</p> <p>(11) to authorize the Board, upon completion of the Proposed Placing, to handle matters such as change in the registered capital, amend the corresponding terms of the articles of association of the Company and execute relevant registration changes with the administration for industry and commerce;</p>			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
(12) to authorize the Board to handle other matters relating to the Proposed Placing;			
(13) Such authorizations shall be valid for a period of 12 months after being approved at the EGM of the Company.			

ORDINARY RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
6. To consider and approve the proposal in relation to compliance with the conditions for the non-public issue of A Shares by the Company.			
7. To consider and approve the proposal in relation to the Feasibility Report on the use of proceeds from the Proposed Placing by the Company.			
8. To consider and approve the proposal in relation to Report on Previous Proceeds of the Company.			

* Full text of the above resolutions are set out in the Notice of 2011 Second Extraordinary General Meeting contained in the circular in relation to the EGM of the Company dated 21 June 2011. You shall refer to the circular in relation to the EGM before appointing a proxy.

Signature *(Note 6)*: _____

Date: _____

Notes:

- 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).
- Please also insert the type of shares (A Shares or H Shares) to which this form of proxy relates.
- 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.
- 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.**
- 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 EGM other than those referred to in the EGM Notice.
- 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.
- 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.
- To be valid, for A Shareholders, this form of proxy, together with the notarially certified power of attorney or other document of authorization, must be delivered to the Secretarial Office of the Board at the Company’s principal place of business at No. 16 Central West Fourth Ring Road, Haidian District, 100036 Beijing, the PRC, not less than 24 hours before the time appointed for the EGM. In order to be valid, for H Shareholders, 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 within the same period.
- Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you wish to do so.