



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 2012 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 12 NOVEMBER 2012

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 2012 first extraordinary general meeting of the Company (the “EGM”) to be held at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, at 1:30 p.m. on Monday, 12 November 2012 and at any adjournment thereof as hereunder indicated in respect of the resolution set out in the Notice of 2012 First Extraordinary General Meeting of the Company dated 26 September 2012 (the “EGM Notice”), and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>1. To consider and approve the proposed issue of debt financing instruments denominated in RMB:</p> <p>“THAT</p> <p>(a) to authorise the Company to issue debt financing instruments denominated in RMB in accordance with the plan set out below:</p> <p>The categories of the debt financing instruments denominated in RMB (hereafter as the “Debentures”) proposed to be issued include corporate bonds, ultra-short-term debentures, short-term debentures and/or medium-term notes, with the total outstanding repayment amount not exceeding an aggregate of RMB15 billion.</p>			

SPECIAL RESOLUTION	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>(b) to authorise the Company to issue debt financing instruments denominated in RMB in accordance with the following principal terms:</p> <p>(1) Issuer: the Company.</p> <p>(2) Size of issue: the specific size of issue will be determined in line with the capital requirements and market conditions, with the total outstanding repayment amount of the Debentures not exceeding an aggregate of RMB15 billion, provided that requirements of relevant laws and regulations and regulatory documents are complied with.</p> <p>(3) Term(s) and category(ies): the Debentures shall have a term not exceeding 10 years and can take the form of single term debenture or a combination of multiple categories with different terms. The specific composition of such terms and the issue size of each category with a specific term will be determined in accordance with relevant requirements and the market conditions, and the issue size of each category of Debentures shall not exceed the limit applicable to the issue of such category of debentures by the Company in accordance with relevant requirements of the State.</p> <p>(4) Use of proceeds: the proceeds to be raised from such issue will be used for satisfying the production and operation needs of the Company, the adjustment of the structure of liabilities, replenishment of working capital and/or project investments.</p> <p>(5) Validity term of the resolution: from the approval date of this resolution at the EGM to the date on which the 2012 annual general meeting of the Company is held.</p> <p>Where the Company resolves to implement the issue and also obtains the approval(s), permit(s) or registration(s) from regulatory authorities for such issue within the above validity term of the resolution, the Company may complete the issue within the validity period determined under such approval(s), permit(s) or registration(s).</p>			

SPECIAL RESOLUTION	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>(c) to grant a general and unconditional mandate to the board of directors of the Company to deal with the following matters within the scope of the principal terms of the issue as set out in paragraph (b) above, pursuant to relevant laws and regulations, the opinions and advices of regulatory authorities, the operation needs of the Company as well as the then market conditions:</p> <p>(1) to determine the type(s), specific category(ies), specific terms and conditions as well as other matters of the Debentures, including but not limited to all the matters in relation to the issue such as the size of issue, actual total amount, currency, issue price, interest rate or the determination method thereof, place of issue, timing of issue, term(s), whether to issue in tranches and the number of tranches, whether to adopt any terms for repurchase and redemption, rating arrangements, guarantee matters, term of repayment of the principal and interests, use of proceeds, as well as listing and underwriting arrangements;</p> <p>(2) to carry out all necessary and incidental actions and procedures for the issue of Debentures, including but not limited to, engaging intermediary agencies, handling, on behalf of the Company, the approval, registration and filing procedures with relevant regulatory authorities relating to the application for the issue, executing all necessary legal documents relating to the issue and dealing with other matters relating to the issue and trading of the Debentures;</p> <p>(3) to approve, confirm and ratify any of the aforesaid actions or procedures relating to the issue of the Debentures already taken by the Company;</p> <p>(4) to execute and publish/dispatch relevant announcement(s) and circular(s) in relation to the issue of the Debentures and to comply with, if necessary, any relevant information disclosure and/or approval procedures, pursuant to the requirements of domestic regulatory authorities and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;</p> <p>(5) to make relevant adjustments to the relevant matters of the issue of the Debentures or to determine whether to proceed with the issue in accordance with the opinions from relevant domestic regulatory authorities and the changes in policies and market conditions, provided that such adjustments and decision shall be within the scope of the authorisations of the general meeting and shall be subject to re-voting at a general meeting of the Company if otherwise required by the relevant laws and regulations and the articles of association of the Company;</p>			

SPECIAL RESOLUTION	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>(6) to determine and deal with all relevant matters in relation to the listing of the Debentures, if necessary, upon the completion of the issue;</p> <p>(7) to deal with other specific matters in relation to the issue of the Debentures and to execute all the required documents; and</p> <p>(8) the board of directors of the Company is hereby permitted to further delegate the aforesaid authorisations to the Chairman and the President of the Company for the implementation of the issue.”</p>			

You shall refer to the circular of the Company dated 26 September 2012 before appointing a proxy.

Signature ^(Note 6): _____

Date: _____

Notes:

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 THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THE 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.
6. 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.
7. 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.
8. 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 Board Office 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.
9. 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.