

中國中車股份有限公司
CRRC 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 2015 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 30 OCTOBER 2015**

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____ of _____

being shareholder(s) of **CRRC CORPORATION LIMITED** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE EGM** ^(Note 3) or _____ of _____

^(Note 4)

as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of 2015 of the Company (the “EGM”) to be held at Empark, Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, at 3:00 p.m. on Friday, 30 October 2015 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the EGM dated 14 September 2015 of the Company (the “EGM Notice”), and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and approve the resolution in relation to the 2014 profit distribution plan of the Company			
SPECIAL RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
2.	To consider and approve the resolution in relation to the issuance of the debt financing instruments			
3.	To consider and approve the resolution in relation to the grant of a general mandate to the Board of Directors of the Company to issue new A Shares and H Shares of the Company			

Full text of the above resolutions is set out in the circular in relation to the Company’s EGM dated 14 September 2015. You shall refer to the circular in relation to the EGM before appointing a proxy.

Signature ^(Note 5): _____

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 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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.
- 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, 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.
- 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.