

中國中車股份有限公司
CRRCL CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 1766)

**REVISED FORM OF PROXY FOR 2015 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 30 OCTOBER 2015**

No. of shares to which this revised form of proxy relates <small>(Note 1)</small>	
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I/We (Note 2) _____ of _____

being shareholder(s) of **CRRCL 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 First Extraordinary General Meeting of 2015 dated 14 September 2015 (the "EGM Notice") and the Supplemental Notice of the First Extraordinary General Meeting of 2015 dated 14 October 2015 (the "Supplemental Notice") of the Company, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		For <small>(Note 4)</small>	Against <small>(Note 4)</small>	Abstain <small>(Note 4)</small>
1.	To consider and approve the resolution in relation to the 2014 profit distribution plan of the Company			
SPECIAL RESOLUTIONS		For <small>(Note 4)</small>	Against <small>(Note 4)</small>	Abstain <small>(Note 4)</small>
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			
4.	To consider and approve the resolution in relation to the issue of H Share Convertible Bonds			

You should refer to the full text of the EGM circular dated 14 September 2015 and the supplemental circular of the EGM dated 14 October 2015 of the Company before appointing a proxy.

Signature (Note 5): _____ Date: _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this revised form of proxy relates. If no number is inserted, this revised 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 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 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 REVISED FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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 and the Supplemental Notice.
5. This revised 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 revised 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 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.
7. To be valid, this revised 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.
8. Completion and return of this revised form of proxy will not preclude you from attending and voting at the EGM should you wish to do so.
9. A Shareholder who has not yet completed and returned the form of proxy as enclosed to the circular of the Company dated 14 September 2015 (the "Old Form of Proxy") is required to complete and return this revised form of proxy if they wish to attend the EGM by proxy. In this case, no return of the Old Form of Proxy is required.
10. A Shareholder who has already completed and returned the Old Form of Proxy properly should note that:
 - (a) **if this revised form of proxy is not completed and returned properly or if this revised form of proxy is returned after 24 hours before the time fixed for holding the EGM, the Old Form of Proxy will be treated as a valid form of proxy returned by you if correctly completed.** The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolution properly put to the EGM; and
 - (b) **if this revised form of proxy is completed and returned 24 hours before the time fixed for holding the EGM, this revised form of proxy will revoke and supersede the Old Form of Proxy previously returned by you.** This revised form of proxy will be treated as a valid form of proxy returned by you if correctly completed.