

# 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)

### REVISED FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 16 JUNE 2016

No. of shares to which this revised form of proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* \_\_\_\_\_ of \_\_\_\_\_

being shareholder(s) of **CRRC CORPORATION LIMITED** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE AGM** *(Note 3)* or \_\_\_\_\_ of \_\_\_\_\_

*(Note 4)*

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Empark, Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, at 2:00 p.m. on Thursday, 16 June 2016 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the Annual General Meeting dated 28 April 2016 and the Supplemental Notice of the 2015 Annual General Meeting dated 31 May 2016 of the Company, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
1.	To consider and approve the 2015 Work Report of the Board of the Company			
2.	To consider and approve the 2015 Work Report of the Supervisory Committee of the Company			
3.	To consider and approve the resolution in relation to the 2015 final accounts report of the Company			
4.	To consider and approve the resolution in relation to the termination of certain projects funded by proceeds and the use of remaining proceeds to supplement the working capital on a permanent basis			
5.	To consider and approve the resolution in relation to the arrangement of guarantees by the Company for 2016			
6.	To consider and approve the resolution in relation to the entering into of related party transaction agreements by the Company and CRRC Group			
7.	To consider and approve the resolution in relation to the entering into Financial Services Framework Agreement by the Finance Company and CRRC Group			
8.	To consider and approve the resolution in relation to the 2015 profit distribution plan of the Company			
9.	To consider and approve the resolution in relation to the remuneration of the Directors and Supervisors of the Company for 2015			
10.	To consider and approve the resolution in relation to the appointment of auditors for 2016			
SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
11.	To consider and approve the resolution in relation to the issue of debt financing instruments by the Company for 2016			
12.	To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue new A Shares and H Shares of the Company			
ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
13.	To consider and approve the proposal in relation to compliance with the conditions for the non- public issuance of A Shares by the Company			
14.	To consider and approve the proposal in relation to the Feasibility Analysis Report on the use of proceeds raised from the Proposed Placing by the Company			
15.	To consider and approve the proposal in relation to the Report on Previous Proceeds of the Company			

SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
16.	<p>To consider and approve the proposal in relation to the non-public issuance of A Shares of the Company, in respect of which CRRC Group and its associates, being connected Shareholders, will abstain from voting.</p> <p><b>“THAT</b></p> <p>the following items of the non-public issuance 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:</p>			
	1.01 Class and par value of shares to be issued			
	1.02 Method and time of issuance			
	1.03 Target subscribers			
	1.04 Issue price and pricing policy			
	1.05 Number of shares to be issued			
	1.06 Method of subscription			
	1.07 Lock-up period			
	1.08 Use of proceeds			
	1.09 Arrangement relating to the accumulated undistributed profits prior to the Proposed Placing			
	1.10 Place of listing			
	1.11 Validity of the resolution in relation to the Non-public Issue of A Shares”			
17.	To consider and approve the proposal in relation to the plan of non-public issuance of A Shares of the Company. CRRC Group and its associates, being connected Shareholders, will abstain from voting on this proposal			
18.	To consider, approve and permit the CRRCG Subscription and the CRRCG Subscription Agreement entered into by the Company and CRRC Group, 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 CRRCG Subscription Agreement. CRRC Group and its associates will abstain from voting on this proposal			
19.	To consider and approve the conditional subscription agreement for the non-public issuance of A Shares entered into by the Company and China Development Bank Capital Corporation Limited* (國開金融有限責任公司)			
20.	To consider and approve the conditional subscription agreement for the non-public issuance of A Shares entered into by the Company and China Development Bank Jingcheng (Beijing) Investment Fund Co., Ltd.* (國開精誠(北京)投資基金有限公司)			
21.	To consider and approve the conditional subscription agreement for the non-public issuance of A Shares entered into by the Company and China Development Bank Siyuan (Beijing) Investment Fund Co., Ltd.* (國開思遠(北京)投資基金有限公司)			
22.	To consider and approve the conditional subscription agreement for the non-public issuance of A Shares entered into by the Company and Shanghai Xinghan Asset Management Company Limited* (上海興瀚資產管理有限公司)			
23.	To consider and approve the conditional subscription agreement for the non-public issuance of A Shares entered into by the Company and Shanghai China Merchant Equity Investment Fund Management Co., Ltd.* (上海招銀股權投資基金管理有限公司)			

SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
24.	<p>To consider and approve the authorization to the Board to handle relevant matters in connection with the Proposed Placing.</p> <p><b>“THAT</b></p> <p>The Board and its authorized person be authorized to handle all matters in connection with the Proposed Placing within the scope of relevant laws and regulations and regulatory document, including:</p> <ol style="list-style-type: none"> <li>(1) to authorize the Board to handle all application matters in connection with the Proposed Placing;</li> <li>(2) to authorize the Board to appoint the sponsor(s) (lead underwriter(s)) and other intermediaries to handle all application matters in connection with the Proposed Placing, and to sign any agreements and documents in relation to the Proposed Placing and subscription of the new A Shares, including but not limited to, underwriting agreement(s), sponsor agreement(s) and the employment agreement(s) with agencies;</li> <li>(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 the non-public issuance of A Shares and the review opinions of the related regulatory authorities in respect of the Proposed Placing;</li> <li>(4) to authorize the Board to formulate and organize the implementation of the specific plan for the Proposed Placing according to the specific conditions, including but not limited to, issuance time, subscription price, ultimate number of new A Shares to be issued, size of proceeds and selection of target subscribers;</li> <li>(5) to authorize the Board to sign, amend, supplement, submit, report and execute all documents and agreements in connection with the Proposed Placing;</li> <li>(6) to authorize the Board to establish a special bank account designated for the proceeds raised and to proceed with relevant matters, and sign relevant documents and agreements in respect of the investment projects to be financed by the proceeds raised from the Proposed Placing;</li> <li>(7) to authorize the Board to handle the capital verification procedures relating to the Proposed Placing;</li> <li>(8) to authorize the Board to adjust the investment projects and specific arrangements thereof within the authorization scope of the AGM and in accordance with the relevant regulatory requirements and the actual condition of the securities market; adjusting the plan for the Proposed Placing and the use of proceeds in line with any changes in policies of the PRC and new requirements of regulatory authorities in relation to the non-public issuance or any changes in market conditions (including the feedback opinions from the 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 the relevant laws and rules are being complied with;</li> <li>(9) to authorize the Board to handle the capital increase matters in connection with the use of proceeds;</li> <li>(10) to authorize the Board to handle such relevant matters as subscription, registration, lock- up and listing of the new A shares upon completion of the Proposed Placing;</li> <li>(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;</li> <li>(12) to authorize the Board to handle other matters relating to the Proposed Placing; and</li> <li>(13) such authorizations shall be valid for a period of 12 months after being approved at the AGM of the Company.”</li> </ol>			
25.	To consider and approve the proposal in relation to the Shareholders' Return Plan for the Next Three Years (from 2016 to 2018)			
26.	To consider and approve the proposal in relation to the Dilutive Impact of the Non-public Issuance of A Shares on the Immediate Returns and Remedial Measures			

You should refer to the full text of the AGM circular dated 28 April 2016 and the supplemental circular of the AGM dated 31 May 2016 of the Company before appointing a proxy.

\* For identification purpose only

Signature<sup>(Note 5)</sup>: \_\_\_\_\_

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 AGM is preferred, delete the words “the Chairman of the AGM, 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 AGM 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 AGM other than those referred to in the Notice of the Annual General Meeting and the Supplemental Notice of the 2015 Annual General Meeting.
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 AGM, 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 AGM, 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 AGM.
8. Completion and return of this revised form of proxy will not preclude you from attending and voting at the AGM 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 28 April 2016 (the “**Old Form of Proxy**”) is required to complete and return this revised form of proxy if they wish to attend the AGM 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 AGM, 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 AGM; and
  - (b) **if this revised form of proxy is completed and returned 24 hours before the time fixed for holding the AGM, 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.