

# 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, 18 JUNE 2020

No. of shares to which this revised form of proxy relates <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being shareholder(s) of CRRC CORPORATION LIMITED (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE AGM<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_<sup>(Note 3)</sup>

as my/our proxy to attend the annual general meeting of the Company (the “AGM”) to be held at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC, at 2:00 p.m. on Thursday, 18 June 2020 and at any adjournment thereof, and vote on my/our behalf according to my/our instructions as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 24 April 2020 of the Company (the “AGM Notice”) and the supplemental notice of the AGM dated 1 June 2020, and if no such indication is given, to vote as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1.	To consider and approve the resolution in relation to the 2019 final financial accounts report of the Company			
2.	To consider and approve the 2019 Work Report of the Board of the Company			
3.	To consider and approve the 2019 Work Report of the Supervisory Committee of the Company			
4.	To consider and approve the resolution in relation to the 2019 profit distribution plan of the Company			
5.	To consider and approve the resolution in relation to the arrangement of guarantees by the Company for 2020			
6.	To consider and approve the resolution in relation to the remuneration of the Directors of the Company for 2019			
7.	To consider and approve the resolution in relation to the remuneration of the Supervisors of the Company for 2019			
SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
8.	To consider and approve the resolution in relation to the amendments to the Articles of Association			
9.	To consider and approve the resolution in relation to the amendments to the Rules of Procedure for General Meetings			
10.	To consider and approve the resolution in relation to the amendments to the Rules of Procedure for the Board			
11.	To consider and approve the resolution in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company			
12.	To consider and approve the resolution in relation to the issuance of debt financing instruments by the Company for 2020			
ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
13.	To consider and approve the resolution in relation to the addition of Directors for the second session of the Board of the Company			
	13.1 To consider and approve the election of Mr. Shi Jianzhong as an independent non-executive Director			
	13.2 To consider and approve the election of Mr. Zhu Yuanchao as an independent non-executive Director			
14.	To consider and approve the resolution in relation to appointment of auditors of the Company for 2020			

Before appointing a proxy, you should read the full text of the AGM circular dated 24 April 2020 and the full text of the supplemental AGM circular dated 1 June 2020 of the Company.

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 INITIALLED 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 AGM Notice and the supplemental notice of the AGM.
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. Shareholders who have not completed and returned the form of proxy enclosed with the circular dated 24 April 2020 (the "**Old Proxy Form**") and wish to attend the AGM by proxy are required to complete and return the revised form of proxy. Under such circumstances, they are not required to return the Old Proxy Form.
10. Shareholders who have completed and duly returned the Old Proxy Form must pay attention to the following:
  - (a) **if the revised form of proxy is not completed and duly returned, or if the revised form of proxy is returned later than 24 hours before the time stipulated for convening the AGM, and the Old Proxy Form has been correctly completed and returned, then the Old Proxy Form will be deemed as the valid form of proxy returned by you.** The proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolution duly submitted to the AGM; and
  - (b) **if the revised form of proxy is completed and returned not less than 24 hours before the time stipulated for convening the AGM, then the revised form of proxy will supersede and replace the Old Proxy Form previously returned by you.** The revised form of proxy, if correctly completed, will be deemed to be the valid form of proxy returned by you.