



中國北車股份有限公司

China CNR Corporation Limited

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 6199)

**SECOND REVISED FORM OF PROXY FOR
HOLDERS OF H SHARES FOR THE ANNUAL
GENERAL MEETING TO BE HELD ON MONDAY, 18 MAY 2015**

I/We^(Note 1) _____
of _____
being the holder(s) of _____
overseas listed foreign share(s) (H share(s))^(Note 2) of China CNR Corporation Limited (the "Company"), hereby appoint the chairman of the meeting or _____
of _____
as my/our proxy^(Note 3) to vote and act for me/us at the annual general meeting (the "AGM") (and at any adjournment thereof) of the Company to be held on Monday, 18 May 2015 at 9:30 a.m. at Conference Room 103, China CNR Building, No.15, First Area, Fangcheng Park, Fengtai District, Beijing, the People's Republic of China to vote for me/us as indicated below. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 1 April 2015 (the "AGM Circular") and the supplemental circular of the Company dated 30 April 2015 (the "Supplemental Circular").

Please tick or insert the number of H Shares in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.^(Note 4)

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
1.	To consider and approve the resolution regarding China CNR Corporation Limited 2014 Board of Directors' Report.			
2.	To consider and approve the resolution regarding China CNR Corporation Limited 2014 Board of Supervisors' Report.			
3.	To consider and approve the resolution regarding the A Shares Annual Report and Summary Thereof and H Shares Annual Report and Results Announcement of China CNR Corporation Limited for the Year 2014.			
4.	To consider and approve the resolution regarding China CNR Corporation Limited 2014 Financial Report.			
SPECIAL RESOLUTION		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
5.	To consider and approve the resolution regarding the profit distribution plan of China CNR Corporation Limited for 2014.			
ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
6.	To consider and approve the resolution regarding the estimated day-to-day related-party transactions of China CNR Corporation Limited for 2015.			
7.	To consider and approve the resolution regarding the issuance of debt financing instruments by China CNR Corporation Limited in 2015.			
8.	To consider and approve the resolution regarding the guarantee matters relating to the subsidiaries of China CNR Corporation Limited:			
	8.1 To consider and approve the Company's provision of guarantees for its subsidiaries' general credit services;			
	8.2 To consider and approve the handling of guarantees for group entities by CNR Financial.			
9.	To consider and approve the resolution regarding the payment of audit fees for 2014 and the engagement of audit firms for 2015 by China CNR Corporation Limited and the Post-Merger New Company.			
10.	To consider and approve the resolution regarding the remuneration of Directors and Supervisors of China CNR Corporation Limited for 2014.			
11.	To consider and approve the resolution regarding the provision of parent company's guarantee by China CNR Corporation Limited in respect of the balance payment on procurement of diesel engines for South Africa locomotives project.			
SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
12.	To consider and approve the resolution regarding the articles of association (draft) of the Post-Merger New Company.			
13.	To consider and approve the resolution regarding the rules of procedures of the general meetings (draft) of the Post-Merger New Company.			
14.	To consider and approve the resolution regarding the rules of procedures of the board of directors (draft) of the Post-Merger New Company.			
15.	To consider and approve the resolution regarding the rules of procedures of the supervisory committee (draft) of the Post-Merger New Company.			

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
16.	To consider and approve the resolution regarding the election of members of the first session of the board of directors of the Post-Merger New Company:			
16.1	To consider and approve to elect Mr. Cui Dianguo as executive director;			
16.2	To consider and approve to elect Mr. Zheng Changhong as executive director;			
16.3	To consider and approve to elect Mr. Liu Hualong as executive director;			
16.4	To consider and approve to elect Mr. Xi Guohua as executive director;			
16.5	To consider and approve to elect Mr. Fu Jianguo as executive director;			
16.6	To consider and approve to elect Mr. Liu Zhiyong as non-executive director;			
16.7	To consider and approve to elect Mr. Li Guo'an as independent non-executive director;			
16.8	To consider and approve to elect Mr. Zhang Zhong as independent non-executive director;			
16.9	To consider and approve to elect Mr. Wu Zhuo as independent non-executive director;			
16.10	To consider and approve to elect Mr. Sun Patrick as independent non-executive director;			
16.11	To consider and approve to elect Mr. Chan Ka Keung, Peter as independent non-executive director.			
17.	To consider and approve the resolution regarding the election of shareholder representative members of the first session of the supervisory committee of the Post-Merger New Company:			
17.1	To consider and approve to elect Mr. Wan Jun as shareholder representative supervisor;			
17.2	To consider and approve to elect Mr. Chen Fangping as shareholder representative supervisor.			
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
18.	To consider and approve the resolution regarding the subsequent matters relating to the Merger.			

* Please refer to the AGM Circular, the Notice of AGM, the Supplemental Circular and the supplemental notice convening the AGM dated 30 April 2015 contained therein and the second supplemental notice of AGM of the Company dated 11 May 2015 for the full text of the aforesaid resolutions. You should read the AGM Circular, the Supplemental Circular and the second supplemental notice of AGM of the Company dated 11 May 2015 before appointing any proxies.

Signed this _____ day of _____ 2015 Signature(s)^(Note 5): _____

Notes:

- Full name(s) and address(es) (as shown in the register of members for H Shares) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of H Shares registered in your name(s). If no number is inserted, this second revised proxy form will be deemed to relate to all the H Shares registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A H Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of H Shares in respect of which each such proxy is so appointed. Any alteration made to this second revised proxy form must be initialled by the person who signs it.
- Important:** if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". Any abstain vote at the AGM shall be disregarded as voting rights for the purpose of calculating the result of that resolution, but will be counted in the total number of voting shares. If you wish to vote only part of the H Shares in respect of which the proxy is so appointed, please state the exact number of H Shares in lieu of a tick in the relevant box. A tick in the relevant box indicates that the votes attached to all the H Shares to which this form relates will be cast accordingly. Unless you have indicated otherwise in this form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This second revised proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- In case of joint holders, the vote of the joint holder whose name stands first in the register of members for H Shares and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members for H Shares of the Company in respect of such joint holding.
- In order to be valid, this second revised proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the holding of the AGM or any adjournment thereof.
- IMPORTANT: H Shareholders who have lodged the Proxy Form and/or the Revised Proxy Form with the Company should note that:**
 - If this second revised proxy form is not lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, the Proxy Form and/or the Revised Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon, and for the avoidance of doubt, the votes that have been cast in the Proxy Form and/or the Revised Proxy Form in respect of resolution numbered (8) will be counted towards the resolution numbered (8.1) and the resolution numbered (8.2) as set out in the second supplemental notice of AGM of the Company dated 11 May 2015 accordingly. The proxy appointed by the H Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to AGM.
 - If this second revised proxy form is lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, this second revised proxy form will revoke and supersede the Proxy Form and/or the Revised Proxy Form previously lodged by him or her. This second revised proxy form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - If this duly completed and signed second revised proxy form is lodged with the Company's Hong Kong share registrar for H Shares after the Closing Time, this second revised proxy form will be invalid. However, it will revoke the Proxy Form and/or the Revised Proxy Form previously lodged by the H Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Proxy Form, the Revised Proxy Form or this second revised proxy form) will not be counted in any poll which will be taken on any proposed resolution.
Accordingly, H Shareholders are advised not to lodge this second revised proxy form after the Closing Time. In such case, if any H Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.
- Completion and delivery of this second revised proxy form will not preclude you from attending and voting at the AGM if you so wish.