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**中国南车**

**株洲南车时代电气股份有限公司**

**ZHUZHOU CSR TIMES ELECTRIC CO., LTD.**

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

**(Stock Code: 3898)**

**ANNOUNCEMENT ON VOTING RESULTS AT THE  
ANNUAL GENERAL MEETING FOR THE YEAR 2014  
HELD ON 5 JUNE 2015**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board is pleased to announce that at the AGM, all the proposed resolutions were duly passed by the shareholders of the Company by way of poll.

Reference is made to the circular of Zhuzhou CSR Times Electric Co., Ltd. (the “Company”) in relation to the annual general meeting of the Company for the year 2014 (the “AGM”) dated 21 April 2015 (the “Circular”) together with the notice of AGM (the “AGM Notice”). Unless otherwise defined in this announcement, capitalized terms used in this announcement have the meanings given to them in the Circular.

At the AGM held on 5 June 2015, all the proposed resolutions as set out in the AGM Notice were taken by poll.

As at the date of AGM, the total number of issued shares in the Company was 1,175,476,637 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and no shareholders of the Company were required under the Listing Rules to abstain from voting on any resolution at the AGM. There was no restriction on any shareholders casting votes on any of the resolutions at the AGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM. Set out below are the poll results of the respective resolutions put to the vote at the AGM:

<b>AS ORDINARY RESOLUTIONS</b>		<b>No. of votes (%) For</b>	<b>No. of votes (%) Against</b>
1.	To consider and approve the report of the board of directors (the "Directors") of the Company (the "Board") for the year ended 31 December 2014.	921,814,630 (100.000000%)	0 (0.000000%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.	921,814,630 (100.000000%)	0 (0.000000%)
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2014 and the auditors' reports thereon.	921,814,630 (100.000000%)	0 (0.000000%)
4.	To consider and approve the profits distribution plan of the Company for the year ended 31 December 2014 and to declare a final dividend for the year ended 31 December 2014.	921,902,130 (100.000000%)	0 (0.000000%)
5.	To consider and approve the re-appointment of the retiring auditor, Ernst & Young Hua Ming LLP, as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.	767,208,613 (83.220180%)	154,693,517 (16.779820%)
6.	To consider and approve the authorization of the Board to increase the existing investment cap of RMB3,000 million (equivalent to approximately HKD3,788.3 million) by RMB500 million (equivalent to approximately HKD631.4 million) of the surplus fund of the Group to RMB3,500 million (equivalent to approximately HKD4,419.7 million) (the "Proposed Increased Cap") and to apply up to and in aggregate, at any time, the Proposed Increased Cap to treasury activities including but not limited to buying low-risk financial products offered by banks, advancing entrusted loans and investing in secured or guaranteed trust and treasury products, in accordance with the Group's established policy and procedures and in compliance with applicable laws and regulations and the Listing Rules (as amended from time to time), and the authorization of the Directors to take any step as they consider necessary, desirable or expedient in connection therewith.	792,479,117 (86.954546%)	118,892,574 (13.045454%)
7.	To consider and approve the revision of emolument of non-executive Director of the Company.	921,902,130 (100.000000%)	0 (0.000000%)

<b>AS SPECIAL RESOLUTION</b>		<b>No. of votes (%) For</b>	<b>No. of votes (%) Against</b>
8.	To approve the grant to the Board a general mandate to issue, allot and deal with additional domestic shares and/or H shares of the Company not exceeding 20% of the domestic shares and the H shares respectively in issue of the Company.	727,832,248 (78.957450%)	193,970,882 (21.042550%)

On the basis of the votes set out above, all the above resolutions were duly passed.

By order of the Board  
**Zhuzhou CSR Times Electric Co., Ltd.**  
**Ding Rongjun**  
*Chairman*

Hangzhou, China, 5 June 2015

*As at the date of this announcement, the chairman of the Board and executive Director is Ding Rongjun, the vice-chairman of the Board and executive Director is Deng Huijin, the other executive Directors are Li Donglin and Yan Wu, the non-executive Director is Ma Yunkun, and the independent non-executive Directors are Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing and Liu Chunru.*