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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)

Notice of the First Extraordinary General Meeting of 2016

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2016 (the “EGM”) of Zhuzhou CSR Times Electric Co., Ltd. (株洲南車時代電氣股份有限公司) (the “Company”) will be held at the Science and Technology Building, Zhuzhou CSR Times Electric Co., Ltd., Times Road, Shifeng District, Zhuzhou, Hunan Province, the People’s Republic of China (the “PRC”) on Monday, 29 February 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY RESOLUTION

1. “THAT, subject to the approval of the relevant authority in the PRC, the existing Chinese name of the Company be changed to “株洲中車時代電氣股份有限公司” and the existing English name of the Company be changed to “Zhuzhou CRRC Times Electric Co., Ltd.” and THAT the directors of the Company be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing and other related procedures or issues.”

AS SPECIAL RESOLUTION

2. “THAT the proposed amendments to the articles of association of the Company set out in the circular of the Company dated 14 January 2016 be and are hereby approved, and THAT the directors of the Company be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing and other related procedures or issues and to make further amendment (where necessary) pursuant to the requirements of the relevant governmental or regulatory authorities arising from the amendments to the articles of association of the Company.”

By order of the board of directors
Zhuzhou CSR Times Electric Co., Ltd.
(株洲南車時代電氣股份有限公司)

Ding Rongjun
Chairman

Zhuzhou, China, 14 January 2016

Notes:

1. The votes at the EGM will be taken by poll.

2. Where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the EGM, and the service of this notice to that person shall be deemed to have served on all joint holders of such share.
3. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be temporarily closed from Saturday, 30 January 2016 to Monday, 29 February 2016 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be lodged, for holders of H Shares, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the PRC, not later than 4:30 p.m. on Friday, 29 January 2016.
4. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company at the close of business on Friday, 29 January 2016 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
5. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited, for holders of H Shares, to the H Share registrar of the Company or, for holders of Domestic Shares, the registered office address of the Company, not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
6. Shareholders who intend to attend the EGM in person or by proxy should complete and return the attached reply slip by hand or by post, for holders of H Shares, to the principal place of business of the Company in Hong Kong or, for holders of Domestic Shares, to the registered office address of the Company, on or before Tuesday, 9 February 2016.
7. The address of the H Share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
8. The registered office address of the Company is as follows:

Times Road
Shifeng District
Zhuzhou
Hunan Province, 412001
The People's Republic of China
Tel: (86) 731 2849 8028
9. The principal place of business of the Company in Hong Kong is as follows:

Unit 1106, 11th Floor Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong
Tel: (852) 2189 7268

10. The EGM is expected to take half a day. Shareholders or their proxies attending the EGM shall be responsible for their own transportation, accommodation and other expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the EGM.

As at the date of this notice, our chairman of the board of directors (the “Board”) and executive director is Ding Rongjun, our vice chairman of the Board and executive director is Deng Huijin, our other executive directors are Liu Ke’an and Yan Wu, our non-executive director is Ma Yunkun, and our independent non-executive directors are Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing and Liu Chunru.