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株洲中车时代电气股份有限公司
ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3898)

NOTICE OF ANNUAL GENERAL MEETING FOR YEAR 2016

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) for year 2016 will be held at Country Garden Sun City Phoenix Hotel (High Speed Rail Station Branch), No. 18, Furong Road, Furong Village, Xilian Town, Wujiang District, Shaoguan, Guangdong, the People's Republic of China (the “**PRC**”) on Tuesday, 13 June 2017 at 9:00 a.m. for the shareholders of the Company to consider and, if thought fit, pass the following resolutions:

As Ordinary Resolutions

1. Approve the report of the board of directors (the “**Directors**”) of the Company (the “**Board**”) for the year ended 31 December 2016.
2. Approve the report of the supervisory committee of the Company for the year ended 31 December 2016.
3. Approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2016 and the auditors' report thereon.
4. Approve the profits distribution plan of the Company for the year ended 31 December 2016 and declare a final dividend for the year ended 31 December 2016.
5. Approve the re-appointment of the retiring auditors, Ernst & Young Hua Ming LLP, as the auditors of the Company until the conclusion of the next annual general meeting of the Company and authorize the Board to fix their remuneration.
6. Approve the re-election of Mr. Ding Rongjun as an executive director of the Company and his emolument.
7. Approve the re-election of Mr. Li Donglin as an executive director of the Company and his emolument.
8. Approve the re-election of Mr. Liu Ke'an as an executive director of the Company and his emolument.
9. Approve the re-election of Mr. Yan Wu as an executive director of the Company and his emolument.
10. Approve the re-election of Mr. Ma Yunkun as a non-executive director of the Company and his emolument.

11. Approve the re-election of Mr. Chan Kam Wing, Clement as an independent non-executive director of the Company and his emolument.
12. Approve the re-election of Mr. Pao Ping Wing as an independent non-executive director of the Company and his emolument.
13. Approve the re-election of Ms. Liu Chunru as an independent non-executive director of the Company and her emolument.
14. Approve the re-election of Mr. Chen Xiaoming as an independent non-executive director of the Company and his emolument.
15. Approve the re-election of Mr. Xiong Ruihua as a shareholders' representative supervisor of the Company and his emolument.
16. Approve the re-election of Mr. Geng Jianxin as an independent supervisor of the Company and his emolument.

As Special Resolutions

17. Approve the grant to the Board a general mandate to allot, issue and deal with additional domestic shares (the “**Domestic Shares**”) and/or H shares (the “**H Shares**”, together with the Domestic Shares, the “**Shares**”) of the Company subject to the following conditions:
 - (a) subject to paragraphs (c) to (e) below, the Board be and is hereby authorized to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with additional Domestic Shares and/or H Shares during the Relevant Period (as defined in paragraph (g) below);
 - (b) the authority granted under paragraph (a) above shall authorize the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period;
 - (c) the aggregate number of Domestic Shares and/or H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above shall not exceed 20% of the total number of Domestic Shares and H Shares respectively in issue at the date of passing of this special resolution;
 - (d) the Board shall only exercise the authority granted under paragraphs (a) and (b) above in accordance with the Articles of Association of the Company (the “**Articles**”), the Company Law of the People’s Republic of China and the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities;
 - (e) authority granted under paragraphs (a) and (b) above shall be conditional upon the approval of the China Securities Regulatory Commission and/or any other governmental or regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company;

- (f) subject to paragraph (e) above, the Board be and it is hereby authorized to:
- (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary or appropriate in connection with the issue of such new Shares; and
 - (ii) increase the registered capital of the Company pursuant to the issue of such new Shares and make such corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure of the Company; and
- (g) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the expiration of a period of twelve months following the passing of this special resolution;
 - (ii) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting.
18. Approve the proposed amendments to the Articles as set out in the circular of the Company dated 21 April 2017, and that the Directors be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the amendments to the Articles.

By Order of the Board
Ding Rongjun
Chairman

Zhuzhou, the PRC, 21 April 2017

Notes:

1. All times stated in this notice refer to Hong Kong time.
2. The votes at the AGM will be taken by poll.
3. 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 AGM, and the service of this notice to that person shall be deemed to have served on all joint holders of such share.

4. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be temporarily closed from Saturday, 13 May 2017 to Tuesday, 13 June 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents together with the relevant Share certificates must be lodged, for holders of the 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 the 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, 12 May 2017.
5. In order to determine shareholders' entitlements to the final dividend, the register of members of the Company will be temporarily closed from Saturday, 17 June 2017 to Thursday, 22 June 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to the final dividend, all transfer documents together with the relevant Share certificates must be lodged, for holders of the 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 the 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, 16 June 2017.
6. Holders of the H Shares and the Domestic Shares whose names appear on the register of members of the Company at the close of business on Friday, 12 May 2017 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
7. 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 the H Shares, to the H Share registrar of the Company or, for holders of the Domestic Shares, the registered office address of the Company, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
8. Shareholders who intend to attend the AGM in person or by proxy should complete and return the attached reply slip by hand or by post, for holders of the H Shares, to the principal place of business of the Company in Hong Kong or, for holders of the Domestic Shares, to the registered office address of the Company, on or before Wednesday, 24 May 2017.
9. 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

10. 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

11. 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

12. The AGM is expected to take half a day. Shareholders or their proxies attending the AGM 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 AGM.

As at the date of this notice, our chairman of the Board and executive director is Ding Rongjun, our vice chairman of the Board and executive director is Li Douglin, 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 Chan Kam Wing, Clement, Pao Ping Wing, Liu Chunru and Chen Xiaoming.