



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

Notice of the Second Extraordinary General Meeting of 2008

NOTICE IS HEREBY given that the Second Extraordinary General Meeting of 2008 (the “**EGM**”) of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) will be held at Times Hotel, Zhuzhou City, Hunan Province, the People's Republic of China (the “**PRC**”) on Monday, 13 October 2008 at 9:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions: -

AS ORDINARY RESOLUTIONS

“THAT:

1. the Supplemental KCR Mutual Supply Agreement dated 7 August 2008 entered into between the Company and KCR (details of which are set out in the Circular), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose, the Revised Annual Caps and the transactions contemplated thereunder;

be and are hereby approved and that the directors of the Company be and are hereby authorised to take any step as they consider necessary, desirable or expedient in connection therewith.”

By order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 28 August 2008

Notes:

1. The register of members of the Company will be closed from Saturday, 13 September 2008 to Monday, 13 October 2008, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company (for holders of H shares) or the registered office address of the Company (for holders of domestic shares) no later than 4:30 p.m. on Friday, 12 September 2008.
2. 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, 12 September 2008 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 member of the Company.

3. In order to be valid, the form of proxy, 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 to the H share registrar of the Company (for holders of H shares) or the registered office address of the Company (for holders of domestic shares) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Shareholders who intend to attend the EGM should complete and return the reply slip by hand or by post to the principal place of business of the Company in Hong Kong (for holders of H shares) or to the registered office address of the Company (for holders of domestic shares) on or before Tuesday, 23 September 2008.
5. Voting at the EGM will be conducted by way of poll.
6. The address of the H share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

7. The registered office address of the Company is as follows:

Times Road
Shifeng District
Zhuzhou
Hunan Province, 412001
PRC
Tel: 86 733 849 8028

8. The principal place of business of the Company in Hong Kong is as follows:

Unit 1106 on 11th floor
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong
Tel: 2189 7268

9. The EGM is expected to take half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

As at the date of this notice our chairman of the Board and executive Director is Ding Rongjun, our other executive Director is Lu Penghu, our non-executive Directors are Song Yali, Liao Bin and Ma Yunkun, and our independent non-executive Directors are Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing, Tan Xiao'ao and Liu Chunru.