

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 2017**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) for year 2017 will be held at The QUBE Hotel, Xiangyang, No. 65 Wolong Road, Fancheng District, Xiangyang, Hubei Province, the People's Republic of China (the “**PRC**”) on Friday, 8 June 2018 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 2017.
2. Approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
3. Approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2017 and the auditors' report thereon.
4. Approve the profits distribution plan of the Company for the year ended 31 December 2017 and declare a final dividend for the year ended 31 December 2017.
5. Approve the appointment of Deloitte Touche Tohmatsu Hua Yong Certified Public Accountants LLP, as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the auditor's remuneration.
6. Approve the proposed amendments to the rules of procedures for Board meetings of the Company as set out in the circular of the Company dated 24 April 2018 (the “**Circular**”).
7. Approve the proposed adjustments to the allowance standards in respect of the independent non-executive Directors and the independent supervisors of the Company.

### As Special Resolutions

8. 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 authorised 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 authorise 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 is hereby authorised 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 the earliest 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.

9. Approve the proposed amendments to the Articles as set out in the Circular, 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, 24 April 2018

*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 Wednesday, 9 May 2018 to Friday, 8 June 2018 (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 Tuesday, 8 May 2018.
5. In order to determine shareholders' entitlements to the final dividend, the register of members of the Company will be temporarily closed from Thursday, 14 June 2018 to Tuesday, 19 June 2018 (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 Wednesday, 13 June 2018.
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 Tuesday, 8 May 2018 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 Saturday, 19 May 2018.

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 Donglin, our other executive Directors are Liu Ke'an and Yan Wu, our non-executive Director is Zhang Xinning, and our independent non-executive Directors are Chan Kam Wing, Clement, Pao Ping Wing, Liu Chunru and Chen Xiaoming.*