
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this supplemental circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhuzhou CRRC Times Electric Co., Ltd., you should at once hand this supplemental circular together with the accompanying second form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 30 APRIL 2019
IN RELATION TO PROPOSED ELECTION OF SUPERVISOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) dated 30 April 2019 in relation to, among other things, the annual general meeting for year 2018 of the Company (the “**AGM**”) to be held at Shangri-La Hotel, Nanchang, No. 699, Cui Lin Road, Honggutan New District, Nanchang, Jiangxi Province, the PRC on Thursday, 20 June 2019 at 9:00 a.m. (the “**First Circular**”).

A notice convening the AGM was set out in the First Circular. A supplemental notice of the AGM dated 31 May 2019 is set out on pages 7 to 9 of this supplemental circular.

An additional resolution for the proposed election of Supervisor will be proposed at the AGM. Details of the resolution will be set out in this supplemental circular. The second form of proxy for the use at the AGM which contains the additional resolution to be proposed at the AGM is enclosed herewith. The second form of proxy enclosed herewith shall supersede the form of proxy enclosed in the First Circular. Whether or not you are able to attend the AGM, please complete and sign the enclosed second form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time fixed for holding the meeting or the adjourned meeting thereof. Completion and return of the second form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

31 May 2019

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DEFINITIONS

In this supplemental circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting for year 2018 of the Company to be held at Shangri-La Hotel, Nanchang, No. 699, Cui Lin Road, Honggutan New District, Nanchang, Jiangxi Province, the PRC on Thursday, 20 June 2019 at 9:00 a.m. (or any adjournment thereof)
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Zhuzhou CRRC Times Electric Co., Ltd. (株 洲 中 車 時 代 電 氣 股 份 有 限 公 司), a joint stock company established in the PRC with limited liability, the H shares of which are listed on the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company
“First Circular”	the circular of the Company dated 30 April 2019
“First Form of Proxy”	the form of proxy for the AGM accompanying the First Circular
“First Notice”	the notice of the AGM dated 30 April 2019 set out in the First Circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in HKD
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this Supplemental Circular
“RMB”	Renminbi, the lawful currency of the PRC
“Second Form of Proxy”	the form of proxy accompanying this Supplemental Circular
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	the holder(s) of Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Supplemental Circular”	this supplemental circular of the Company dated 31 May 2019
“Supplemental Notice”	the supplemental notice convening the AGM, as set out on pages 7 to 9 of this Supplemental Circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Donglin (*Chairman*)
Mr. Yang Shouyi (*Vice Chairman*)
Mr. Liu Ke'an
Mr. Yan Wu

Registered office:

Times Road
Shifeng District
Zhuzhou
Hunan Province
PRC 412001

Non-executive Director:

Mr. Zhang Xinning

Principal place of business

in Hong Kong:

Unit 1106, 11th Floor
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Chan Kam Wing, Clement
Mr. Pao Ping Wing
Ms. Liu Chunru
Mr. Chen Xiaoming
Mr. Gao Feng

31 May 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION OF SUPERVISOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This Supplemental Circular should be read in conjunction with the First Circular which contains, among other things, information to be dealt with at the AGM. The purpose of this Supplemental Circular is to provide you with the information of the additional resolution to be proposed at the AGM regarding the proposed election of Supervisor at the AGM and to provide Shareholders with the Supplemental Notice and the Second Form of Proxy.

2. PROPOSED ELECTION OF SUPERVISOR

Pursuant to the Articles, the Supervisory Committee shall compose of five supervisors, of which three shall be shareholders representatives and two shall be employees representatives of the Company.

LETTER FROM THE BOARD

Due to adjustment in work allocation, Mr. Xiong Ruihua (“**Mr. Xiong**”) plans to resign as a Shareholders’ representative Supervisor and the Chairman of the Supervisory Committee at the conclusion of the AGM.

Mr. Xiong has confirmed that he has no disagreements with the Board and the Supervisory Committee and did not have any matters relating to his resignation that needs to be brought to the attention of the Shareholders. The Company will make a further announcement upon the resignation of Mr. Xiong.

The Supervisory Committee proposes that Mr. Li Lüe (“**Mr. Li**”) be elected as a Shareholders’ representative Supervisor subject to the approval of the Shareholders at the AGM. The biographical details of Mr. Li are set out below:

Li Lüe, aged 50, Supervisor candidate. Mr. Li is a senior accountant and certified public accountant. Mr. Li joined Zhuzhou Electric Locomotive Works* (株洲電力機車廠) in July 1990. He has held several positions including as an accountant and the deputy director of the finance department and the director of the restructuring office of the finance department. From November 2005 to March 2006, Mr. Li successively served as the director and manager of the audit department of Zhuzhou Electric Locomotive Co., Ltd.* (株洲電力機車有限公司); from March 2006 to January 2008, as chief accountant of Shijiazhuang Vehicles Works* (石家莊車輛廠); from January 2008 to December 2010, as deputy director general and chief financial officer of Shijiazhuang Vehicles Co., Ltd.* (石家莊車輛有限公司); from January 2011 to August 2018, as deputy general manager and chief financial officer of Guangzhou Locomotive Co., Ltd.* (廣州電力機車有限公司); from August 2018 to May 2019, as deputy general manager of Guangzhou Locomotive Co., Ltd.* (廣州電力機車有限公司). Since May 2019, Mr. Li has served as deputy general manager and chief financial officer of CRRC Zhuzhou Institute Co., Ltd. (中車株洲電力機車研究所有限公司), the controlling shareholder of the Company. Mr. Li graduated from the Hunan Finance and Economics College in July 1990 majoring in accounting. From September 2000 to June 2003, he studied accounting at the Hunan University Network College. In December 2010, Mr. Li graduated from Kunming University of Science and Technology with a master’s degree in business administration.

Upon election as a Supervisor at the AGM, Mr. Li will enter into a service contract with the Company for a term commencing from the date on which he is elected up to the date on which the conclusion of the annual general meeting of the Company for year 2019 expected to be held in 2020 or for such shorter period as may be decided at the AGM which shall continue until determined by either party giving three months’ prior written notice. Mr. Li has agreed to waive his entitlement to receive a Supervisor’s fee upon election as a Shareholders’ representative Supervisor.

The Supervisory Committee has resolved that if the proposed resolution regarding the election of Mr. Li as a Shareholders’ representative Supervisor is approved by the Shareholders at the AGM, Mr. Li will also be directly elected as the chairman of the Supervisory Committee and the Supervisory Committee will not hold another meeting of the Supervisory Committee to elect the chairman of the Supervisory Committee.

* for identification purposes only

LETTER FROM THE BOARD

Save as disclosed herein, as at 28 May 2019, being the latest practicable date prior to the printing of this Supplemental Circular for ascertaining the information contained herein (the “**Supplemental Circular Latest Practicable Date**”), Mr. Li does has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other position with the Company or other members of the Group. Save as disclosed herein, as at the Supplemental Circular Latest Practicable Date, Mr. Li has not held any directorships at present or in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas.

So far as the Directors are aware, as at the Supplemental Circular Latest Practicable Date, Mr. Li does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

3. THE AGM

The votes at the AGM will be taken by poll.

The AGM will be held as originally scheduled at Shangri-La Hotel, Nanchang, No. 699, Cui Lin Road, Honggutan New District, Nanchang, Jiangxi Province, the PRC on Thursday, 20 June 2019 at 9:00 a.m.. The Supplemental Notice is set out on pages 7 to 9 to this Supplemental Circular. The Supplemental Notice should be read in conjunction with the First Notice.

The First Form of Proxy was despatched to the Shareholders on Tuesday, 30 April 2019 and has also been published on the website of the Stock Exchange (www.hkexnews.hk). Since the First Form of Proxy does not contain the resolution in relation to the proposed election of Supervisor as set out in the Supplemental Notice, the Company has prepared the Second Form of Proxy for despatch together with this Supplemental Circular. The additional resolution is set out in the Supplemental Notice on page 7 of this Supplemental Circular.

For holders of H Share(s), whether or not you intend to attend the AGM, you are requested to complete and return the proxy form applicable to the AGM in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or the adjourned meeting thereof. Completion and return of the proxy form(s) applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Holders of H Share(s) who have lodged the First Form of Proxy with the Company should note that:

- (i) If the Second Form of Proxy is lodged with the Company’s H Share registrar 24 hours prior to the time designated for convening the AGM (the “**Closing Time**”), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

- (ii) If no Second Form of Proxy is lodged with the Company's H Share registrar as at the Closing Time, the First Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed election of Supervisor as set out in the Supplemental Notice.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude the Shareholders from attending and voting in person at the AGM or at any adjourned meeting(s) should they so wish.

4. RECOMMENDATION

The Board considers that the proposed election of Supervisor mentioned above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM to approve the election of Supervisor.

Yours faithfully,
For and on behalf of the Board
Li Donglin
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR YEAR 2018

Reference is made to the notice (the “**First Notice**”) of the annual general meeting for year 2018 (the “**AGM**”) issued by Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) dated 30 April 2019, which sets out, among other things, the time and venue of the AGM and contains the relevant resolutions to be proposed to the shareholders at the AGM for their consideration and approval. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the supplemental circular of the Company dated 31 May 2019 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at Shangri-La Hotel, Nanchang, No. 699, Cui Lin Road, Honggutan New District, Nanchang, Jiangxi Province, the People's Republic of China (the “**PRC**”) on Thursday, 20 June 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following additional resolution, together with the other resolutions set out in the First Notice:

As Ordinary Resolution

10. To consider and approve the election of Mr. Li Lüe as a shareholders' representative supervisor of the Company and his emolument.

By Order of the Board

Li Donglin
Chairman

Zhuzhou, the PRC, 31 May 2019

Notes:

1. All times stated in this supplemental notice refer to Hong Kong time.
2. The votes at the AGM will be taken by poll.
3. This supplemental notice should be read in conjunction with the First Notice, the First Circular and the Supplemental Circular.
4. Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the First Notice. Please refer to the First Notice and the First Circular for details of other resolutions to be tabled at the AGM, closure of register of members, eligibility of the AGM, registration procedures for attending the AGM, the voting arrangements, the poll procedure at the AGM and other relevant matters.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

5. **Form of Proxy**

Since the First Form of Proxy does not contain the additional resolution as set out in this supplemental notice, the Second Form of Proxy has been prepared and is enclosed with this supplemental notice.

- (i) 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 Monday, 20 May 2019 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the Second 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, 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.
- (iii) Holders of H Shares who have lodged the First Form of Proxy with the Company should note that:
 - (a) If the Second Form of Proxy is lodged with the Company's H Share registrar 24 hours prior to the time designated for convening the AGM (the "**Closing Time**"), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (b) If no Second Form of Proxy is lodged with the Company's H Share registrar as at the Closing Time, the First Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed election of Supervisor as set out in this supplemental notice.
 - (c) Completion and return of the First Form of Proxy and/or the Second Form of Proxy applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

6. 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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 supplemental notice, our chairman of the Board and executive Director is Li Donglin, our vice chairman of the Board and executive Director is Yang Shouyi, 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, Chen Xiaoming and Gao Feng.