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(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 2009

NOTICE IS HEREBY given that the First Extraordinary General Meeting of 2009 (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 Tuesday, 23 June 2009 at 2:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions: -

AS ORDINARY RESOLUTIONS

“THAT:

1. the transactions under the ZELRI Mutual Supply Agreement and the CSRG Mutual Supply Agreement for the year ended 31 December 2008 and the exceeding of the 2008 Approved ZELRI Cap and the 2008 Approved CSRG Cap (the details of which are set out in the circular dated 5 May 2009 despatched by the Company to its shareholders (the “Circular”)) be and are hereby approved and ratified;
2. the CSRG Supplemental Mutual Supply Agreement dated 14 April 2009 entered into between CSRG and the Company (the 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 New CSRG Caps and the transactions contemplated thereunder be and are hereby approved;
3. the KCR Second Supplemental Mutual Supply Agreement dated 14 April 2009 entered into between KCR and the Company (the details of which are set out in the Circular), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for identification purpose, the New KCR Caps and the transactions contemplated thereunder be and are hereby approved; and
4. the CRGL Mutual Supply Agreement dated 14 April 2009 entered into between CRGL and the Company (the details of which are set out in the Circular), a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for identification purpose, the CRGL Caps and the transactions contemplated thereunder be and are hereby approved;

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

By order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 5 May 2009

Notes:

1. The register of members of the Company will be closed from Monday, 25 May 2009 to Tuesday, 23 June 2009, 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, 22 May 2009.
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, 22 May 2009 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.
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 Wednesday, 3 June 2009.
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: 852 2189 7268

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