



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

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2007

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Zhuzhou CSR Times Electric Co., Ltd. (the “Company”) for the year 2007 will be held at Times Hotel, Zhuzhou City, Hunan Province, China, on Friday, 27 June 2008 at 9:00 a.m. for the following purposes:

As ordinary resolutions

1. To consider and approve the report of the board of directors of the Company (“the Board”) for the year ended 31 December 2007.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2007 and the auditors’ report thereon.
4. To consider and approve the proposed profits distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2007 and to authorise the Board to distribute such final dividend to the shareholders of the Company.
5. To consider and approve the re-appointment of the retiring auditors as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
6. To consider and approve the allowances payable to the directors and supervisors of the Company.
7. To consider and approve the following election or re-election of directors and their emoluments:
 - i) the re-election of Mr. Ding Rongjun as an executive director of the Company;
 - ii) the re-election of Mr. Song Yali as a non-executive director of the Company;
 - iii) the re-election of Mr. Lu Penghu as an executive director of the Company;
 - iv) the re-election of Mr. Liao Bin as a non-executive director of the Company;
 - v) the re-election of Mr. Ma Yunkun as a non-executive director of the Company;

- vi) the re-election of Mr. Gao Yucai as an independent non-executive director of the Company;
 - vii) the re-election of Mr. Chan Kam Wing, Clement as an independent non-executive director of the Company;
 - viii) the re-election of Mr. Pao Ping Wing as an independent non-executive director of the Company;
 - ix) the re-election of Mr. Tan Xiao'ao as an independent non-executive director of the Company;
 - x) the election of Miss Liu Chunru as an independent non-executive director of the Company;
 - xi) to consider and approve the emoluments of the directors so re-elected and elected.
8. To consider and approve the following re-election and election of supervisors and their emoluments:
- i) the re-election of Mr. Zhang Liqiang as a supervisor of the Company;
 - ii) the election of Mr. Shuai Tianlong as an independent supervisor of the Company;
 - iii) the election of Miss Wang Kun as an independent supervisor of the Company;
 - iv) to consider and approve the emoluments of the supervisors so re-elected and elected.

As special resolution

9. To consider and, if thought fit, pass with or without modifications, the following amendments to the Articles of Association of the Company:

“THAT the Articles of Association of the Company (the “**Articles**”) be and are hereby amended in the following manners:

- i) by amending the Company’s business licence registration number as stated in the second paragraph of Article 1 to ‘43000000009725’;
- ii) by deleting the details of promoters in Article 1 in its entirety and substituting therefor the following:

‘The promoters of the Company are:

Promotor 1 : 南車株洲電力機車研究所有限公司
CSR Zhuzhou Electric Locomotive Research Institute Co., Ltd.

- Promotor 2 : 南車株洲電力機車有限公司
CSR Zhuzhou Electric Locomotive Co., Ltd.
- Promotor 3 : 中國南車集團戚墅堰機車車輛廠
CSR Qishuyan Locomotive & Rolling Stock Works
- Promotor 4 : 新力搏交通裝備投資租賃有限公司
New Leap Transportation Equipment Investment & Leasing Co., Ltd.
- Promotor 5 : 昆明中鐵大型養路機械集團有限公司
China Railway Large Maintenance Machinery Co. Ltd., Kunming'

iii) by deleting the corporate names of “中國南車集團株洲電力機車研究所 CSR Zhuzhou Electric Locomotive Research Institute”, “中國南車集團株洲電力機車有限公司 CSR Zhuzhou Electric Locomotive Company, Ltd.” and “新力搏交通裝備投資發展有限公司 New Leap Communication Equipment Investment Development Co., Ltd.” as they appeared in Article 19 and substituting therefor “南車株洲電力機車研究有限公司CSR Zhuzhou Electric Locomotive Research Institute Co., Ltd.”, “南車株洲電力機車有限公司 CSR Zhuzhou Electric Locomotive Co., Ltd.” and “新力搏交通裝備投資租賃有限公司 New Leap Transportation Equipment Investment & Leasing Co., Ltd.” respectively;

iv) by deleting the first paragraph of existing Article 92 in its entirety and substituting therefor the following new first paragraph:

‘The Company shall establish a board of directors consisting of ten directors, of which there shall be a Chairman, a vice-chairman and eight directors. There shall be at least three independent non-executive directors.’”

By Order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 30 April, 2008

Notes:

1. For details of Articles 1, 19 and 92 of the Articles, please refer to Note 12 hereinbelow.
2. Pursuant to Article 70 of the articles of association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or after any voting on a show of hands) a poll is demanded by: (i) the chairman of the meeting; (ii) at least two shareholders present in person or by proxy and entitled to vote at the meeting; or (iii) any shareholder or shareholders present in person or by proxy and representing 10% or more of all shares of the Company carrying the right to vote at the meeting. Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried and an entry to that effect made in the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3. In accordance with the Company's articles of association, 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. The register of members of the Company will be closed from Wednesday, 28 May 2008 to Friday, 27 June 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and to qualify as shareholders to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged, for holders of H shares, with the H share registrar of the Company or, for holders of domestic shares the registered office address of the Company no later than 4:30 p.m. on Tuesday, 27 May 2008.
5. Holders of H shares and domestic shares whose names appear on the register of members of the Company at the close of business on Tuesday, 27 May 2008 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. A proxy may exercise the right to vote on a show of hands or by way of poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.
6. 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 holder of H shares, to the H share registrar of the Company or, for holders of 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.
7. 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 H shares, to the principal place of business of the Company in Hong Kong or, for holders of domestic shares, to the registered office address of the Company on or before Friday, 6 June 2008.

8. 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

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

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

10. 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 : 2189 7268

11. The AGM is expected to take half a day. Shareholders or their proxies attending the AGM shall be responsible for their own transportation and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the AGM.

12. i. **Article 1 of Articles**

Our company (or the “Company”) is a joint stock limited company incorporated in the People’s Republic of China (“the PRC”) in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other relevant laws and administrative regulations of the State.

The Company was established by way of promotion pursuant to the approval granted by the State-Owned Assets Supervision and Administration Commission of the State Council in the approval reply, Gui Zi Gai Ge [2005] No. 1095, and was registered with the Hunan Provincial Administration for Industry and Commerce on 26 September 2005 and obtained its business licence. The business registration number of the Company’s business licence is 4300001006134.

The Promoters of the Company are:

Promoter 1: 中國南車集團株洲電力機車研究所
CSR Zhuzhou Electric Locomotive Research Institute

Statutory representative: Liao Bin

Statutory address: Tianxin, Zhuzhou City, Hunan Province

Promoter 2: 中國南車集團株洲電力機車有限公司
CSR Zhuzhou Electric Locomotive Company, Ltd.

Statutory representative: Li Zhixuan

Statutory address: Tianxin, Zhuzhou City, Hunan Province

Promoter 3: 中國南車集團戚墅堰機車車輛廠
CSR Qishuyan Locomotive & Rolling Stock Works

Statutory representative: Gu Mingkang

Statutory address: Qishuyan, Changzhou City, Jiangsu Province

Promoter 4: 新力搏交通裝備投資發展有限公司
New Leap Communication Equipment Investment Development Co., Ltd.

Statutory representative: Bai Jiwen

Statutory address: No. 11, Yangfangdian Road, Haidian District, Beijing

Promoter 5: 昆明中鐵大型養路機械集團有限公司
China Railway Large Maintenance Machinery Co., Ltd. Kunming

Statutory representative: Ma Yunkun

Statutory address: No. 384, Yangfangwang, Jinma Township, Kunming City, Yunnan Province

ii. **Article 19 of Articles**

After incorporation, and upon approval of the approving department authorised by the State Council, the Company issued 456,108,400 shares of H Shares (of which 414,644,000 shares were new shares issued by the Company and 41,464,400 shares were existing shares sold by promoters).

The share capital structure of the Company is as follows: The Company has issued a total of 1,084,255,637 ordinary shares. Of which, 589,585,699 shares or 54.377% are held by 中國南車集團株洲電力機車研究所 CSR Zhuzhou Electric Locomotive Research Institute, a promoter; 10,000,000 shares or 0.922% are held by 中國南車集團株洲電力機車有限公司 CSR Zhuzhou Electric Locomotive Company Ltd., a promoter; 9,380,769 shares or 0.865% are held by 中國南車集團戚墅堰機車車輛廠 CSR Qishuyan Locomotive & Rolling Stock Works, a promoter; 9,380,769 shares or 0.865% are held by 新力搏交通裝備投資發展有限公司 New Leap Communication Equipment Investment Development Co., Ltd., a promoter; 9,800,000 shares or 0.904% are held by 昆明中鐵大型養路機械集團有限公司 China Railway Large Maintenance Machinery Co., Ltd. Kunming; and 456,108,400 shares or 42.067% are held by shareholders of overseas listed foreign shares.

iii. **Article 92 of Articles**

The Company shall establish a board of directors consisting of ten directors of which there shall be a chairman, a vice-chairman and eight directors. Among the directors, there shall be eight external directors (referring to directors not holding internal positions of the Company) and there shall be more than three independent directors among the external directors (referring to directors who are independent of shareholders of the Company and not holding internal positions of the Company).

The board of directors may, in compliance with the relevant laws and administrative regulations, establish specialized committees for strategic decisions, audit and remuneration when so required.

As at the date of this announcement, the directors of the Company are Ding Rongjun and Lu Penghu being the executive directors; Song Yali, Liao Bin and Ma Yunkun being the non-executive directors; and Zhou Heliang, Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing and Tan Xiao'ao being the independent non-executive directors.