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株洲南车时代电气股份有限公司

中国南车 ZHUZHOU CSR TIMES ELECTRIC CO., LTD.
(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 2011

NOTICE IS HEREBY given that the Second Extraordinary General Meeting of 2011 (the “**EGM**”) of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) will be held at The Howard Johnson Tropical Garden Plaza Kunming, the People’s Republic of China (the “**PRC**”) on Tuesday, 13 December 2011 at 9:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular dated 28 October 2011 issued by the Company (the “**Circular**”).

AS ORDINARY RESOLUTIONS

1. “**THAT** the termination of appointment of E&Y as the international auditors of the Company be and is hereby approved and the appointment of E&Y Hua Ming as the sole auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved and the Board be and is hereby authorised to fix their remuneration.”
2. “**THAT** the proposed amendments to the Rules of Procedures for General Meetings of the Company set out in Part A of Appendix II to the Circular be and are hereby approved and that the Board be authorized to make any necessary, appropriate and relevant adjustment to the Rules of Procedures for General Meetings of the Company in accordance with the mandatory requirements of the relevant laws, rules and regulations as updated from time to time, comments from the relevant governmental or regulatory authorities and the actual circumstances of the Company.”
3. “**THAT** the proposed amendments to the Rules of Procedures for Board Meetings of the Company set out in Part B of Appendix II to the Circular be and are hereby approved and that the Board be authorized to make any necessary, appropriate and relevant adjustment to the Rules of Procedures for Board Meetings of the Company in accordance with the mandatory requirements of the relevant laws, rules and regulations as updated from time to time, comments from the relevant governmental or regulatory authorities and the actual circumstances of the Company.”
4. “**THAT** the proposed amendments to the Rules of Procedures for Meetings of Supervisory Committee of the Company set out in Part C of Appendix II to the Circular be and are hereby approved and that the Supervisory Committee be authorized to make any necessary, appropriate and relevant adjustment to the Rules of Procedures for Meetings of Supervisory Committee of the Company in accordance with the mandatory requirements of the relevant laws, rules and regulations as updated from time to time, comments from the relevant governmental or regulatory authorities and the actual circumstances of the Company”

AS SPECIAL RESOLUTIONS

5. “**THAT** the proposed amendments to the Articles of Association set out in Appendix I to the Circular be and are hereby approved, conditional upon the approval of or registration or filing with the relevant governmental or regulatory authorities and the Board be and is hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing and other related procedures or issues and to make further amendment (where necessary) pursuant to the requirements of the relevant governmental or regulatory authorities arising from the amendments to the Articles of Association.”

6. “**THAT:**
 - (a) subject to the approval of the relevant governmental authorities in the PRC, the Board be and is hereby granted an unconditional general mandate to issue medium-term notes in the aggregate principal amount of up to RMB800 million (the “**Notes**”) for a term not exceeding five years and in particular be authorized to effect the following:
 - (i) to determine the terms and conditions, plan and all other matters in respect of the issue of the Notes based on the needs of the Company and the market conditions, including without limitation to the form of issue, issue value, issue term, interest rates, the placing or underwriting arrangements and the use of proceeds;
 - (ii) to make corresponding changes to the plan of such issue based on the opinions of the regulatory authorities when there is any change on the policies which affects the issue of the Notes or when there are changes in the market conditions, save for issues which are subject to further approval at shareholders’ meeting as required by the relevant laws, regulations and the Articles of Association of the Company; and
 - (iii) to sign, seal, execute, perfect, deliver and arrange for the registration with the relevant PRC authority for and on behalf of the Company all such documents and deeds and to do all such other acts and things as it may in its absolute discretion consider necessary, desirable or expedient in connection with the issue of the Notes; and
 - (b) all actions and steps taken by the Board with respect to the issue of the Notes prior to the date of the EGM be and are hereby approved, ratified and confirmed.”

7. “**THAT:**
 - (a) subject to paragraphs (b) and (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;

- (b) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the class meeting for holders of H Shares to be held on Tuesday, 13 December 2011 (or on such adjourned date as may be applicable); and the class meeting for holders of domestic shares of the Company to be held on Tuesday, 13 December 2011 (or on such adjourned date as may be applicable);
 - (ii) the approval of Zhuzhou branch of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 26 of the Articles of Association of the Company;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (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; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the directors of the Company be hereby authorized to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and

- (ii) file the amended Articles of Association of the Company with the relevant governmental authorities in the PRC.

By order of the Board
Zhuzhou CSR Times Electric Co., Ltd.
Ding Rongjun
Chairman

Zhuzhou, China, 28 October 2011

Notes:

1. The register of members of the Company will be closed from Monday, 14 November 2011 to Tuesday, 13 December 2011, 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, 11 November 2011.
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, 11 November 2011 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, 23 November 2011.
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: 86 731 2849 8028

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

Unit 1106 on 11th floor
Jubilee Centre
18Fenwick Street
Wanchai
Hong Kong
Tel: 852 2189 7268

9. 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 announcement, our chairman of the Board and executive director is Ding Rongjun, our vice chairman of the Board and non-executive director is Deng Huijin, our other executive director is Li Donglin, our non-executive directors are Yan Wu and Ma Yunkun, and our independent non-executive directors are Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing and Liu Chunru.