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株洲南车时代电气股份有限公司

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 CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of domestic shares of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) (the “**Domestic Shareholders’ Class Meeting**”) 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 11:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company and the class meeting of the holders of H shares of the Company, both of which will be held at the same place and on the same date) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution. 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**”).

Special Resolution

“**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 extraordinary general meeting of the Company to be held on Tuesday, 13 December 2011 (or on such adjourned date as may be applicable); and 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);
 - (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 Domestic Shareholders’ Class Meeting, all transfers accompanied by the relevant share certificates must be lodged with the registered office address of the Company no later than 4:30 p.m. on Friday, 11 November 2011.

2. Holders of 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 Domestic Shareholders' Class Meeting 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 registered office address of the Company not less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting or any adjournment thereof.
4. Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete and return the reply slip by hand or by post to the registered office address of the Company on or before Wednesday, 23 November 2011.
5. Voting at the Domestic Shareholders' Class Meeting will be conducted by way of poll.
6. The registered office address of the Company is as follows:

Times Road
Shifeng District
Zhuzhou
Hunan Province, 412001
PRC
Tel: 86 731 2849 8028
7. Shareholders or their proxies attending the Domestic Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the Domestic Shareholders' Class Meeting.

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.