
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this 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 CSR TIMES ELECTRIC CO., LTD., you should at once hand this circular together with the accompanying form of proxy and reply slip 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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中国南车

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)

GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting for the year 2011 of Zhuzhou CSR Times Electric Co., Ltd. to be held at Hongzhu Shan Hotel, E Mei Shan, the PRC on Friday, 8 June 2012 at 9:00 a.m. is set out in Appendix to this circular. Whether or not you intend to attend the meeting, please complete and return the accompanying 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 form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof if you so wish.

If you intend to attend the meeting in person or by proxy, you should also complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before Friday, 18 May 2012.

13 April 2012

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DEFINITIONS

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

| | |
|---------------------|--|
| “AGM” | the annual general meeting for the year 2011 of the Company to be held on Friday, 8 June 2012 |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Zhuzhou CSR Times Electric Co., Ltd., a joint stock company incorporated in the PRC with limited liability |
| “Domestic Share(s)” | domestic share(s) of RMB1.00 each in the share capital of the Company |
| “Director(s)” | the director(s) of the Company |
| “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 Hong Kong dollars |
| “Issue Mandate” | a general mandate which is exercisable by the Board to allot, issue and deal with additional Domestic Shares and/or H Shares not exceeding 20% of the Domestic Shares and the H Shares respectively in issue as at the date of passing of the said resolution, subject to the conditions as set out in the notice of AGM |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | The People’s Republic of China |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | Domestic Share(s) and/or H Share(s) |
| “Shareholder(s)” | the holder(s) of Share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ding Rongjun (*Chairman*)

Mr. Li Donglin

Non-executive Directors:

Mr. Deng Huijin (*Vice Chairman*)

Mr. Yan Wu

Mr. Ma Yunkun

Independent non-executive Directors:

Mr. Gao Yucai

Mr. Chan Kam Wing, Clement

Mr. Pao Ping Wing

Ms. Liu Chunru

Registered office:

Times Road

Shifeng District

Zhuzhou

Hunan Province

PRC 412001

Principal Place of Business

in Hong Kong:

Unit 1106, 11th Floor

Jubilee Centre

18 Fenwick Street

Wanchai

Hong Kong

13 April 2012

To the Shareholders

Dear Sir/Madam,

GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and to provide you with information relating to the renewal of the Issue Mandate to be proposed, among other resolutions as set out in the notice of the AGM, at the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting for the year 2010 of the Company held on 10 June 2011, a special resolution was passed to grant the Board the Issue Mandate to allot, issue and deal with additional Domestic Shares and/or H Shares not exceeding 20% of the Domestic Shares and the H Shares respectively in issue as at 10 June 2011.

LETTER FROM THE BOARD

Considering the Issue Mandate will expire at the conclusion of the AGM, the Board will seek approval from the Shareholders at the AGM, by way of a special resolution, for the renewal of the Issue Mandate, subject to the conditions as set out in the notice of AGM provided in the Appendix to this circular.

Any exercise of the power by the Board under the Issue Mandate will have to comply with the Articles, the Company Law of the PRC and the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental or regulatory authorities.

In order to ensure flexibility and discretion for the Board to issue new Shares, the Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Board to renew the Issue Mandate.

THE AGM

The votes at the AGM will be taken by poll.

Notice of the AGM to be held at Hongzhu Shan Hotel, E Mei Shan, on Friday, 8 June 2012 at 9:00 a.m. is set out in the Appendix to this circular.

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be temporarily closed from Wednesday, 9 May 2012 to Friday, 8 June 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfer documents together with the relevant share certificates must be lodged, for holders of H Shares, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the PRC, not later than 4:30 p.m. on Tuesday, 8 May 2012.

In order to determine shareholders' entitlements to the final dividend, the register of members of the Company will be temporarily closed from Thursday, 14 June 2012 to Tuesday, 19 June 2012 (both days inclusive), during which period no transfer of shares will be registered. All transfer documents together with the relevant share certificates must be lodged, for holders of H Shares, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the PRC, not later than 4:30 p.m. on Wednesday, 13 June 2012.

A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form 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 will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish.

LETTER FROM THE BOARD

If you intend to attend the AGM in person or by proxy, you should also complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before Friday, 18 May 2012.

RECOMMENDATION

The Board considers that the proposed renewal of the Issue Mandate mentioned above together with other resolution set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Ding Rongjun
Chairman



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 ANNUAL GENERAL MEETING FOR THE YEAR 2011

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Zhuzhou CSR Times Electric Co., Ltd. (the "Company") for the year 2011 will be held at Hongzhu Shan Hotel, E Mei Shan, the People's Republic of China (the "PRC"), on Friday, 8 June 2012 at 9:00 a.m. for the following purposes:

As Ordinary Resolutions

1. To consider and approve the report of the board of directors (the "Directors") of the Company (the "Board") for the year ended 31 December 2011.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2011 and the auditors' report thereon.
4. To consider and approve the profits distribution plan of the Company for the year ended 31 December 2011 and to declare a final dividend for the year ended 31 December 2011.
5. To consider and approve the re-appointment of the retiring auditor, Ernst & Young Hua Ming, as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.
6. To consider and approve the adjustment scheme of the allowances payable to the Directors and the supervisors of the Company.

As Special Resolutions

7. (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 short-term debt financing instruments in the aggregate principal amount of up to RMB 1 billion (the "Instruments") before the expiry date of approval for the registration of the issue of the Instruments issued by National Association of Financial Market Institutional Investors of the PRC 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 Instruments 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 Instruments 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 (the "Articles"); and
 - (iii) to sign, seal, execute, perfect and deliver 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 Instruments.
 - (b) All actions and steps taken by the Board with respect to the issue of the Instruments prior to the date of the AGM be and are hereby approved, ratified and confirmed.
 - (c) All actions taken by the Board with respect to the issue of the Instruments within the relevant period and the relevant registered principal amount specified in the document Zhong Shi Xie Zhu [2010] CP88 issued by National Association of Financial Market Institutional Investors of the PRC be and are hereby approved, ratified and confirmed."
8. To approve the grant to the Board a general mandate to allot, issue and deal with additional domestic shares (the "Domestic Shares") and/or H shares (the "H Shares", together with the Domestic Shares, the "Shares") of the Company subject to the following conditions:
- (a) subject to paragraphs (c) to (e) below, the Board be and is hereby authorized to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with additional Domestic Shares and/or H Shares during the Relevant Period (as defined in paragraph (g) below);
 - (b) the authority granted under paragraph (a) above shall authorize the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period;
 - (c) the aggregate nominal amount of Domestic Shares and/or H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above shall not exceed 20% of the aggregate nominal amount of Domestic Shares and H Shares respectively in issue at the date of passing of this special resolution;
 - (d) the Board shall only exercise the authority granted under paragraphs (a) and (b) above in accordance with the Articles, the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and all other applicable laws, rules, regulations and requirements of relevant governmental or regulatory authorities;

APPENDIX NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

- (e) authority granted under paragraphs (a) and (b) above shall be conditional upon the approval of the China Securities Regulatory Commission and/or any other governmental or regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company;
- (f) subject to paragraph (e) above, the Board be and it is hereby authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares; and
 - (ii) increase the registered capital of the Company pursuant to the issue of such new Shares and make such corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure of the Company; and
- (g) 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 expiration of a period of twelve months following the passing of this special resolution;
 - (ii) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (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.

By Order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 13 April 2012

Notes:

1. The votes at the AGM will be taken by poll.
2. 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.

APPENDIX NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

3. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be temporarily closed from Wednesday, 9 May 2012 to Friday, 8 June 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfer documents together with the relevant share certificates must be lodged, for holders of H Shares, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the PRC, not later than 4:30 p.m. on Tuesday, 8 May 2012.
4. In order to determine shareholders' entitlements to the final dividend, the register of members of the Company will be temporarily closed from Thursday, 14 June 2012 to Tuesday, 19 June 2012 (both days inclusive), during which period no transfer of shares will be registered. All transfer documents together with the relevant share certificates must be lodged, for holders of H Shares, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, the registered office address of the Company at Times Road, Shifeng District, Zhuzhou, Hunan Province, 412001, the PRC, not later than 4:30 p.m. on Wednesday, 13 June 2012.
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, 8 May 2012 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 needs not be a shareholder of the Company.
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 holders 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, 18 May 2012.
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

APPENDIX NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

9. 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

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: 852 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.

As at the date of this document, 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 other 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.