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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 the First Extraordinary General Meeting of 2012

NOTICE IS HEREBY given that the First Extraordinary General Meeting of 2012 (the “EGM”) of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) will be held at the Science and Technology Building, Zhuzhou CSR Times Electric Co., Ltd., Times Road, Shifeng District, Zhuzhou, Hunan Province, the People’s Republic of China (the “**PRC**”) on Thursday, 27 December 2012 at 9:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions: -

AS SPECIAL RESOLUTIONS

“THAT:

- (a) the Share Appreciation Rights Scheme of the Company, a summary of the principal terms which is set out in the circular of the Company dated 12 November 2012 (the “**Circular**”) dispatched to the shareholders of the Company (the “**Scheme**”) be and is hereby adopted and approved;
- (b) the proposed grant of an aggregate of approximately 9,544,000 units of Share Appreciation Rights (as defined in the Circular) to a total of up to 315 Eligible Recipients (as defined in the Circular) pursuant to the Scheme, the details of allocation of which is set out in the Circular, be and is hereby approved;
- (c) the authorisation of the board of directors of the Company (the “**Board**”) to grant the Share Appreciation Rights to the Eligible Recipients and to determine, among other things, the final list of the Eligible Recipients, the Date of Grant (as defined in the Circular), the Exercise Price (as defined in the Circular) and the amount of the Share Appreciation Rights to be granted to each Eligible Recipient pursuant to the terms and conditions of the Scheme be and is hereby approved; and
- (d) the authorisation of the Board to proceed with the examination, registration, filing, approval and consent procedures with relevant governmental authorities; to sign, execute, amend and complete documents to be submitted to relevant governmental authorities, organisations and individuals; to handle all matters relating to the Scheme, including but not limited to adjust the Exercise Price or number of Share Appreciation Rights, amend the Scheme, determine and formulate any matters relating to the Scheme, and to do all such

acts, matters and things that are necessary, expedient or desirable in respect of the Scheme in accordance with the terms of the Scheme and the relevant laws, rules and regulations and that all such actions of the Board be and are hereby approved, ratified and confirmed.”

By order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 12 November 2012

Notes:

1. The register of members of the Company will be closed from Wednesday, 28 November 2012 to Thursday, 27 December 2012, 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 4:30p.m. on Tuesday, 27 November 2012.
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 Tuesday, 27 November 2012 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 Friday, 7 December 2012.
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 28498028

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. 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.