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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 ANNUAL GENERAL MEETING FOR YEAR 2012

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) for year 2012 will be held at Wanda Hilton Xi’an, No. 199 Dong Xin Road, Xincheng District, Xi’an, the People’s Republic of China (the “**PRC**”), on Monday, 10 June 2013 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 2012.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2012.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012 and the auditors’ report thereon.
4. To consider and approve the profits distribution plan of the Company for the year ended 31 December 2012 and to declare a final dividend for the year ended 31 December 2012.
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. (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 financing notes in the aggregate principal amount of up to RMB1 billion (the “**Notes**”) for a term not exceeding 1 year 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 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 or

governmental or regulatory requirements 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 AGM be and are hereby approved, ratified and confirmed.”.

As Special Resolutions

- 7. 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;
 - (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.

8. To approve:

- (a) the adoption of the share appreciation rights Scheme of the Company, a summary of the principal terms of which is set out in the circular of the Company dated 23 April 2013 (the “**Circular**”) dispatched to the shareholders of the Company (the “**Scheme**”);
- (b) the grant of an aggregate of approximately 9,868,000 units of Share Appreciation Rights (as defined in the Circular) to a total of up to 262 Eligible Recipients (as defined in the Circular) pursuant to the Scheme, the details of allocation of which is set out in the Circular;
- (c) the authorisation of 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; 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 adjusting the Exercise Price or number of Share Appreciation Rights, amending the Scheme pursuant to the authority given under the

Scheme and/or determining any matters relating to the Scheme, and to do all such acts, matters and things that the Board considers necessary, expedient or desirable in its sole discretion 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 taken by the Board prior to the passing of this resolution be and are hereby approved, ratified and confirmed.

By Order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 23 April 2013

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.
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 Saturday, 11 May 2013 to Monday, 10 June 2013 (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 Friday, 10 May 2013.
4. In order to determine shareholders' entitlements to the final dividend, the register of members of the Company will be temporarily closed from Saturday, 15 June 2013 to Thursday, 20 June 2013 (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 Friday, 14 June 2013.
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 Friday, 10 May 2013 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 Tuesday, 21 May 2013.
8. The address of the H Share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
17M 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
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, accommodation and other 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.