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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)**

## **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

### **BACKGROUND**

The board of directors (“**Board**”) of Zhuzhou CSR Times Electric Co., Ltd. (“**Company**”) hereby announces that in its meeting held on the date of this announcement, it has approved the proposed amendments to the provisions relating to scope of business contained in the articles of association of the Company (“**Articles**”), details of which are set out below.

### **THE PROPOSED AMENDMENTS**

It is proposed that the second paragraph of article 11 of the Articles as set out below be deleted:

The main business scope of the Company include: research, development, production, sale of track transportation traction converter equipment, train network communication products, industrial automation facilities, safety monitoring equipment, monitoring technology and products, high-power electrical and electronic appliances, printed circuit boards, lamination busbar and related electric and electronic products, control computer products and software; sale of computer network wireless equipment; construction and design of safety precaution works; self-operation and acting as agent for the import and export business of commodities and technology (apart from those prohibited and limited by national laws and regulations); provision of related technological development, services, training and computer network system integration, computer software development services.

It is proposed that the current second paragraph of article 11 of the Articles be replaced by the following:

The main business scope of the Company include: research, development, production, sale of track transportation traction converter equipment, train network communication products, industrial automation facilities, safety monitoring equipment, technical equipment relating to communication and signal system, power supply system, braking system, screen doors and urban intelligent traffic and their system integration as well as engineering vehicle and electric system for large track maintenance machine, specialized/general testing system, monitoring technology and products, high-power electrical and electronic appliances, printed circuit boards, lamination busbar, sanitary units, oil pressure dampers and related electric and electronic products, control computer products and software; sale of computer network wireless equipment; design, construction and maintenance of safety precaution works (pursuant to the valid permits of the company); self-operation and acting as agent for the import and export business of commodities and technology (apart from those prohibited and limited by national laws and regulations); provision of related technological development, services, training and computer network system integration, computer software development services.

#### **CONDITIONS TO THE COMING INTO EFFECT OF THE PROPOSED AMENDMENTS**

The coming into effect of the Proposed Amendments is subject to the fulfilment of the following conditions:

- (a) the passing of the necessary resolution by the shareholders of the Company at an extraordinary general meeting of the Company to be held (“EGM”); and
- (b) all relevant approvals having been obtained from the relevant governmental authorities in the PRC, and all the relevant registration and/or filings having been completed.

#### **REASONS FOR THE PROPOSED AMENDMENTS**

The Board proposed the Proposed Amendments for the propose of adopting to the needs of the Company to extending its core business sectors and exploring markets, enhancing the capability of the Company in the area of rail transportation and the relevant extension area, widening the scope of business and enhancing the comprehensive strength of the Company.

## **CIRCULAR AND EGM**

A circular containing, among other things, details of the Proposed Amendments and the EGM will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board  
**Ding Rongjun**  
*Chairman*

Zhuzhou, China, 21 August 2013

*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.*