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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 2014

NOTICE IS HEREBY given that the First Extraordinary General Meeting of 2014 (the “**EGM**”) of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**” and its subsidiaries, the “**Group**”) will be held at Gengshiji, Xianyuling, Hetang District, Zhuzhou, Hunan Province, the People's Republic of China (the “**PRC**”) on Tuesday, 25 March 2014 at 2:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:-

AS ORDINARY RESOLUTIONS

1. “**THAT** the proposed principal terms of the Proposed Entrustment Arrangement (as defined in the circular dated 28 January 2014 despatched by the Company to its shareholders (the “**Circular**”) and the details of which are set out in the Circular, a copy of the text of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved and that the directors of the Company (the “**Directors**”) be and are hereby authorized to take any step as they consider necessary, desirable or expedient in connection therewith, including but not limited to the execution of the relevant entrustment loan agreement and other related agreement(s) or document(s).”
2. “**THAT** the board of Directors (the “**Board**”) be and is hereby authorised to apply up to and in aggregate, at any time, RMB3,000,000,000 of the surplus funds of the Group to treasury activities including but not limited to buying low-risk financial products offered by banks, advancing entrusted loans and investing in secured or guaranteed trust and treasury products, in accordance with the Group's established treasury policy and procedures and in compliance with applicable laws and regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and that the Directors be and are hereby authorized to take any step as they consider necessary, desirable or expedient in connection therewith.”

By order of the Board
Ding Rongjun
Chairman

Zhuzhou, China, 28 January 2014

Notes:

1. The register of members of the Company will be closed from Saturday, 22 February 2014 to Tuesday, 25 March 2014, 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 of shares 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 4:30 p.m. on Friday, 21 February 2014.

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 Friday, 21 February 2014 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 Wednesday, 5 March 2014.
5. Voting at the EGM will be conducted by way of poll.
6. The addresses of the H share registrar of the Company areas follows:

- (a) For the purpose of transfer of shares referred to in note 1 above:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (b) For the purpose of deposit of the form of proxy etc. referred to in note 3 above:

Computershare Hong Kong Investor Services Limited
17M 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: 86 733 849 8028

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. The EGM is expected to take half a day. 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 notice, 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.