

## **Zhuzhou CSR Times Electric Co., Ltd.**

### **Procedures for a Shareholder to Propose a Person for Election as a Director**

A shareholder of Zhuzhou CSR Times Electric Co., Ltd. (hereinafter referred to as “the Company”) is entitled to propose a person for election as a director in accordance with procedures as follows:

I. To propose based on general procedures:

1. A shareholder individually holding or shareholders together holding more than 3% of the Company’s total number of voting shares is or are entitled to propose a person for election as a director of the Company in writing when the Board of Directors solicits for candidates for directorship.

2. The written notice of the intention to propose a person for election as a director and the willingness of such person to accept nomination together with the written materials on the curriculum vitae and other basic information in respect of the proposed person shall be given by the nominator to the Company at least 14 working days before the date of the meeting of the Board of Directors.

3. The Nomination Committee shall hold meetings to inquire into the qualifications of the candidate for director proposed by shareholders.

4. The Nomination Committee shall submit its advice regarding the candidate for director and the related written materials to the Board of Directors.

5. After being considered and approved on a meeting of the Board of Directors, the candidate for director will be officially recommended in the general meeting.

II. To propose as an extraordinary resolution in an annual general meeting or to propose in an extraordinary general meeting:

1. After notice of the annual general meeting is issued, a shareholder individually holding or shareholders together holding more than 3% of the Company’s total number of voting shares is or are entitled to propose a person for election as a director of the Company in writing. The nominator shall give a written notice of the intention to propose a person for election as a director and the

willingness of such person to accept nomination together with the written materials on the curriculum vitae and other basic information in respect of the proposed person to the Company at least 14 working days before the date on which the general meeting is to be held.

2. A shareholder individually holding or shareholders together holding more than 10% of the Company's total number of voting rights is or are entitled to propose to convene an extraordinary general meeting and to propose to the Company a person for election as a director. The nominator shall give a written notice of the intention to propose a person for election as a director and the willingness of such person to accept nomination together with the written materials on the curriculum vitae and other basic information in respect of the proposed person to the Company simultaneously when he or she proposes to convene an extraordinary general meeting.

3. The Nomination Committee shall hold meetings to inquire into the qualifications of the candidates nominated by shareholders for election as directors.

4. The Nomination Committee shall submit its opinion on the inquiry to the general meeting.

III. A director candidate shall, before the general meeting is held, undertake in writing that his or her personal information as disclosed is true and complete, and undertake to properly discharge the duties of director if he or she is elected as a director, otherwise he or she shall not be treated as a candidate for director for the purposes of inquiry and recommendation.

Where a nominator intends to nominate a candidate for independent non-executive director, he or she should have full knowledge about the occupation, education background, job title, detailed working experience, and any and all part-time jobs of the nominee, and shall give comments on the qualifications and independence of the nominee as an independent non-executive director. The nominee shall make declaration that there is no any relationship between him or her and the Company that affects his or her independent judgment.

IV The candidate for director is officially elected as the Company's director upon resolutions on election of directors being considered and passed in the general meeting.