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*(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 2017**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2017 (the “**EGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) will be held at Zhuzhou Marriott Hotel at No.160, Longxing Road, Tianyuan District, Zhuzhou, Hunan, the People’s Republic of China (the “**PRC**”) on Friday, 20 October 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 August 2017 (the “**Circular**”).

### **As Ordinary Resolutions**

1. To consider and approve the re-election of Mr. Zhang Xinning as a non-executive director of the Company and his emolument.
2. To consider and approve the re-election of Mr. Ouyang Minggao as an independent non-executive director of the Company and his emolument.

### **As Special Resolution**

3. To consider and approve the absorption and merger of Times Equipment by the Company, in accordance with the proposal set out in Appendix II to the Circular, and to authorize the Board to implement and/or give effect to the absorption and merger, to execute all necessary documents and agreements and to do all such things deemed by them to be incidental to, ancillary to or in connection with the absorption and merger, and to approve, ratify and confirm all such actions of the Board in relation to the absorption and merger.

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

Zhuzhou, the PRC, 25 August 2017

#### *Notes:*

1. All times stated in this notice refer to Hong Kong time.
2. The votes at the EGM will be taken by poll.

3. 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 EGM, and the service of this notice to that person shall be deemed to have served on all joint holders of such share.
4. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be temporarily closed from Wednesday, 20 September 2017 to Friday, 20 October 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents together with the relevant Share certificates must be lodged, for holders of the 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 the 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 Tuesday, 19 September 2017.
5. Holders of the H Shares and the Domestic Shares whose names appear on the register of members of the Company at the close of business on Tuesday, 19 September 2017 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.
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 the H Shares, to the H Share registrar of the Company or, for holders of the Domestic Shares, the registered office address of the Company, not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
7. Shareholders who intend to attend the EGM in person or by proxy should complete and return the attached reply slip by hand or by post, for holders of the H Shares, to the principal place of business of the Company in Hong Kong or, for holders of the Domestic Shares, to the registered office address of the Company, on or before Saturday, 30 September 2017.
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. Shareholders or their proxies attending the EGM 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 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 executive director is Li Donglin, our other executive directors are Yan Wu and Liu Ke'an, our non-executive director is Zhang Xinning, and our independent non-executive directors are Chan Kam Wing, Clement, Pao Ping Wing, Liu Chunru, Chen Xiaoming and Ouyang Minggao.*