

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(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 2020**

**NOTICE IS HEREBY GIVEN THAT** the first extraordinary general meeting of 2020 (the “**EGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) will be held at Conference Room 103, Guobian Building, 169 Times Road, Shifeng District, Zhuzhou, Hunan Province, the People’s Republic of China (the “**PRC**”) on Monday, 7 December 2020 at 9:00 a.m. for the shareholders of the Company to transact the following matters. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the Company’s circular dated 20 November 2020 (the “**Circular**”).

### **AS SPECIAL RESOLUTIONS**

1. To consider and approve the application for the Issue of A Shares of the Company (each being a separate resolution):
  - 1.1 Place of listing;
  - 1.2 Class of shares to be issued;
  - 1.3 Nominal value of shares;
  - 1.4 Target subscribers;
  - 1.5 Schedule of the issue and listing;
  - 1.6 Method of issue;
  - 1.7 Issue size;
  - 1.8 Pricing methodology;
  - 1.9 Implementation of strategic placing upon issue;
  - 1.10 Use of proceeds;
  - 1.11 Method of underwriting; and
  - 1.12 Validity period of resolutions in relation to the issue and listing.
2. To consider and approve the authorisation to the Board to fully deal with specific matters relating to the Issue of A Shares.

3. To consider and approve the Projects to be Financed with Proceeds from the Issue of A Shares and feasibility analysis report.
4. To consider and approve the accumulated profit distribution plan prior to the Issue of A Shares.
5. To consider and approve the formulation of the plan for stabilisation of price of A Shares within three years after the Issue of A Shares.
6. To consider and approve the dilution of immediate return by the Issue of A Shares and recovery measures.
7. To consider and approve the three-year dividend distribution plan for Shareholders after the Issue of A Shares.
8. To consider and approve the undertakings regarding the information disclosure in the prospectus for the Issue of A Shares.
9. To consider and approve the proposed amendments to the Articles of Association for the purpose of the Issue of A Shares.

#### **AS ORDINARY RESOLUTIONS**

10. To consider and approve the Rules of Procedures for the General Meetings applicable after the Issue of A Shares.
11. To consider and approve the Rules of Procedures for the Board of Directors applicable after the Issue of A Shares.
12. To consider and approve the Rules of Procedures for the Supervisory Committee applicable after the Issue of A Shares.
13. To consider and approve the formulation of the Terms of Reference of the Independent Non-executive Directors.
14. To consider and approve the formulation of the internal control policies relating to the Issue of A Shares (each being a separate resolution):
  - 14.1 “Management Policy for External Guarantees”;
  - 14.2 “Management Policy for Related Party Transactions”;
  - 14.3 “Management Policy for External Investments”;
  - 14.4 “Policy for Preventing the Controlling Shareholders, Actual Controllers and Related Parties from Appropriating Funds”; and
  - 14.5 “Management Policy for Funds Raised from A Shares”.

15. To consider and approve the engagement of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor for the issue and listing of A Shares and authorise the Board to determine the final audit fees with reference to the market price and audit workload and enter into the relevant service agreement(s).
16. To consider and approve the transactions contemplated under the 2020-23 Financial Services Framework Agreement I proposed to be entered into between the Company and CRRC Finance.
17. To consider and approve the transactions contemplated under the 2021-23 Financial Services Framework Agreement II proposed to be entered into between the Company and CRRC Hongkong Capital.
18. To consider and approve the transactions contemplated under the 2021-23 Shiling Mutual Supply Framework Agreement proposed to be entered into between the Company and Shiling Company.
19. To consider and approve the re-election of Mr. Shang Jing as an executive Director.

By order of the Board  
**Li Donglin**  
*Chairman*

Zhuzhou, the PRC, 20 November 2020

*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 entitlements of Shareholders to attend and vote at the EGM, the register of members of the Company will be temporarily closed from Wednesday, 2 December 2020 to Monday, 7 December 2020 (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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, for holders of the Domestic Shares, with 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, 1 December 2020.
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, 1 December 2020 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. 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

8. 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

9. 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

10. The EGM is expected to take half a day. 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.

11. In light of the outbreak of the Novel Coronavirus Disease ("COVID-19"), the following precautionary measures will be implemented at the EGM to safeguard the health and safety of the attendees:

- Compulsory body temperature check will be conducted for every Shareholder and proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue;
- Mandatory wearing of surgical face masks for every Shareholder and proxy throughout the meeting; and
- No refreshment and souvenirs will be provided.

To further control the spread of COVID-19, the Company advises the Shareholders, particularly Shareholders who are subject to quarantine in relation to COVID-19, to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote according to their indicated voting instructions, as an alternative to attending the EGM in person.

Depending on the development of COVID-19, the Company may implement further changes on the precautionary measures and may publish further announcement in relation to such measures as appropriate.

*As at the date of this notice, our chairman of the Board and executive Director is Li Donglin, our vice chairman of the Board and executive Director is Liu Ke'an, our other executive Directors are Shang Jing and Yan Wu, 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 Gao Feng.*