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*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3898)**

## **NOTICE OF ANNUAL GENERAL MEETING FOR YEAR 2021**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “Company”) for year 2021 will be held at Room 301, CRRC Times Party School, Times Hotel, Times Road, Shifeng District, Zhuzhou, the People’s Republic of China (the “PRC”) on Friday, 17 June 2022 at 2:00 p.m. for the shareholders of the Company to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the Company’s circular dated 17 May 2022 (the “Circular”).

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the resolution on the Company’s 2021 Annual Report and its summary.
2. To consider and approve the resolution on the Company’s 2021 final accounts report.
3. To consider and approve the resolution on the 2021 Work Report of the Board of the Company.
4. To consider and approve the resolution on the 2021 Work Report of the supervisory committee of the Company.
5. To consider and approve resolution on the 2021 profit distribution plan of the Company.
6. To consider and approve the resolution on the appointment of auditor for 2022.
7. To consider and approve the resolution on the 2022 bank credit lines applications.
8. To consider and approve the resolution on the remuneration of the directors of the Company for 2021.
9. To consider and approve the resolution on the remuneration of the supervisors of the Company for 2021.
10. To consider and approve the resolution on the entering into of the 2023-2025 CRRC Group Mutual Supply Agreement and the estimated amount of the ordinary connected transactions for 2023-2025.

11. To consider and approve the resolution on the estimated amount of the 2022-2024 ordinary connected transactions for leasing property and ancillary facilities between the Company and CRRC.
12. To consider and approve the amendments to the terms of reference of the independent non-executive directors of the Company.
13. To consider and approve the amendments of the Internal Control Policies (each being a separate resolution):
  - 13.1 “Management Policy for External Guarantees”;
  - 13.2 “Management Policy for A Shares Proceeds”; and
  - 13.3 “Policy for Preventing the Controlling Shareholders, Actual Controllers and Related Parties from Appropriating Funds”.
14. To consider and approve the amendments to “the Rules of Procedures for the General Meetings of the Company”.
15. To consider and approve the amendments to “the Rules of Procedures for the Meetings of the Board of Directors of the Company”.
16. To consider and approve the amendments to “the Rules of Procedures for the Meetings of the Supervisory Committee of the Company”.

#### **AS SPECIAL RESOLUTIONS**

17. Approve the proposed amendments to the Articles of Association as set out in the Circular, and that the Directors be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the amendments to the Articles of Association.
18. To consider and approve:
  - (a) a general mandate to the Board to, by reference to market conditions and in accordance with the needs of the Company, to allot, issue and deal with, either separately or concurrently, additional A shares of the Company (the “**A Shares**”) and/or H shares of the Company (the “**H Shares**”) not exceeding 20% of the number of A Shares and the number of H Shares respectively in issue at the time of passing this resolution at AGM. Pursuant to the PRC laws and regulations, the Company will seek further approval from its shareholders in general meeting for each issuance of A Shares even where this general mandate is approved.

- (b) the Board be authorised to (including but not limited to the following):
- (i) formulate and implement detailed issuance plan, including but not limited to the class of shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to issue shares to existing shareholders;
  - (ii) approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers;
  - (iii) approve and execute, on behalf of the Company, documents related to share issuance for submission to regulatory authorities, and to carry out approval procedures required by regulatory authorities and the places where the Company's shares are listed;
  - (iv) amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in (ii) and (iii) above;
  - (v) to affix the Company's stamp to relevant agreement and statutory documents;
  - (vi) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;
  - (vii) increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside the PRC.

The above general mandate will expire on the earlier of (the "**Relevant Period**"):

- (i) the expiration of a period of 12 months following the passing of this special resolution;
- (ii) the conclusion of the next annual general meeting following the passing of this special resolution; and
- (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting,

except where the Board enters into or grants an offer, agreement or option to issue A shares and/or H shares during the Relevant Period and such offer, agreement or option is to be continued or implemented after the Relevant Period.

19. To consider and approve the grant to the Board a general mandate to repurchase the H Shares that:
- (a) Subject to paragraph (b) below, granting of a general mandate to the Board, in compliance with all applicable laws and regulations, the articles of association of the Company, the Stock Exchange and any other government or regulatory authority of the PRC, to exercise all power of the Company to repurchase H Shares during the Relevant Period (as defined below);
  - (b) Subject to obtaining the approval in paragraph (a) above, the total number of H Shares to be repurchased under the general mandate to repurchase H Shares during the Relevant Period shall not exceed 10% of the total number of H Shares in issue on the date the resolution is considered and approved at the AGM, Class Meeting of Holders of A Shares and Class Meeting of Holders of H Shares;
  - (c) The approval in paragraph (a) above shall be subject to the satisfaction of the following:
    - (i) the special resolution with the same terms as listed in this resolution 19 herein (except for sub-paragraph (c)(i) of this resolution 19) is passed at the AGM, Class Meeting of Holders of A Shares and Class Meeting of Holders of H Shares;
    - (ii) all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC;
  - (d) The Board be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to:
    - (i) to formulate and implement specific repurchase plans, including but not limited to repurchase price(s), number of Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc.;
    - (ii) to notify creditors and issue announcement in accordance with the Company Law of the PRC and the articles of association of the Company (the “**Articles of Association**”);
    - (iii) to set up overseas Share accounts and carry out relevant procedures for change of foreign exchange registration;
    - (iv) to carry out the relevant approval, filing and/or disclosure procedures in accordance with laws, regulations, the Articles of Association, requirements of securities regulators of the places where the Shares are listed and any other relevant government or regulatory authorities of the PRC (if necessary);

- (v) to carry out the cancellation procedures for repurchased Shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of the total share capital and shareholding structure, etc., and to carry out the statutory registration and filing procedures within and outside the PRC; and
  - (vi) to execute other documents, and deal with all other necessary or appropriate measures, actions, matters and affairs, in connection with the repurchase of H Shares;
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
  - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting and class meetings (if applicable).

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

Zhuzhou, the PRC, 17 May 2022

*Notes:*

1. All times stated in this notice refer to Hong Kong time.
2. The votes at the AGM 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 AGM, 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 AGM, the register of members of the Company will be temporarily closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, 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 A 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 Monday, 13 June 2022.
5. Holders of the H Shares and the A Shares whose names appear on the register of members of the Company at the close of business on Monday, 13 June 2022 are entitled to attend and vote at the AGM 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 A Shares, the registered office address of the Company, not less than 24 hours before the time appointed for holding the AGM 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 AGM is expected to take half a day. Shareholders or their proxies attending the AGM 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 AGM.

11. In light of the continuing outbreak of Novel Coronavirus Disease ("COVID-19"), the following precautionary measures will be implemented at the AGM 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;
- No refreshment and souvenirs will be provided; and
- Other safe distancing measures as appropriate.

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 AGM as their proxy to vote according to their indicated voting instructions, as an alternative to attending the meeting 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.*