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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 2022

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) for year 2022 will be held at Room 301, Times Hotel, Times Road, Shifeng District, Zhuzhou, the People’s Republic of China (the “**PRC**”) on Tuesday, 27 June 2023 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 meanings as those defined in the Company’s circular dated 2 June 2023 (the “**Circular**”).

AS ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the Company’s 2022 annual report and its summary.
2. To consider and approve the resolution on the Company’s 2022 final accounts report.
3. To consider and approve the resolution on the 2022 work report of the board of directors of the Company.
4. To consider and approve the resolution on the 2022 work report of the supervisory committee of the Company.
5. To consider and approve the resolution on the 2022 profit distribution plan of the Company.
6. To consider and approve the resolution on the appointment of auditors for 2023.
7. To consider and approve the resolution on the 2023 bank credit lines applications.
8. To consider and approve the resolution on the remuneration of the directors of the Company for 2022.
9. To consider and approve the resolution on the remuneration of the supervisors of the Company for 2022.
10. To consider and approve the resolution on estimations on ordinary related party transactions for 2024-2026.

11. To consider and approve the resolution on the election of executive directors of the seventh session of the board of directors of the Company:
 - 11.1 To elect Mr. Li Donglin as an executive director of the seventh session of the board of directors of the Company;
 - 11.2 To elect Mr. Liu Ke'an as an executive director of the seventh session of the board of directors of the Company; and
 - 11.3 To elect Mr. Shang Jing as an executive director of the seventh session of the board of directors of the Company.
12. To consider and approve the resolution on the election of non-executive director of the seventh session of the board of directors of the Company:
 - 12.1 To elect Mr. Zhang Xinning as the non-executive director of the seventh session of the board of directors of the Company.
13. To consider and approve the resolution on the election of independent non-executive directors of the seventh session of the board of directors of the Company:
 - 13.1 To elect Mr. Gao Feng as an independent non-executive director of the seventh session of the board of directors of the Company;
 - 13.2 To elect Mr. Li Kaiguo as an independent non-executive director of the seventh session of the board of directors of the Company;
 - 13.3 To elect Mr. Zhong Ninghua as an independent non-executive director of the seventh session of the board of directors of the Company; and
 - 13.4 To elect Mr. Lam Siu Fung as an independent non-executive director of the seventh session of the board of directors of the Company.
14. To consider and approve the resolution on the election of shareholder representative supervisors of the seventh session of the supervisory committee of the Company:
 - 14.1 To elect Mr. Li Lüe as a shareholder representative supervisor of the seventh session of the supervisory committee of the Company; and
 - 14.2 To elect Mr. Geng Jianxin as a shareholder representative supervisor of the seventh session of the supervisory committee of the Company.

AS SPECIAL RESOLUTIONS

15. 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 agreements 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 earliest 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 an agreement or grants an offer 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.

16. 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 16 herein (except for sub-paragraph (c) (i) of this resolution 16) 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, 2 June 2023

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 Wednesday, 21 June 2023 to Tuesday, 27 June 2023 (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 Tuesday, 20 June 2023.
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 Tuesday, 20 June 2023 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 notorially 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. Resolutions Nos. 11, 12, 13 and 14 will adopt the cumulative voting system, that is, the number of votes entitled for each share held by shareholders shall be equal to the number of the director(s) or supervisor(s) to be elected and the voting rights possessed by the shareholders may be exercised uniformly. Specifically: the AGM will list and present candidates according to the election of executive directors, non-executive director, independent non-executive directors and shareholder representative supervisors in a total of four proposal groups. Under each proposal group, the fact that a shareholder owns each voting share means the shareholder possesses the number of votes same as the number of director(s) or supervisor(s) to be elected under the proposal group. For example, if a shareholder holds 100 shares of the Company and there is a total of three directors to be elected in the proposal group for the election of executive directors, the shareholder shall have 300 votes in this proposal group. The number of votes shareholders cast under a proposal group may not exceed the number of votes they own under the proposal group, as they wish. Shareholders can cast all votes available under certain proposal group, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each proposal under each proposal group shall be counted on an accumulative basis.

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, Gao Feng and Li Kaiguo.