
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this supplemental circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhuzhou CRRC Times Electric Co., Ltd., you should at once hand this supplemental circular together with the accompanying New Form of Proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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株洲中车时代电气股份有限公司

ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

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

(Stock Code: 3898)

**PROPOSED APPOINTMENT OF
EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
2023 ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the original circular of the AGM of the Company dated 5 June 2024 to the Shareholders.

A supplemental notice of the AGM of the Company, as originally scheduled to be held at Room 301, Times Hotel, Times Road, Shifeng District, Zhuzhou, the People's Republic of China on Thursday, 27 June 2024 is set out on pages 8 to 12 of this supplemental circular.

Whether or not you intend to attend the meeting, please complete and return the accompanying New Form of Proxy to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or the adjourned meeting thereof. Completion and return of the New Form of Proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish.

12 June 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	8

DEFINITIONS

*In this supplemental circular, unless otherwise indicated, capitalised items used herein shall have the same meanings as those defined in the Company's circular dated 5 June 2024 (the "**Original Circular**") and the following expressions have the following meanings:*

"A Share(s)"	the domestic share(s) of RMB1.00 each in the share capital of the Company which are listed and traded in RMB on the Science and Technology Innovation Board of the SSE
"AGM"	the annual general meeting for year 2023 of the Company to be held at Room 301, Times Hotel, Times Road, Shifeng District, Zhuzhou, the PRC on Thursday, 27 June 2024 at 10:00 a.m. (or any adjournment thereof)
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"Company"	Zhuzhou CRRC Times Electric Co., Ltd. (株洲中車時代電氣股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3898) and the A Shares of which are listed on the Science and Technology Innovation Board of the SSE (stock code: 688187)
"Company Law"	the Company Law of the PRC* (《中華人民共和國公司法》), as amended from time to time
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"CRRC"	CRRC Corporation Limited (中國中車股份有限公司), a joint stock company established in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 1766) and the A shares of which are listed on the SSE (stock code: 601766). CRRC is directly and indirectly held as to approximately 51.45% in aggregate by CRRC Group Co., Ltd. (中國中車集團有限公司) and holds the entire equity interest in CRRC ZELRI
"CRRC ZELRI"	CRRC Zhuzhou Institute Co., Ltd. (中車株洲電力機車研究所有限公司), a controlling shareholder of the Company and a wholly-owned subsidiary of CRRC
"Director(s)"	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in HKD
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Form of Proxy”	the revised form of proxy for the AGM dated 12 June 2024 accompanying this supplemental circular
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this supplemental circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the A Share(s) and/or the H Share(s)
“Shareholder(s)”	the holder(s) of Share(s)
“Supplemental Notice”	the supplemental notice convening the AGM, as set out on pages 8 to 12 of this supplemental circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent

* *All times stated in this supplemental circular refer to Hong Kong time.*

For ease of reference, the names of the PRC established companies or entities and the PRC laws and regulations have generally been included in this supplemental circular in both Chinese and English languages and in the event of inconsistency, the Chinese language shall prevail.

LETTER FROM THE BOARD



株洲中车时代电气股份有限公司

ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

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

(Stock Code: 3898)

Executive Directors:

Mr. Li Donglin (*Chairman*)

Mr. Shang Jing (*Vice Chairman*)

Independent non-executive Directors:

Mr. Gao Feng

Mr. Li Kaiguo

Mr. Zhong Ninghua

Mr. Lam Siu Fung

Registered office:

Times Road

Shifeng District

Zhuzhou

Hunan Province

PRC 412001

Principal place of business in Hong Kong:

46th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

12 June 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF
EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
2023 ANNUAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to (i) the notice of the AGM of the Company dated 5 June 2024 which sets out the time and venue of the AGM and contains the resolutions to be proposed at the AGM for Shareholders' consideration and approval; and (ii) the announcement of the Company dated 12 June 2024 in relation to, among others, the change of Directors, proposed appointment of executive Director and proposed changes in composition of Board committees of the Company.

The purpose of this supplemental circular is to provide Shareholders with (i) the resolution in relation to the proposed appointment of executive Director; and (ii) the Supplemental Notice of the AGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 12 June 2024, in relation to, among other things, the appointment of Mr. Xu Shaolong as general manager of the Company and the proposed appointment of Mr. Xu Shaolong as an executive Director of the Company, chairman and member of the science and technology innovation committee of the Board, and a member of the strategy and ESG committee of the Board.

According to the relevant provisions of the Company Law, the General Meeting Rules of Listed Companies and the Articles of Association, Shareholder(s) who hold more than 3% of the Shares of the Company individually or in aggregate may put forward their provisional proposals ten days before the annual general meeting of Shareholders.

On 11 June 2024, the Board received a provisional proposal from CRRC ZELRI (which holds approximately 41.87% of the Company's Shares) to nominate Mr. Xu Shaolong as a candidate for executive Director of the seventh session of the Board of the Company for consideration at the AGM.

According to the provisions of the Company Law and the Articles of Association, and after consideration and approval by the nomination committee and remuneration committee of the Board, the ninth meeting of the seventh session of the Board was held on 12 June 2024 for consideration and approval of (among other things): nomination of Mr. Xu Shaolong as a candidate for executive Director of the seventh session of the Board and to serve as chairman and member of the science and technology innovation committee of the Board, and member of the strategy and ESG committee of the Board. After being elected as a Director by the AGM, Mr. Xu's term of office shall end on the expiry of the term of the seventh session of the Board.

Having taking into account a wide range of diversity aspects (including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service), Mr. Xu Shaolong has furnished information to the Company, and having regard for the Company's governance and the benefits of diversity on the Board as set out in the board diversity policy, the nomination committee recommended the Board to propose to the Shareholders the appointment of Mr. Xu Shaolong as an executive Director. The Board proposes to appoint Mr. Xu Shaolong as an executive Director with a term from the date of conclusion of the AGM and ending on the expiry of the term of the seventh session of the Board, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

If the appointment of Mr. Xu Shaolong as an executive Director is approved by the Shareholders at the AGM, the Board proposes to appoint him as chairman and member of the science and technology innovation committee of the Board, and a member of the strategy and ESG committee of the Board with effect from the date of conclusion of the AGM, and his term of office shall end on the expiry of the term of the seventh session of the Board.

LETTER FROM THE BOARD

The biographical details of Mr. Xu Shaolong are set out as follows:

Mr. Xu Shaolong, aged 39, graduated from Zhejiang University in 2006 with a bachelor's degree in automation. In 2016, he graduated from Zhejiang University with a master's degree in electrical engineering. In 2023, he graduated from Central South University with a doctor's degree in transportation engineering, and is a professor level senior engineer. From August 2006 to April 2013, he was an engineer of the Company's technology center. From May 2013 to April 2014, he worked as an engineer of CRRC ZELRI research institute. From April 2014 to June 2017, he successively served as the system technology application engineer, the leader of the system technology group and the director of the transmission control department of the Company's technology center. From June 2017 to October 2020, he served as deputy director and director of the Company's rail transit technology center. He served as deputy general manager of the Company from November 2020 to January 2022. From January 2022 to July 2022, he served as the assistant general manager and general manager of industrial development division of CRRC ZELRI. From July 2022 to February 2023, he served as assistant general manager and general manager of comprehensive energy division of CRRC ZELRI. From March 2023 to June 2024, he served as deputy general manager and general manager of comprehensive energy division of CRRC ZELRI. From September 2023 to June 2024, he served as the secretary of the board of directors of CRRC ZELRI. He has been the general manager of the Company since June 2024.

Upon Mr. Xu Shaolong's election as a Director at the AGM, he will enter into a service contract with the Company for a term commencing from the date of conclusion of the AGM and ending on the expiry of the seventh session of the Board. Mr. Xu has agreed not to receive remuneration for his directorship and waived his right to receive director remuneration/allowances in accordance with the relevant policy and management requirements upon his election as a Director. Mr. Xu's salary as general manager of the Company is determined in accordance with the Company's remuneration and benefits system and the assessment results of the Company's management team. The Company will disclose the remuneration of the general manager when it is finalized, details of which will be available in the annual report of the Company to be published in due course.

Save as disclosed above and as at the date of this supplemental circular, Mr. Xu Shaolong confirmed that:

- (a) he does not hold any position with the Company and other members of the Group;
- (b) he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has no other major appointments and professional qualifications;
- (c) he does not have any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company;
- (d) he does not have any interests in any shares of the Company within the meaning of Part XV of the SFO; and
- (e) there is no further information in connection with him that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

The Company is not aware of any other matters in relation to the appointment of Mr. Xu Shaolong that need to be brought to the attention of the Shareholders.

The resolution in relation to the proposed appointment of Mr. Xu Shaolong as an executive Director will be submitted to the AGM for consideration and approval by the Shareholders by way of ordinary resolution.

III. THE AGM

The votes at the AGM will be taken by poll.

The Company will hold the AGM as originally scheduled at Room 301, Times Hotel, Times Road, Shifeng District, Zhuzhou, the PRC on Thursday, 27 June 2024 at 10:00 a.m.. The Supplemental Notice of the AGM is set out on pages 8 to 12 of this supplemental circular.

For details of other resolutions proposed to the AGM for consideration and approval as well as the closure of register of members, eligibility for attending the AGM, registration procedures of attending the AGM, appointment of proxies and other matters, please refer to the notice of the AGM of the Company dated 5 June 2024.

New Form of Proxy for appointing proxy is published together with this supplemental circular on the websites of the Company (<http://www.tec.crczic.cc>) and the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the New Form of Proxy to 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 (for holders of H Shares) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or the adjournment thereof. Completion and return of the New Form of Proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish.

Shareholders who have not completed and returned the form of proxy enclosed with the Original Circular dated 5 June 2024 (the "**Original Proxy Form**") are required to complete and return the New Form of Proxy. Under such circumstances, they are not required to return the Original Proxy Form.

Shareholders who have completed and duly returned the Original Proxy Form must pay attention to the followings:

- (a) if the New Form of Proxy is not completed and duly returned, or if the New Form of Proxy is returned later than 24 hours before the time stipulated for convening the AGM, and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid form of proxy returned by you. The proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolution duly submitted to the AGM according to this supplemental circular; and

LETTER FROM THE BOARD

- (b) if the New Form of Proxy is completed and returned not less than 24 hours before the time stipulated for convening the AGM, then the New Form of Proxy will supersede and replace the Original Proxy Form previously returned by you. The New Form of Proxy, if correctly completed, will be deemed to be the valid form of proxy returned by you.

IV. RECOMMENDATION

The Board considers that the resolution as set out in the Supplemental Notice of the AGM is in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the abovementioned proposed resolutions.

Yours faithfully,
For and on behalf of the Board
Li Donglin
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



株洲中车时代电气股份有限公司

ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

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

(Stock Code: 3898)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR YEAR 2023

Reference is made to (i) the Notice (the “**Original Notice**”) of 2023 Annual General Meeting of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) dated 5 June 2024, which sets out the time and venue of 2023 Annual General Meeting (“**AGM**”) of the Company to be held and contains the resolutions to be proposed at the AGM for Shareholders’ consideration and approval; and (ii) the announcement of the Company dated 12 June 2024 in relation to, among others, the change of Directors, the proposed appointment of executive Director and the proposed changes in composition of Board committees of the Company.

Whereas, subsequent to the publication of the Original Notice on 5 June 2024, the Board of the Company received on 11 June 2024 a provisional proposal from CRRC Zhuzhou Institute Co., Ltd. (which holds approximately 41.87% of the Shares of the Company) in relation to the nomination of Mr. Xu Shaolong as a candidate for executive Director of the seventh session of the Board for consideration at the AGM. The nomination of Mr. Xu Shaolong as an executive Director candidate for the seventh session of the Board has been considered and approved by the nomination committee, the remuneration committee and the Board of the Company, and is subject to the approval of the Shareholders by ordinary resolution at the AGM.

Supplemental notice is hereby given that the AGM of the Company will be held as originally scheduled at Room 301, Times Hotel, Times Road, Shifeng District, Zhuzhou, the People’s Republic of China (the “**PRC**”) on Thursday, 27 June 2024 at 10:00 a.m. for the Shareholders of the Company to consider and, if thought fit, pass the following supplemental resolution (in addition to the resolutions set out in the Original Notice). This supplemental notice is therefore a supplement to the Original Notice. Unless otherwise indicated, capitalised items used herein shall have the same meanings as those defined in the Company’s circular dated 5 June 2024 (the “**Original Circular**”) and the Company’s supplemental circular dated 12 June 2024 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

AS ORDINARY RESOLUTION

24. To consider and approve the resolution on the election of Mr. Xu Shaolong as an executive director of the Company.

For biographical details of Mr. Xu Shaolong, please refer to Appendix I to this supplemental notice.

Save as set out above, all the resolutions set out in the Original Notice will remain in full force and effect.

By Order of the Board
Li Donglin
Chairman

Zhuzhou, the PRC, 12 June 2024

Notes:

1. All times stated in this supplemental notice refer to Hong Kong time.
2. The votes at the AGM will be taken by poll.
3. This supplemental notice should be read in conjunction with the Original Notice, the Original Circular and the Supplemental Circular.
4. Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Circular and Original Notice for details of other resolutions to be tabled at the AGM, closure of register of members, eligibility of the AGM, registration procedures for attending the AGM, the voting arrangements, the poll procedure at the AGM and other relevant matters.
5. Form of Proxy
 - (a) The New Form of Proxy in respect of the above resolution is enclosed with the Supplemental Circular.
 - (b) Shareholders who have not completed and returned the form of proxy enclosed with the Original Circular (the “**Original Proxy Form**”) are required to complete and return the New Form of Proxy. Under such circumstances, they are not required to return the Original Proxy Form.
 - (c) Shareholders who have completed and duly returned the Original Proxy Form must pay attention to the followings:
 - (i) if the New Form of Proxy is not completed and duly returned, or if the New Form of Proxy is returned later than 24 hours before the time stipulated for convening the AGM, and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid form of proxy returned by you. The proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolution duly submitted to the AGM according to the Supplemental Circular; and
 - (ii) if the New Form of Proxy is completed and returned not less than 24 hours before the time stipulated for convening the AGM, then the New Form of Proxy will supersede and replace the Original Proxy Form previously returned by you. The New Form of Proxy, if correctly completed, will be deemed to be the valid form of proxy returned by you.
 - (d) Whether or not you intend to attend the AGM, you are requested to complete and return the New Form of Proxy to the Company’s H Share Registrar (for holders of H Shares) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or the adjournment thereof. Completion and return of the New Form of Proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

6. 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

7. 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

8. The principal place of business of the Company in Hong Kong is as follows:

46th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2189 7268

9. 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.

As at the date of this supplemental notice, our chairman of the Board and executive Director is Li Donglin, our vice chairman of the Board and executive Director is Shang Jing, and our independent non-executive Directors are Gao Feng, Li Kaiguo, Zhong Ninghua and Lam Siu Fung.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Appendix I

The biographical details of Mr. Xu Shaolong are set out as follows:

Mr. Xu Shaolong, aged 39, graduated from Zhejiang University in 2006 with a bachelor's degree in automation. In 2016, he graduated from Zhejiang University with a master's degree in electrical engineering. In 2023, he graduated from Central South University with a doctor's degree in transportation engineering, and is a professor level senior engineer. From August 2006 to April 2013, he was an engineer of the Company's technology center. From May 2013 to April 2014, he worked as an engineer of CRRC ZELRI research institute. From April 2014 to June 2017, he successively served as the system technology application engineer, the leader of the system technology group and the director of the transmission control department of the Company's technology center. From June 2017 to October 2020, he served as deputy director and director of the Company's rail transit technology center. He served as deputy general manager of the Company from November 2020 to January 2022. From January 2022 to July 2022, he served as the assistant general manager and general manager of industrial development division of CRRC ZELRI. From July 2022 to February 2023, he served as assistant general manager and general manager of comprehensive energy division of CRRC ZELRI. From March 2023 to June 2024, he served as deputy general manager and general manager of comprehensive energy division of CRRC ZELRI. From September 2023 to June 2024, he served as the secretary of the board of directors of CRRC ZELRI. He has been the general manager of the Company since June 2024.

Upon Mr. Xu Shaolong's election as a Director at the AGM, he will enter into a service contract with the Company for a term commencing from the date of conclusion of the AGM and ending on the expiry of the seventh session of the Board. Mr. Xu has agreed not to receive remuneration for his directorship and waived his right to receive director remuneration/allowances in accordance with the relevant policy and management requirements upon his election as a Director. Mr. Xu's salary as general manager of the Company is determined in accordance with the Company's remuneration and benefits system and the assessment results of the Company's management team. The Company will disclose the remuneration of the general manager when it is finalized, details of which will be available in the annual report of the Company to be published in due course.

Save as disclosed above and as at the date of this supplemental notice, Mr. Xu Shaolong confirmed that:

- (a) he does not hold any position with the Company and other members of the Group;
- (b) he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has no other major appointments and professional qualifications;
- (c) he does not have any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (d) he does not have any interests in any shares of the Company within the meaning of Part XV of the SFO; and
- (e) there is no further information in connection with him that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

The Company is not aware of any other matters in relation to the appointment of Mr. Xu Shaolong that need to be brought to the attention of the Shareholders.