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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)

NOTICE OF ANNUAL GENERAL MEETING FOR YEAR 2023

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) for year 2023 will be held 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 resolutions. 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 “**Circular**”).

AS ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the Company’s 2023 annual report and its summary.
2. To consider and approve the resolution on the Company’s 2023 final accounts report.
3. To consider and approve the resolution on the 2023 work report of the board of directors of the Company.
4. To consider and approve the resolution on the 2023 work report of the supervisory committee of the Company.
5. To consider and approve the resolution on the 2023 profit distribution plan of the Company.
6. To consider and approve the resolution on the appointment of auditors for 2024.
7. To consider and approve the resolution on the 2024 bank credit lines applications.
8. To consider and approve the resolution on the remuneration of the directors of the Company for 2023.
9. To consider and approve the resolution on the remuneration of the supervisors of the Company for 2023.
10. To consider and approve the resolution on estimations on ordinary related party transactions between the Company and CRRC Corporation Limited in relation to the leasing of properties and ancillary equipment and facilities for 2025-2027.

11. To consider and approve the amendments to the terms of reference of the independent non-executive directors of the Company.
12. To consider and approve the amendments to the “Rules of Procedures for the General Meetings of the Company”.
13. To consider and approve the amendments to the “Rules of Procedures for the Meetings of the Board of Directors of the Company”.
14. To consider and approve the amendments to the “Rules of Procedures for the Meetings of the Supervisory Committee of the Company”.
15. To consider and approve the amendments of the “Management Policy for External Guarantees of the Company”.
16. To consider and approve the amendments of the “Management Policy for Related Party Transactions of the Company”.
17. To consider and approve the amendments of the “Management Policy for External Investments of the Company”.
18. To consider and approve the amendments of the “Management Policy for A Shares Proceeds of the Company”.
19. To consider and approve the amendments of the “Policy for Preventing the Controlling Shareholders, Actual Controllers and Related Parties from Appropriating Funds of the Company”.
20. To consider and approve the resolution on the election of Ms. Feng Xiaoyun as an independent non-executive director of the Company.

AS SPECIAL RESOLUTIONS

21. To consider and approve:
 - (a) the grant of an unconditional general mandate to the Board to, with reference to market conditions and in accordance with the needs of the Company, separately or concurrently issue, allot and deal with, by share capital or equity-linked instruments (as defined below), new Shares not exceeding 20% of each of the issued domestic shares (A Shares) and/or overseas listed foreign shares (H Shares) of the Company at the time of passing this resolution at the general meeting of the Company (the “**Issue Mandate**”). Issuance of A Shares will be subject to the approval procedures and disclosure obligations pursuant to the applicable PRC laws and regulations at the material time.

- (b) details of the Issue Mandate include but are not limited to the following matters:
- (i) to formulate and implement the detailed issue proposal which includes, without limitation, the class of new shares to be issued, the pricing mechanism and/or the issue price (including a price range), the number of shares to be issued, the target subscribers and the use of proceeds; to determine the timing of the issue and the period of the issue, and to decide whether to place to existing shareholders or not.
 - (ii) to consider, approve and execute, on behalf of the Company, agreements relating to the issue, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries.
 - (iii) to consider, approve and execute, on behalf of the Company, documents relating to the issue which shall be submitted to the relevant regulatory authorities; to fulfill the relevant approval procedures in accordance with the requirements of the regulatory authorities and requirements at the places where the Company is listed.
 - (iv) to make necessary amendments to the relevant agreements and documents in items (ii) and (iii) above in accordance with the requirements of domestic and foreign regulatory authorities.
 - (v) to affix the seal of the Company on the agreements and statutory documents relating to the issue.
 - (vi) to engage intermediaries in connection with the issue and to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, expedient or relevant to the issue.
 - (vii) to approve the increase of the registered capital of the Company, make relevant amendments to the articles of association of the Company (the “**Articles of Association**”) relating to the total share capital and shareholding structure, and to carry out the statutory registration and filing procedures within and outside the PRC, after the issue of the new Shares.

Except that the Board may make or grant offers, agreements, or options during the Relevant Period in relation to the issue of A Shares and/or H Shares, which might require further promotion or implementation after the end of the Relevant Period, the period of the above mandate shall not exceed the Relevant Period. The relevant period (the “**Relevant Period**”) means the period from the date of passing this resolution by a special resolution at the AGM until whichever is the earliest of:

- (i) the conclusion of the 2024 annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution by a special resolution at the AGM; or

- (iii) the date on which the authorises set out in this resolution are revoked or varied by a special resolution at any general meeting of the Company.

For the purpose of this resolution, “equity-linked instruments” include bonds that may be converted or exchanged into A Shares and/or H Shares, options or other derivatives.

22. To consider and approve:

- (a) the grant of a general mandate to the Board to repurchase H Shares, and authorize the Board to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue on the date which this resolution is passed in accordance with the applicable laws and regulations, the Articles of Association, the requirements of the securities regulators of the places where the Shares are listed and any other relevant government or regulatory authorities of the PRC and with reference to market conditions, based on funding arrangements and in accordance with the needs of the Company (the “**Repurchase Mandate**”).
- (b) the authorities in relation to the Repurchase Mandate granted the Board include but are not limited to the following matters:
 - (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;
 - (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, the 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.

If the relevant special resolution set out in the respective notices of AGM and the Class Meetings is passed, the Board will be granted the Repurchase Mandate until the earlier of:

- (i) the conclusion of the 2024 annual general meeting of the Company; or
 - (ii) the date on which the authorities set out in the relevant special resolution are revoked or varied by special resolutions by the Shareholders at any general meeting of the Company, the class meeting of holders of A Shares (if applicable) and the class meeting of holders of H Shares (if applicable), respectively.
23. Approve the proposed amendments to the Articles of Association as set out in the Circular, and that the directors of the Company 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.

By Order of the Board
Li Donglin
Chairman

Zhuzhou, the PRC, 5 June 2024

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 Monday, 24 June 2024 to Thursday, 27 June 2024 (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 Friday, 21 June 2024.
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 Friday, 21 June 2024 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:

46th Floor
Hopewell Centre
183 Queen's Road East 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.

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 Director is Shang Jing, and our independent non-executive Directors are Gao Feng, Li Kaiguo, Zhong Ninghua and Lam Siu Fung.