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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CRRC Corporation Limited**, you should at once hand this circular and the enclosed new form of proxy to the purchaser or the transferee or to the bank, licensed dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**中國中車股份有限公司**  
**CRRC CORPORATION LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 1766)**

**PROPOSED APPOINTMENT OF DIRECTOR;  
AND  
SUPPLEMENTAL NOTICE OF 2019 FIRST EXTRAORDINARY  
GENERAL MEETING**

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A supplemental notice of the EGM of the Company, as originally scheduled to be held at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 24 December 2019 is set out on page 7 of this circular.

Shareholders who intend to attend the EGM by proxy and vote on the resolution as set out in the supplemental notice of the EGM are required to complete the enclosed New Form of Proxy in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof in any event. Completion and return of the New Form of Proxy will not preclude you from attending, and voting at, the EGM or any adjourned meeting if you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange (Stock Code: 601766)
“A Shareholder(s)”	holder(s) of A Shares
“Articles of Association”	the Articles of Association of the Company
“Board”	the Board of Directors of the Company
“Company” or “CRRC”	CRRC Corporation Limited, a joint stock limited company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“CRRC GROUP”	CRRC GROUP Co., Ltd. (中國中車集團有限公司), a large-scale wholly state-owned enterprise and controlling Shareholder of the Company
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 24 December 2019
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in HK dollars (Stock Code: 1766)
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	5 December 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New Form of Proxy”	the revised form of proxy that is dated 9 December 2019 and is enclosed in this circular
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)

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## LETTER FROM THE BOARD

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# 中國中車股份有限公司 CRRC CORPORATION LIMITED

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

**(Stock code: 1766)**

***Executive Directors:***

Mr. Liu Hualong  
Mr. Sun Yongcai

***Non-executive Director:***

Mr. Liu Zhiyong

***Independent Non-executive Directors:***

Mr. Li Guo'an  
Mr. Wu Zhuo  
Mr. Sun Patrick

***Registered office:***

No. 16, Central West Fourth Ring Road  
Haidian District  
Beijing, the PRC  
Postal code: 100036

***Place of Business in Hong Kong:***

Unit H, 41/F  
Office Tower, Convention Plaza  
No. 1, Harbour Road  
Hong Kong

*To the H Shareholders*

Dear Sir or Madam,

### **PROPOSED APPOINTMENT OF DIRECTOR; AND SUPPLEMENTAL NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

Reference is made to the notice of the EGM of the Company dated 8 November 2019 which sets out the time and venue of the EGM and contains the resolution to be proposed at the EGM for Shareholders' consideration and approval. The purpose of this circular is to provide Shareholders with (i) the resolution in relation to the election of director for the second session of the Board of the Company; and (ii) the supplemental notice of the EGM.

#### **2. THE RESOLUTION IN RELATION TO THE ELECTION OF DIRECTOR FOR THE SECOND SESSION OF THE BOARD OF THE COMPANY**

The Board of the Company has received a written resignation report from Mr. Xu Zongxiang, the executive Director of the Company. In accordance with the relevant laws and regulations, regulatory documents and the provisions of Articles of Association, the Board of Director nominated Mr. Lou Qiliang and proposed to elect him as the executive Director for the second session of the Board of the Company, with the term of office commencing from the date of being considered and approved at the EGM to the expiry of the term of office of the second session of the Board of the Company.

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## LETTER FROM THE BOARD

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The biographical details of Mr. Lou Qiliang are as follows:

Mr. Lou Qiliang (樓齊良), alias Lou Suidong (樓綏東), born in 1963, a Chinese national with no right of abode overseas, is a holder of bachelor's degree and a professorate senior engineer. He serves as a deputy secretary of the Party Committee of the Company, and as a deputy secretary of the Party Committee and an employee representative director of CRRC Group. Mr. Lou once served as the deputy head, head and deputy secretary of the Party Committee of CSR Group Nanjing Puzhen Rolling Stock Factory (中國南車集團南京浦鎮車輛廠), as well as the executive director, general manager and deputy secretary of the Party Committee of CSR Nanjing Puzhen Rolling Stock Co., Ltd. (南車南京浦鎮車輛有限公司), and a standing member of the Party Committee of CSR Group (中國南車集團公司). From October 2012 to May 2015, he served as a vice president and a standing member of the Party Committee of CSR Corporation Limited. He has served as a standing member of the Party Committee of the Company since May 2015. From June 2015 to October 2019, he served as a vice president of the Company. He has been serving as a deputy secretary of the Party Committee of the Company since October 2019. Mr. Lou obtained the Senior Professional Manager qualification awarded by China Enterprise Confederation (中國企業聯合會) and China Enterprise Directors Association (中國企業家協會).

Mr. Lou Qiliang is qualified as an executive Director as stipulated in the laws and regulations and regulatory documents such as the Company Law as well as the Articles of Association. Currently, the remuneration of executive Directors is determined according to the relevant measures and regulations promulgated by the State-owned Asset Supervision and Administration Commission of the State Council. The Remuneration and Evaluation Committee of the Board makes recommendations to the Board on the remuneration policy and structure of the executive Directors. Annual salary of executive Directors includes basic salary and performance bonus. The amount of the performance bonus is based on the annual assessment results of the Company

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed in this circular, Mr. Lou Qiliang did not hold any other positions in the Company or any of its subsidiaries and held no directorship in other public companies for the past three years, the shares of which are listed on the securities market of Hong Kong or any overseas securities market, had no relationship with any directors, senior management officer, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date and had no interest in any shares of the Company as defined in Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, as far as the Directors are aware and saved as disclosed in this circular, there is no information that is required to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules or other matter in relation to Mr. Lou Qiliang that needs to be brought to the attention of the Shareholders.

The above resolution in relation to the election of Mr. Lou Qiliang as the Director for the second session of the Board of the Company was considered and approved by the second session of the Board of the Company at its 15th meeting held on 5 December 2019 and is hereby submitted to the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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### 3. EGM

The Company will hold the EGM as originally scheduled at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 24 December 2019. The supplemental notice of the EGM is set out on page 7 of this circular.

For details of other resolution proposed to the EGM for consideration and approval as well as the closure of register of members, eligibility for attending the EGM, registration procedures of attending the EGM, appointment of proxies and other matters, please refer to the notice of the EGM of the Company dated 8 November 2019.

Shareholders who intend to appoint a proxy to attend the EGM and vote on the resolution as set out in the supplemental notice of the EGM shall complete the enclosed New Form of Proxy in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof in any event. Completion and return of the New Form of Proxy will not preclude you from attending, and voting at, the EGM or at any adjourned meeting if you so wish.

Shareholders who have not completed and returned the form of proxy enclosed with the circular dated 8 November 2019 (the "**Old Proxy Form**") and wish to attend the EGM by proxy are required to complete and return the New Form of Proxy. Under such circumstances, they are not required to return the Old Proxy Form.

Shareholders who have completed and duly returned the Old 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 EGM, and the Old Proxy Form has been correctly completed and returned, then the Old Proxy Form will be deemed as the valid form of proxy returned by you. The representative 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 EGM; and
- (b) if the New Form of Proxy is completed and returned not less than 24 hours before the time stipulated for convening the EGM, then the New Form of Proxy will supersede and replace the Old 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.

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## LETTER FROM THE BOARD

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### 4. VOTING BY WAY OF POLL

In accordance with the provisions of the Hong Kong Listing Rules, the resolution as set out in the supplemental notice of the EGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at [www.crrgc.cc](http://www.crrgc.cc) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the EGM.

### 5. RECOMMENDATIONS

The Directors (including independent non-executive Directors) consider that the resolution as set out in the supplemental notice of the EGM is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the abovementioned proposed resolution.

Yours faithfully,  
By order of the Board of  
**CRRC Corporation Limited**  
**Liu Hualong**  
*Chairman*

9 December 2019



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## SUPPLEMENTAL NOTICE OF THE EGM

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### 中國中車股份有限公司 CRRC CORPORATION LIMITED

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock code: 1766)

#### SUPPLEMENTAL NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the Notice (the “**Notice**”) of the 2019 first extraordinary general meeting of CRRC Corporation Limited (the “**Company**”) dated 8 November 2019, which sets out the time and venue of the 2019 first extraordinary general meeting (“**EGM**”) of the Company to be held and contains the resolution to be proposed at the EGM for Shareholders’ consideration and approval. Supplemental notice is hereby given that the EGM of the Company will be held as originally scheduled at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 24 December 2019 for the purpose of considering and approving, if appropriate, the following resolution (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 8 November 2019):

#### ORDINARY RESOLUTION

2. To consider and approve the resolution in relation to the election of director for the second session of the Board of the Company.

By order of the Board  
**CRRC Corporation Limited**  
**Liu Hualong**  
*Chairman*

9 December 2019

#### *Notes:*

1. Details of the above resolution is set out in the circular of the Company dated 9 December 2019 (the “**Circular**”).
2. The New Form of Proxy in respect of the above resolution is enclosed with the Circular.
3. For details of other resolution to be proposed for consideration and approval by the EGM and information on the closure of register of members, eligibility to attend the EGM, registration procedures for attending the EGM, appointment of proxy and other matters, please refer to the notice of EGM of the Company dated 8 November 2019.