
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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
NOTICE OF 2024 FIRST EXTRAORDINARY
GENERAL MEETING

A notice convening the EGM of CRRC Corporation Limited to be held at Conference Room 515 of the Company, No. 16-5 Central West Fourth Ring Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m). on Tuesday, 19 March 2024 is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM. If you intend to attend the EGM by proxy, you are required to complete the enclosed 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 form of proxy will not preclude you from attending, and voting at, the EGM or at any adjourned meeting if you so wish.

28 February 2024

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DEFINITIONS

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 CRRC Corporation Limited, as amended from time to time
“Board”	the board of directors of the Company
“Company”	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 the controlling Shareholder of the Company
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at Conference Room 515 of the Company, No. 16-5 Central West Fourth Ring Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 19 March 2024
“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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	23 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)
“%”	per cent

Note: In this circular, the English names of the PRC entities are translations of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD

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. Sun Yongcai
Mr. Wang An

Non-executive Director:

Mr. Jiang Renfeng

Independent Non-executive Directors:

Mr. Shi Jianzhong
Mr. Weng Yiran
Mr. Ngai Ming Tak

Registered office:

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

Place of Business in Hong Kong:

Room 4601, 46/F
Office Tower Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

28 February 2024

To the H Shareholders

Dear Sir or Madam

PROPOSED APPOINTMENT OF DIRECTOR AND NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

On behalf of the Board, I hereby invite you to attend the EGM to be held at Conference Room 515 of the Company, No. 16-5 Central West Fourth Ring Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 19 March 2024.

The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolution at the EGM.

2. PROPOSED APPOINTMENT OF DIRECTOR

The Board currently consists of six Directors. According to the relevant laws and regulations, regulatory documents and the provisions of the Articles of Association, it is proposed to appoint an additional Director, and Mr. Ma Yunshuang is now nominated as the candidate for executive Director of the third session of the Board, 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 third session of the Board of the Company.

LETTER FROM THE BOARD

The biographical details of Mr. Ma Yunshuang are as follows:

Mr. Ma Yunshuang, born in 1971, a Chinese national with no right of abode overseas, is a holder of doctoral degree, professorate senior engineer, a deputy secretary of the party committee and the president of the Company. He also serves as a deputy secretary of the party committee, director and general manager of CRRC GROUP. Mr. Ma previously served as the deputy general manager, vice chairman, general manager and deputy secretary of the party committee of CSR Qingdao Sifang Co., Ltd., and a director, general manager, deputy secretary of the party committee of CRRC Qingdao Sifang Co., Ltd. Since October 2019, he served as a member of the standing committee of the party committee and vice president of the Company. Since July 2020, he has served as a standing member of the party committee of CRRC GROUP. Since January 2024, he has served as the deputy secretary of the party committee and director of CRRC GROUP. Since February 2024, he has served as the general manager of CRRC GROUP. Since February 2024, he has served as a deputy secretary of the party committee and the president of the Company.

Mr. Ma Yunshuang 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. The remuneration of Mr. Ma Yunshuang serving as an executive Director, the president and deputy secretary of the party committee of the Company shall be determined in accordance with relevant measures and regulations issued by SASAC. When the remuneration is determined, the Company will make disclosure, the details of which will be available in the annual report to be published by the Company in due course.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed in this circular, Mr. Ma Yunshuang did not hold any other positions with the Company or any of its subsidiaries and did not hold any directorships in other public companies with securities listed on any securities market in Hong Kong or overseas in the last three years. He did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company as at the Latest Practicable Date and did not have any interest in any shares of the Company as defined in Part XV of the SFO.

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

The above resolution in relation to the election of Mr. Ma Yunshuang as an executive Director was considered and approved by the third session of the Board of the Company at its 21st meeting held on 22 February 2024 and is hereby submitted to the EGM for consideration and approval.

LETTER FROM THE BOARD

3. EGM

If you intend to attend the EGM by proxy, you are required to complete the enclosed 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. The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555). Completion and return of the form of proxy will not preclude you from attending, and voting at, the EGM or any adjourned meeting if you so wish.

4. VOTING BY WAY OF POLL

In accordance with the requirements of the Hong Kong Listing Rules, the resolution set out in the notice of the EGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at www.crrcgc.cc and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

5. RECOMMENDATION

The Directors (including independent non-executive Directors) consider that the resolution as set out in the 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 above proposed resolution.

Yours faithfully,
By order of the Board of
CRRC Corporation Limited
Sun Yongcai
Chairman

NOTICE OF THE EGM

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “EGM”) of CRRC Corporation Limited (the “**Company**”) will be held at Conference Room 515 of the Company, No. 16-5 Central West Fourth Ring Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 19 March 2024 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 28 February 2024):

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the addition of a Director for the third session of the Board of the Company.

By order of the Board
CRRC Corporation Limited
Sun Yongcai
Chairman

28 February 2024

Notes:

1. Details of the above resolution is set out in the circular dated 28 February 2024 regarding the EGM of the Company.
2. In accordance with the requirements of the Hong Kong Listing Rules, the resolution set out in the notice of the EGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at www.crrcgc.cc and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.
3. Any Shareholder who is entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder of the Company.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authorization document, if any, under which it is signed, or a notarially certified copy of such power of attorney or authorization document, should be completed and deposited at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders), at least 24 hours before the scheduled time to convene the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the EGM or any adjourned meeting thereof should he/she so wish.

NOTICE OF THE EGM

5. For the purpose of determining H Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Thursday, 14 March 2024 to Tuesday, 19 March 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 13 March 2024. H Shareholders whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited on or before the above date will be eligible to attend the EGM.
6. In the case of joint shareholding and more than one joint shareholder is attending the EGM in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, will be accepted as the sole vote cast on behalf of all other joint shareholders. For this purpose, the order of seniority will be determined by the order in which the names of the joint shareholders appear in the register of members of the Company in respect of the joint shareholding.
7. The EGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the EGM.