
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, the enclosed form of proxy and reply slip for attending the EGM 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 SUPERVISOR
AND
NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of CRRC Corporation Limited 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 pages 6 to 7 of this circular.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 4 December 2019.

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.

8 November 2019

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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 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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	3 November 2019, 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, 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
“SSE”	the Shanghai Stock Exchange
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)

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. Liu Hualong
Mr. Sun Yongcai
Mr. Xu Zongxiang

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

8 November 2019

To the H Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF SUPERVISOR AND NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

On behalf of the Board, I hereby invite you to attend the EGM 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.

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. THE RESOLUTION IN RELATION TO THE ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE COMPANY

The Supervisory Committee of the Company has received a written resignation report from the supervisor of the Company, Mr. Wan Jun. Since the resignation of Mr. Wan Jun will lead to a lower number of supervisors than the statutory minimum number, Mr. Wan Jun's resignation will take effect after the re-election of new supervisor in accordance with the relevant provisions of the Company Law and the Articles of Association. During this period, Mr. Wan Jun will continue to perform his corresponding duties. In compliance with

LETTER FROM THE BOARD

the relevant laws and regulations, regulatory documents and the provisions of Articles of Association, the Supervisory Committee of the Company nominated Mr. Chen Xiaoyi as the candidate for the position of shareholder representative supervisor of the second session of the Supervisory Committee, 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 Supervisory Committee of the Company.

The biographical details of Mr. Chen Xiaoyi are as follows:

Mr. Chen Xiaoyi (陳曉毅), born in 1963, a Chinese national with no right of adobe overseas, is a holder of university degree and is a senior engineer, the head of the legal affairs department of the Company. Mr. Chen also serves as the employee representative supervisor and head of the legal affairs department of CRRC GROUP. He used to serve as the deputy director and director of the forging department, head of the business planning office and the planning management office of Beijing Erqi Locomotive Factory (北京二七機車廠), senior engineer of the integrated management department and senior engineer and head assistant of the enterprise management department of China Northern Locomotive & Rolling Stock Industry (Group) Corporation (中國北方機車車輛工業集團有限公司), deputy head and head of the legal affairs department of China CNR Corporation Limited (中國北車股份有限公司). Mr. Chen served as the head of legal affairs department of the Company for the period from June 2015 to November 2017 and deputy head (minister level) of the legal affairs department of the Company, deputy head (minister level) of the legal affairs department and employee representative supervisor of CRRC GROUP for the period from November 2017 to September 2018. Mr. Chen has been serving as the head of the legal affairs department of the Company, head of the legal affairs department and employee representative supervisor of CRRC GROUP since September 2018.

Mr. Chen Xiaoyi is qualified as a shareholder representative supervisor as stipulated in the laws and regulations and regulatory documents such as the Company Law as well as the Articles of Association. His remuneration is managed in accordance with the remuneration system for the employees in the head office of the Company, which implements the employee remuneration management rules for the head office.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed in this circular, Mr. Chen Xiaoyi 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, has no relationship with any directors, senior management officer or, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date and has 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 rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules or other matter in relation to Mr. Chen Xiaoyi that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

The above resolution in relation to the election of Mr. Chen Xiaoyi as the shareholder representative supervisor was considered and approved by the second session of the Supervisory Committee of the Company at its 10th meeting held on 30 October 2019 and is hereby submitted to the EGM for consideration and approval.

3. EGM

The details of the matters to be considered at the EGM are described in detail in the notice of the EGM set out in pages 6 to 7 of this circular. At the EGM, the resolution in relation to the election of shareholder representative supervisor of the Company will be proposed for approval as ordinary resolution.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 4 December 2019.

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, Wan Chai, 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
Liu Hualong
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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “EGM”) of CRRC Corporation Limited (the “**Company**”) will 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 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

1. To consider and approve the resolution in relation to the election of shareholder representative supervisor of the Company

By order of the Board
CRRC Corporation Limited
Liu Hualong
Chairman

8 November 2019

Notes:

1. Details of the above resolution is set out in the circular dated 8 November 2019 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, Wan Chai, 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.
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 Saturday, 23 November 2019 to Tuesday, 24 December 2019 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM,

NOTICE OF 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 22 November 2019. 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. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, by hand, by post or by fax on or before Wednesday, 4 December 2019. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
8. 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.