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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 DIRECTORS;
PROPOSED APPOINTMENT OF AUDITORS FOR 2020;
AND
SUPPLEMENTAL NOTICE OF
2019 ANNUAL GENERAL MEETING

A supplemental notice of the AGM 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 Thursday, 18 June 2020 is set out on pages 8 to 9 of this circular.

Shareholders who intend to attend the AGM by proxy and vote on the resolutions as set forth in the supplemental notice of the AGM 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, but in any event not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the New Form of Proxy will not preclude you from attending, and voting at the AGM or any adjourned meeting thereof in person if you so wish.

1 June 2020

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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 RMB 1.00 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
“AGM”	the annual 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 Thursday, 18 June 2020
“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 SSE, respectively
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Director(s)”	the director(s) of the Company
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	25 May 2020, 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 dated 1 June 2020 attached to 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
“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. Lou Qiliang

Registered office:

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

Independent Non-executive Directors:

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

Place of Business in Hong Kong:

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

1 June 2020

To the H Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS;
PROPOSED APPOINTMENT OF AUDITORS FOR 2020;
AND
SUPPLEMENTAL NOTICE OF
2019 ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to (i) the notice of the AGM of the Company dated 24 April 2020 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 25 May 2020 in relation to the proposed change of auditors.

The purpose of this circular is to provide Shareholders with (i) the resolution in relation to the addition of directors for the second session of the Board of the Company; (ii) the resolution in relation the appointment of auditors of the Company for 2020; and (iii) the supplemental notice of the AGM.

2. PROPOSED APPOINTMENT OF DIRECTORS

The Board of the Company is currently comprised of 6 Directors. In accordance with the relevant laws and regulations, regulatory documents and the provisions of the Articles of Association, it is proposed to add 2 Directors. Mr. Shi Jianzhong and Mr. Zhu Yuanchao are nominated as the candidates for independent non-executive Directors for the second session

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of the Board of the Company, both with the term of office commencing from the date of being considered and approved at the AGM to the expiry of the term of office of the second session of the Board of the Company.

The biographical details of Mr. Shi Jianzhong are as follows:

Mr. Shi Jianzhong (史堅忠), born in 1957, a Chinese national with no right of abode overseas, is a holder of doctorate degree and a senior engineer (researcher level). He is currently an external director of China Electronics Technology Group Corporation Limited (中國電子科技集團有限公司), a vice chairman of China-Russia Commercial Aircraft International Co., Ltd. (中俄國際商用飛機有限責任公司) and a director of Aero Engine Corporation of China (中國航空發動機集團有限公司). Mr. Shi was a deputy general manager of Nanchang Hongdu Aviation Industry Group Company (南昌洪都航空工業集團公司), a deputy chief engineer of China Aviation Industry Corporation II (中國航空工業第二集團公司), a deputy general manager and a member of the Party Group of China Aviation Industry Corporation II, the assistant to the governor of Guizhou Province (temporary position for one year), and a deputy general manager and a member of the Party Committee of Commercial Aircraft Corporation of China, Ltd. (中國商用飛機有限責任公司).

The biographical details of Mr. Zhu Yuanchao are as follows:

Mr. Zhu Yuanchao (朱元巢), born in 1956, a Chinese national with no right of abode overseas, is a holder of postgraduate degree at the Party School of the Central Committee of CPC (中共中央黨校) and a senior engineer (researcher level). He is currently an external director of China Huaneng Group Co., Ltd. (中國華能集團有限公司) and an independent director of China First Heavy Industries Co., Ltd. (中國第一重型機械股份公司). Mr. Zhu was a deputy general manager, a deputy general manager and a member of the Party Group of Dongfang Electric Group Corporation (中國東方電氣集團公司), a member of the Party Group of Dongfang Electric Corporation (中國東方電氣集團有限公司), a director and a senior vice president of Dongfang Electric Co., Ltd. (東方電氣股份有限公司), a deputy general manager and a member of the Party Group of Dongfang Electric Corporation, and a director of Dongfang Electric Co., Ltd.

Mr. Shi Jianzhong and Mr. Zhu Yuanchao are both qualified as an independent non-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 eligibilities of Mr. Shi Jianzhong and Mr. Zhu Yuanchao as candidates for independent non-executive Directors have been reviewed by the SSE without objection. The abovementioned candidates of independent non-executive Directors have confirmed that they have met the criteria for independence in Rule 3.13 of the Hong Kong Listing Rules. The Board has assessed the independence of the candidates and considers them to be in compliance with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent persons under such guidelines.

The Board and the nomination committee have followed the procedures for election of Directors, Director nomination policy, Board diversity policy in the Articles of Association and the development strategy of the Company and considered various factors including but not limited to age, cultural and educational background, professional experience, skills,

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knowledge and service tenure of the candidates during the proposal of appointment of the above two candidates as independent non-executive Directors of the Company. Based on the capabilities and experience demonstrated in the biographical details, the Board is of the view that the two candidates will provide objective, independent and sufficient opinions and analysis on matters regarding operation and development of the Company, which in turn promote the effective operation of the Board and Board diversity.

Currently, the remuneration of the independent non-executive Directors is determined based on the criteria adopted by the Company according to the relevant requirements of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. The annual remuneration of the independent non-executive Directors includes work allowance or basic remuneration and meeting attendance allowance.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed in this circular, the above Directors candidates did not hold any other positions in the Company or any of its subsidiaries and held no directorship in other public companies the shares of which are listed on the securities market of Hong Kong or any overseas securities market for the past three years. As at the Latest Practicable Date, they had no relationship with any Directors, senior management officer, substantial shareholders or controlling shareholders of the Company 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 the above Directors candidates that needs to be brought to the attention of the Shareholders.

The above resolution in relation to the addition of directors for the second session of the Board of the Company was considered and approved at the eighteenth meeting of the second session of the Board of the Company on 29 April 2020 and is hereby proposed to the AGM for consideration and approval.

3. PROPOSED APPOINTMENT OF AUDITORS FOR 2020

Pursuant to the requirements of the relevant laws and regulations and the Articles of Association, the Company is required to appoint an accounting firm to audit the annual financial reports of the Company in accordance with the applicable accounting standards as well as an accounting firm to audit the effectiveness of the internal control of the Company.

In 2019, the Company engaged Deloitte Touche Tohmatsu Certified Public Accountants LLP (“**Deloitte Touche Tohmatsu LLP**”) and Deloitte Touche Tohmatsu (“**Deloitte Touche Tohmatsu**”, together with Deloitte Touche Tohmatsu LLP, “**Deloitte**”) as the financial reports auditors of the Company for 2019 and Deloitte Touche Tohmatsu LLP as the internal control auditors of the Company for 2019. The Company adopted and prepared its financial statements required to be disclosed by the securities regulatory authorities where the Company’s Shares are listed in accordance with China Accounting Standards for Business Enterprises only. Deloitte Touche Tohmatsu LLP has audited the annual financial statements for 2019 of the Company prepared in accordance with China Accounting Standards for

LETTER FROM THE BOARD

Business Enterprises pursuant to the Auditing Standards for Certified Public Accountants of the PRC and issued an audit opinion. The audit report was disclosed in the 2019 annual report prepared and disclosed by the Company in accordance with the Hong Kong Listing Rules. Deloitte Touche Tohmatsu has audited the financial statements for 2019 of the Company prepared in accordance with the International Financial Reporting Standards for the purpose of the provision of relevant accounts to bondholders due to the issuance of H Shares convertible bonds pursuant to Hong Kong Standard on Auditing and issued an audit opinion. In view of the maturity of the H Shares convertible bonds of the Company in February 2021, the Company needs not prepare accounts in accordance with the International Financial Reporting Standards and engage an accounting firm for audit thereof for 2020.

According to the relevant requirements of the Ministry of Finance and the State-owned Assets Supervision and Administration Commission of the PRC in relation to the rotation of accounting firms undertaking audit of final financial accounts of central enterprises, in order to ensure the independence and objectivity of the audit work of the Company, considering the needs of the Company's actual situation and its business development, the Company proposed not to appoint Deloitte as the financial reports auditors of the Company for 2020. In addition, the Company proposed not to appoint Deloitte Touche Tohmatsu LLP as the internal control auditors of the Company for 2020.

The Company proposed to appoint KPMG Huazhen LLP as the financial reports auditors and the internal control auditors of the Company for 2020. In addition, it is proposed to the AGM to authorize the Board of the Company to determine their remuneration and relevant matters.

The above resolution in relation to the appointment of auditors of the Company for 2020 was considered and approved by the audit and risk management committee of the Board and at the nineteenth meeting of the second session of the Board of the Company on 25 May 2020 and is hereby proposed to the AGM for consideration and approval.

4. AGM

The Company will hold the AGM 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. on Thursday, 18 June 2020 (registration will begin at 1:30 p.m.). The supplemental notice of the AGM is set out on pages 8 to 9 of this 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 24 April 2020.

Shareholders who intend to appoint a proxy to attend the AGM and vote on the resolutions set out in the supplemental notice of the AGM 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, but in any event not less than 24 hours before the time

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stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the New Form of Proxy will not preclude you from attending, and voting at the AGM or at any adjourned meeting thereof in person if you so wish.

Shareholders who have not completed and returned the form of proxy enclosed with the circular dated 24 April 2020 (the “**Old Proxy Form**”) and wish to attend the AGM 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 AGM, 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 proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolutions duly submitted to the AGM according to this circular; and
- (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 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.

5. VOTING BY WAY OF POLL

In accordance with the provisions of the Hong Kong Listing Rules, the resolutions set out in the supplemental notice of the AGM 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 AGM.

6. RECOMMENDATIONS

The Directors (including independent non-executive Directors) consider that the resolutions as set out in the supplemental notice of the AGM 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 resolutions.

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

SUPPLEMENTAL NOTICE OF AGM

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 ANNUAL GENERAL MEETING

Reference is made to the Notice (the “**Notice**”) of 2019 Annual General Meeting of CRRC Corporation Limited (the “**Company**”) dated 24 April 2020, which sets out the time and venue of 2019 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. Supplemental notice is hereby given that the AGM 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 Thursday, 18 June 2020 for the purpose of considering and approving, if appropriate, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 June 2020):

ORDINARY RESOLUTIONS

13. To consider and approve the resolution in relation to the addition of Directors for the second session of the Board of the Company:
 - 13.1 To consider and approve the election of Mr. Shi Jianzhong as an independent non-executive Director
 - 13.2 To consider and approve the election of Mr. Zhu Yuanchao as an independent non-executive Director
14. To consider and approve the resolution in relation to appointment of auditors of the Company for 2020

By order of the Board
CRRC Corporation Limited
Liu Hualong
Chairman

Beijing, the PRC
1 June 2020

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 1 June 2020 (“**Circular**”).
2. The New Form of Proxy in respect of the above resolutions is enclosed with the Circular.
3. For details of other resolutions to be proposed for consideration and approval by the AGM and information on the closure of register of members during which no transfer of shares will be effected, eligibility to attend the AGM, registration procedures for attending the AGM, appointment of proxy and other matters, please refer to the Notice of AGM of the Company dated 24 April 2020.

SUPPLEMENTAL NOTICE OF AGM

4. In the event that the prevention and control of the novel coronavirus pneumonia pandemic continues at the time of the AGM, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends H Shareholders and their proxies intending to attend the AGM to vote by completing and submitting form of proxy, i.e. to indicate how you wish your votes to be cast in the form of proxy, and appoint the Chairman of the AGM as your proxy to vote on your behalf at the meeting.

In case the H Shareholders or their proxies choose to attend the meeting in person, please comply with the policies and requirements of Beijing regarding the prevention and control of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the AGM, please adopt proper personal preventive work. Upon arrival at the venue of the AGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.