
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** (the “Company”), 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 RE-ELECTION AND APPOINTMENT OF
NON-INDEPENDENT DIRECTORS;
PROPOSED RE-ELECTION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND
NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of CRRC Corporation Limited to be held at Banquet Hall A, Four Points by Sheraton Beijing, Haidian Hotel, No. 25 Yuanda Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Wednesday, 22 December 2021 is set out on pages 14 to 16 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 Thursday, 16 December 2021.

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.

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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 SSE (Stock Code: 601766)
“A Shareholder(s)”	holder(s) of A Share(s)
“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” or “CRRC”	CRRC Corporation Limited (中國中車股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H Shares and the A Shares of which 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
“controlling Shareholder”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“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 extraordinary general meeting of the Company to be held at Banquet Hall A, Four Points by Sheraton Beijing, Haidian Hotel, No. 25 Yuanda Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Wednesday, 22 December 2021
“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 Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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
“Latest Practicable Date”	30 November 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board of the Company
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“SSE”	the Shanghai Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)
“Share(s)”	A Share(s) and H Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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. Lou Qiliang

Independent Non-executive Directors:

Mr. Li Guo'an
Mr. Sun Patrick
Mr. Shi Jianzhong
Mr. Zhu Yuanchao

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

2 December 2021

To the H Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF
NON-INDEPENDENT DIRECTORS;
PROPOSED RE-ELECTION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND
NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

On behalf of the Board, I hereby invite you to attend the EGM to be held at Banquet Hall A, Four Points by Sheraton Beijing, Haidian Hotel, No. 25 Yuanda Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Wednesday, 22 December 2021.

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 resolutions at the EGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION AND APPOINTMENT OF NON-INDEPENDENT DIRECTORS

The term of office of the second session of the Board of the Company has expired, and it is required to elect Directors for the change of session of the Board according to relevant laws and regulations, normative documents and the Articles of Association. According to the relevant provisions of the Articles of Association, upon the expiration of his/her term of office, a Director shall be eligible to offer himself/herself for re-election and re-appointment with the approval by Shareholders at the general meeting.

As considered and approved at the 36th meeting of the second session of the Board of the Company, Mr. Sun Yongcai, Mr. Lou Qiliang, Mr. Wang An and Mr. Jiang Renfeng were nominated as candidates for election as non-independent Directors of the third session of the Board of the Company. Among them: Mr. Sun Yongcai, Mr. Lou Qiliang and Mr. Wang An are candidates for the executive Director; Mr. Jiang Renfeng is a candidate for the non-executive Director.

The above-mentioned candidates of Directors satisfy the qualifications and requirements of a director required by the laws and regulations such as the Company Law and normative documents as well as the Articles of Association, and have corresponding experience.

The terms of office of the above-mentioned candidates of Directors shall be three years after they have been elected as Directors of the Company at the EGM. The second session of the Board of the Company will continue to perform its duties until the Directors of the third session of the Board are elected at the EGM.

Currently, the remuneration of executive Directors is determined according to the relevant measures and regulations promulgated by the SASAC. The Remuneration and Evaluation Committee 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. The remuneration of non-executive Director is determined according to the relevant measures and regulations promulgated by the SASAC and non-executive Director shall receive no remuneration from the Company.

As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, none of above-mentioned candidates of Directors holds any other position in the Company or any of its subsidiaries or has held any directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years, and as at the Latest Practicable Date, they did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company and did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

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As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, there is no information required to be disclosed pursuant to provisions of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no matter relating to the above-mentioned candidates of Directors that are required to be brought to the attention of Shareholders.

The resolution was considered and approved at the 36th meeting at the second session of the Board on 25 November 2021 and is hereby submitted to the EGM for consideration and approval.

For the biographical details about the candidates of non-independent Directors for the third session of the Board, please refer to Appendix I to this circular.

3. PROPOSED RE-ELECTION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The term of office of the second session of the Board of the Company has expired, and it is required to elect Directors for the change of session of the Board according to relevant laws and regulations, normative documents and the Articles of Association. According to the relevant provisions of the Articles of Association, upon the expiration of his/her term of office, a Director shall be eligible to offer himself/herself for re-election and re-appointment with the approval by Shareholders at the general meeting.

As considered and approved at the 36th meeting of the second session of the Board of the Company, Mr. Shi Jianzhong, Mr. Weng Yiran and Mr. Ngai Ming Tak were nominated as candidates for election as independent non-executive Directors of the third session of the Board of the Company.

The above-mentioned candidates of Directors satisfy the qualifications and requirements of a director required by the laws and regulations such as the Company Law and normative documents as well as the Articles of Association, and have corresponding experience. The above-mentioned candidates of Directors have been reviewed and approved by the SSE.

In addition, the above-mentioned candidates of 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 their independence and considers them to be in compliance with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and 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, knowledge and service tenure of the candidates during the proposed re-election and appointment of the above-mentioned candidates of Directors 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 these three candidates will provide

LETTER FROM THE BOARD

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.

The terms of office of the above-mentioned candidates of Directors shall be three years after they have been elected as Directors of the Company at the EGM. The second session of the Board of the Company will continue to perform its duties until the Directors of the third session of the Board are elected at the EGM.

Currently, the remuneration of independent non-executive Directors is determined based on the standard adopted by the Company according to the relevant regulations promulgated by the SASAC. The Remuneration and Evaluation Committee makes recommendations to the Board on the remuneration of the independent non-executive Directors. Annual remuneration of independent non-executive Directors includes working subsidy or basic salary and meeting allowance.

As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, none of the above-mentioned candidates of Directors holds any other position in the Company or any of its subsidiaries or has held any directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years, and as at the Latest Practicable Date, they did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company and did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, there is no information required to be disclosed pursuant to provisions of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no matter relating to the above-mentioned candidates of Directors that are required to be brought to the attention of Shareholders.

The resolution was considered and approved at the 36th meeting of the second session of the Board on 25 November 2021 and is hereby submitted to the EGM for consideration and approval.

For the biographical details about the candidates of independent non-executive Directors for the third session of the Board, please refer to Appendix II to this circular.

4. PROPOSED RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

The term of office of the second session of the Supervisory Committee of the Company has expired, and it is required to elect Supervisors for the change of session of the Supervisory Committee according to relevant laws and regulations, normative documents and the Articles of Association. According to the relevant provisions of the Articles of Association, upon the expiration of his/her term of office, a shareholder representative Supervisor shall be eligible to offer himself/herself for re-election and re-appointment with the approval by Shareholders at the general meeting.

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As considered and approved at the 23rd meeting of the second session of the Supervisory Committee of the Company, Mr. Chen Zhenhan and Mr. Chen Xiaoyi were nominated as candidates for election as shareholder representative Supervisors of the third session of the Supervisory Committee of the Company.

The above-mentioned candidates of shareholder representative Supervisors satisfy the qualifications and requirements of a shareholder representative supervisor required by the laws and regulations such as the Company Law and normative documents as well as the Articles of Association, and have corresponding experience.

After the above-mentioned candidates of shareholder representative Supervisors have been elected as Supervisors at the EGM, they will form the third session of Supervisory Committee together with the employee representative Supervisor elected by the employee representative general meeting of the Company. The term of office of all Supervisors shall be three years. The second session of the Supervisory Committee of the Company will continue to perform its duties until the shareholder representative Supervisors of the third session of the Supervisory Committee are elected at the EGM.

Currently, the remuneration of Supervisors is determined according to the relevant measures and regulations promulgated by the SASAC. The remuneration of Mr. Chen Zhenhan and Mr. Chen Xiaoyi includes basic salary and performance bonus. The remuneration of Mr. Chen Zhenhan, Mr. Chen Xiaoyi and the employee representative Supervisor is managed according to the employee remuneration management system of the Company's head office, which implements the remuneration management system for the head office.

As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, none of the above-mentioned candidates of shareholder representative Supervisors holds any other position in the Company or any of its subsidiaries or has held any directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years, and as at the Latest Practicable Date, they did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company and did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, as far as the Directors are aware, save as disclosed in this circular, there is no information required to be disclosed pursuant to provisions of Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules and there is no matter relating to the above-mentioned candidates of shareholder representative Supervisors that are required to be brought to the attention of Shareholders.

The resolution was considered and approved at the 23rd meeting of the second session of the Supervisory Committee on 25 November 2021 and is hereby submitted to the EGM for consideration and approval.

For the biographical details about the candidates of shareholder representative Supervisors for the third session of the Supervisory Committee, please refer to Appendix III to this circular.

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5. 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 14 to 16 of this circular. At the EGM, the resolutions in relation to the election of the non-independent Directors of the third session of the Board of the Company, the resolutions in relation to the election of the independent non-executive Directors of the third session of the Board of the Company and the resolutions in relation to the election of shareholder representative Supervisors of the third session of the Supervisory Committee of the Company will be proposed for consideration and approval as ordinary resolutions (cumulative voting).

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 Thursday, 16 December 2021.

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.

6. VOTING BY WAY OF POLL

In accordance with the requirements of the Hong Kong Listing Rules, the resolutions 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.

7. RECOMMENDATION

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

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

Executive Directors

Mr. Sun Yongcai, born in 1964, a Chinese national with no right of abode overseas, is a holder of doctoral degree and a professorate senior engineer. He currently serves as the Party secretary of the Party committee, the chairman and an executive Director of the Company, and also serves as the Party secretary of the Party committee and the chairman of CRRC GROUP Co., Ltd. (中國中車集團有限公司). Mr. Sun once served as a director and deputy general manager, the Party secretary, vice chairman and deputy general manager of Dalian Railway Transportation Equipment Company Limited (大連機車車輛有限公司) and the chief engineer of China CNR Corporation Limited (中國北車股份有限公司), as well as a standing member of the Party committee of China Northern Locomotive & Rolling Stock Industry (Group) Corporation (中國北方機車車輛工業集團公司). From December 2010 to May 2015, he served as a standing member of the Party committee and vice president of China CNR Corporation Limited. He has served as a standing member of the Party committee of the Company from May 2015 to September 2017, a vice president of the Company from June 2015 to June 2017, an executive Director of the Company since June 2017, the president of the Company and the general manager of CRRC GROUP Co., Ltd. from September 2017 to August 2021, the deputy secretary of the Party committee of the Company, deputy secretary of the Party committee and director of CRRC GROUP Co., Ltd. from September 2017 to March 2021. He has served as the secretary of the Party committee of the Company, secretary of the Party committee and chairman of CRRC GROUP Co., Ltd. since March 2021. Mr. Sun is entitled to special government allowance granted by the State Council, was awarded the First Prize for State Scientific Technology Advancement (國家科學技術進步一等獎), the National Innovation Award (全國創新爭先獎) and the special prize and the first prize from China Railway Society. He has been awarded the title of “Reform Pioneer” of the 40th Anniversary of Reform and Opening Up by the Central Committee of the Communist Party of China and the State Council and awarded as the host of the research and development of “Fuxing” high-speed train in 2018, and has been awarded the title of “most beautiful struggler” of the 70th Anniversary of the Founding of the People’s Republic of China by nine departments such as the Publicity Department and the Organization Department of the Communist Party of China in 2019.

Mr. Lou Qiliang, 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 currently serves as a deputy secretary of the Party committee, executive Director and the president of the Company, and a deputy secretary of the Party committee, director and general manager of CRRC GROUP Co., Ltd. Mr. Lou 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), an 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). He also served as a standing member of the Party committee of CSR Group (中國南車集團公司) from August 2012 to September 2015. From October 2012 to May 2015, he served as a standing member of the Party committee and the vice president of CSR Corporation Limited (中國南車股份有限公司). He has been serving as a standing member of the Party committee of the Company since May 2015. He served as the vice president of the Company from June 2015 to October 2019. He has been serving as a deputy secretary of the Party committee of CRRC GROUP Co., Ltd. since September 2019, a deputy secretary of the Party committee of the Company since October 2019, and an employee representative director of CRRC GROUP Co., Ltd. from October 2019 to July 2021. He has also been serving as an executive Director of the Company since December 2019, a director of CRRC GROUP Co., Ltd. since July 2021, the president of the Company since August 2021, and the general manager of CRRC GROUP Co., Ltd.

Mr. Wang An, born in 1970, a Chinese national with no right of abode overseas, is a holder of doctoral degree and an engineer. He currently serves as a deputy secretary of the Party committee of the Company, a deputy secretary of the Party committee and an employee representative director of CRRC GROUP Co., Ltd. Mr. Wang used to be a deputy director of the confidential archives department of the Office of the State Economic and Trade Commission (國家經貿委辦公廳), a deputy director-level cadre, a deputy director of the secretary office and a researcher of the Office of the SASAC (國務院國資委辦公廳) (the Party Committee office), a confidential secretary of main leaders, a secretary at the division chief level and a secretary at the deputy director general level of the SASAC. He has served as the deputy head of the First Bureau of Management of Enterprise Leaders of the SASAC (國務院國資委企業領導人員管理一局) (from October 2011 to October 2012, he was appointed as the deputy secretary of the Party committee of Daqing Oilfield Limited Company (大慶油田有限公司), a temporary position) from April 2011 to December 2018, a standing member of the Party committee and a secretary of the disciplinary committee of CRRC GROUP Co., Ltd. from December 2018 to August 2021, a standing member of the Party committee and a secretary of the disciplinary committee of the Company from December 2018 to September 2021. He has been serving as a deputy secretary of the Party committee of CRRC GROUP Co., Ltd. since August 2021, a deputy secretary of the Party committee of the Company since September 2021, and an employee representative director of CRRC GROUP Co., Ltd. since November 2021.

Non-executive Director

Mr. Jiang Renfeng, born in December 1963, a Chinese national with no right of abode overseas, is a holder of master's degree, a research fellow, and a senior accountant. He currently serves as a professional external director for state-owned enterprises. Mr. Jiang successively served as a deputy director, director, assistant to the dean and the deputy dean of the scientific research department of Beijing Ship Industry Management College (北京船舶工業幹部管理學院). He served as a deputy general manager of Jiangnan Heavy Industry Co., Ltd. (江南重工股份有限公司), a general manager of China Shipbuilding IT Corporation Ltd. (中船信息科技公司) and an executive deputy general manager of Beijing Join-cheer Software Co., Ltd. (北京久其軟件股份有限公司). He served as a deputy director (director level) of the planning and development department, deputy director (director level) and a director of the asset department, member of the Party group and the deputy general manager of China Shipbuilding Industry Corporation (中國船舶重工集團公司). He also served as a member of the Party group and the deputy general manager of China State Shipbuilding Corporation Limited (中國船舶集團有限公司).

Mr. Shi Jianzhong, 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 independent non-executive Director of the Company. He is also an external director of China Electronics Technology Group Corporation Limited (中國電子科技集團有限公司) 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), 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) and 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). He has been serving as an independent non-executive Director of the Company since June 2020.

Mr. Weng Yiran, born in 1954, a Chinese national with no right of abode overseas, is a holder of bachelor's degree, a senior accountant (researcher level), senior auditor and certified accountant. He is currently an external director of China First Heavy Industries Group Co., Ltd. (中國一重集團有限公司). Mr. Weng was a deputy head of the Audit Division in the Commercial Grain Trade Commission of the Audit Commission (審計署商糧外貿局經貿審計處), the head of the second division of the Audit Bureau in the Commercial Grain Trade Commission (商糧外貿審計局二處), an assistant to the commissioner of the Shanghai Resident Office (上海特派辦), an assistant to the commissioner and the office manager, a deputy head of the Department of Trade and Economic Audit (商貿審計司), a deputy head of the Industrial Transport Auditing Bureau (工業交通審計司), a deputy head of the Building Materials Auditing Bureau (建設建材審計局), the head of the Transportation Audit Office (交通運輸審計局), the head of the first division of the Economic Audit Bureau (經濟審計一局), a Party secretary and a commissioner of the Nanjing Office (南京特派辦), the chief auditor of Aviation Industry Corporation of China, Ltd. (中國航空工業集團公司) and an independent non-executive director of China First Heavy Industries Co., Ltd. (中國第一重型機械股份公司).

Mr. Ngai Ming Tak, born in 1967, a Hong Kong Chinese national, is a holder of master's degree. He is currently the chairman of The Red Group Investment Limited (安德資本有限公司), the chairman of Asia GreenTech Fund (亞洲綠色科技基金), the president of Green Economy Development Limited (綠色經濟發展有限公司), a standing member of the 13th CPPCC National Committee, an independent non-executive director of China Longyuan Power Group Corporation Limited (龍源電力集團股份有限公司), an independent non-executive director of Starlight Culture Entertainment Group Limited (星光文化娛樂集團有限公司), and an independent non-executive director of True Partner Capital Holding Limited. He was the managing director of UBS Investment Bank (瑞士銀行). Mr. Ngai is also the chairman of Hong Kong Financial Development Association (香港金融發展協會), the chairman of the China and Hong Kong Trade and Investment Promotion Association Limited (香港與內地投資商務促進會), a Fellow Commoner and Development Advisory Council Member of Clare Hall, University of Cambridge (英國劍橋大學克萊爾學堂院士同桌人及發展顧問會議), and a Court Member of Hong Kong University of Science and Technology.

APPENDIX III BIOGRAPHICAL DETAILS OF SHAREHOLDER REPRESENTATIVE SUPERVISORS PROPOSED TO BE RE-ELECTED

Mr. Chen Zhenhan, born in 1974, a Chinese national with no right of abode overseas, is a holder of bachelor's degree and a master degree. He is a professorate senior accountant and is currently a Supervisor, director of the Audit Risk and Legal Center of the Company. Mr. Chen was the deputy director of the audit second division of the audit department, the deputy director, director of the audit division of the audit and risk department of CSR Corporation Limited, the deputy director of the audit and risk department and director of the internal control risk department of the Company, and the vice general manager and chief financial officer of CRRC Environmental & Technology Co., Ltd. From October 2018 to May 2020, he served as the head of the audit and risk department of the Company. He has been serving as the Supervisor since June 2019 and the director of the Audit Risk and Legal Center of the Company since May 2020.

Mr. Chen Xiaoyi, born in 1963, a Chinese national with no right of abode overseas, is a holder of bachelor's degree and a senior engineer. He is currently a Supervisor, deputy director (minister level) of the Audit Risk and Legal Center of the Company. Mr. Chen also serves as the employee representative supervisor of CRRC GROUP Co., Ltd. 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, deputy head and head of the legal affairs department of China CNR Corporation Limited. From June 2015 to May 2020, he has successively served as the head of the legal affairs department of the Company, deputy head (minister level) of the legal affairs department and head of the legal affairs department of the Company. He has served as a Supervisor of the Company since December 2019, and the deputy director (minister level) of the Audit Risk and Legal Center of the Company since May 2020.

NOTICE OF 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 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “EGM”) of CRRC Corporation Limited (the “Company”) will be held at Banquet Hall A, Four Points by Sheraton Beijing, Haidian Hotel, No. 25 Yuanda Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Wednesday, 22 December 2021 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 2 December 2021):

ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

1. To consider and approve the resolutions in relation to the election of non-independent Directors of the third session of the Board of the Company:
 - 1.1 To consider and approve the resolution on the election of Mr. Sun Yongcai as an executive Director
 - 1.2 To consider and approve the resolution on the election of Mr. Lou Qiliang as an executive Director
 - 1.3 To consider and approve the resolution on the election of Mr. Wang An as an executive Director
 - 1.4 To consider and approve the resolution on the election of Mr. Jiang Renfeng as a non-executive Director
2. To consider and approve the resolutions in relation to the election of independent non-executive Directors of the third session of the Board of the Company:
 - 2.1 To consider and approve the resolution on the election of Mr. Shi Jianzhong as an independent non-executive Director
 - 2.2 To consider and approve the resolution on the election of Mr. Weng Yiran as an independent non-executive Director
 - 2.3 To consider and approve the resolution on the election of Mr. Ngai Ming Tak as an independent non-executive Director

NOTICE OF EGM

3. To consider and approve the resolutions in relation to the election of shareholder representative Supervisors of the third session of the Supervisory Committee of the Company:
 - 3.1 To consider and approve the resolution on the election of Mr. Chen Zhenhan as a shareholder representative Supervisor
 - 3.2 To consider and approve the resolution on the election of Mr. Chen Xiaoyi as a shareholder representative Supervisor

By order of the Board
CRRC Corporation Limited
Sun Yongcai
Chairman

2 December 2021

Notes:

1. Details of the above resolutions are set out in the circular dated 2 December 2021 regarding the EGM of the Company.
2. In accordance with the requirements of the Hong Kong Listing Rules, the resolutions 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 Friday, 17 December 2021 to Wednesday, 22 December 2021 (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, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 16 December 2021. 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.

NOTICE OF EGM

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 Thursday, 16 December 2021. 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.
9. Cumulative voting shall be adopted for the resolutions 1, 2 and 3. The "cumulative voting" referred above means that in the election of Directors or Supervisors at a general meeting, each (1) share shall have the same number of votes as the number of Directors or Supervisors to be elected, and the votes owned by Shareholders may be used centrally or may be dispersed among several candidates.
10. In the event that the containment of the COVID-19 pandemic is still ongoing at the time of the EGM, 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 EGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the chairman of the EGM as your proxy to vote on your behalf on site.

In the case that H Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Beijing regarding the containment of COVID-19 pandemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, 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.