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

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

**If you have sold or transferred** all your shares in **CRRC Corporation Limited**, you should at once hand this circular and the enclosed 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 SUPERVISOR**  
**AND**  
**NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of CRRC Corporation Limited to be held at Conference Room No. 9, 2/F, 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, 23 November 2023 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.

3 November 2023

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF THE EGM</b> .....	6

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## DEFINITIONS

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

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange (Stock Code: 601766)
“A Shareholder(s)”	holder(s) of A Shares
“Articles of Association”	the Articles of Association of CRRC Corporation Limited, as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors 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 extraordinary general meeting of the Company to be held at Conference Room No. 9, 2/F, 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, 23 November 2023
“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

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## DEFINITIONS

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“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 October 2023, 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
“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)
“Supervisor(s)”	the supervisor(s) of the Company
“%”	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.

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## LETTER FROM THE BOARD

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# 中國中車股份有限公司 CRRC CORPORATION LIMITED

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

**Executive Directors:**

Mr. 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

3 November 2023

*To the H Shareholders*

Dear Sir or Madam,

### PROPOSED APPOINTMENT OF SUPERVISOR AND NOTICE OF 2023 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 No. 9, 2/F, 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, 23 November 2023.

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 A SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE COMPANY

Reference is made to the announcement of the Company dated 28 September 2023 in relation to the resignation of a Supervisor. The Company received a resignation report from Mr. Chen Xiaoyi, a Supervisor, on 28 September 2023, where Mr. Chen Xiaoyi applied for resignation as a Supervisor of the Company due to age reasons. Since the resignation of Mr. Chen Xiaoyi will lead to a lower number of Supervisors than the statutory minimum number, Mr. Chen Xiaoyi's resignation will take effect after the election of new Supervisor in accordance with the relevant provisions of the Company Law and the Articles of

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## LETTER FROM THE BOARD

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Association. During this period, Mr. Chen Xiaoyi will continue to perform his corresponding duties. According to the relevant laws and regulations, regulatory documents and the provisions of the Articles of Association, the Board of Supervisors nominated Mr. Zhang Shidong as the candidate for shareholder representative Supervisor of the third session of the Board of Supervisors, 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 Supervisors of the Company.

The biographical details of Mr. Zhang Shidong are as follows:

**Mr. Zhang Shidong**, born in 1972, a Chinese national with no right of abode overseas, is a holder of bachelor's degree, and a second-grade lawyer. He currently serves as the head of the Legal Compliance Department of the Company and the head of the Legal Compliance Department of CRRC GROUP. Mr. Zhang used to serve as the senior manager of the legal and audit department of China Science and Technology Securities Co., Ltd. (中國科技證券有限公司), the deputy general counsel and the deputy general manager of the business development department of China Aerospace Science and Industry Finance Co., Ltd. (航天科工財務有限公司), and the chief risk officer and the head of risk management department of CSR Finance Co., Ltd. (南車財務有限公司). From October 2015 to December 2021, he served as the deputy general manager of CRRC Finance Co., Ltd. (中車財務有限公司). From December 2021 to November 2022, he served as the deputy head of the Audit Risk and Legal Center of the Company (head of the department level). From November 2022 to July 2023, he served as the deputy head of the Audit Risk and Legal Compliance Department of the Company (head of the department level). He has been serving as the head of Legal Compliance Department of the Company and the head of the Legal Compliance Department of CRRC GROUP since July 2023.

Mr. Zhang Shidong 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. The remuneration of Mr. Zhang Shidong serving as a shareholder representative Supervisor and the head of the Legal Compliance Department of the Company 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. When the remuneration is determined, the Company will make appropriate disclosure, 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. Zhang Shidong did not hold any other positions with the Company or any of its subsidiaries and did not hold any directorships in other public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas. 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 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. Zhang Shidong that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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The above resolution in relation to the election of Mr. Zhang Shidong as a shareholder representative Supervisor was considered and approved by the third session of the Board of Supervisors of the Company at its ninth meeting held on 27 October 2023 and is hereby submitted to the EGM for consideration and approval.

### 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, 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](http://www.crrcgc.cc) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the EGM.

### 5. 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*

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## NOTICE OF THE EGM

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# 中國中車股份有限公司 CRRC CORPORATION LIMITED

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

(Stock code: 1766)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “EGM”) of CRRC Corporation Limited (the “Company”) will be held at Conference Room No. 9, 2/F, 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, 23 November 2023 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 3 November 2023):

#### ORDINARY RESOLUTION

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

By order of the Board  
**CRRC Corporation Limited**  
**Sun Yongcai**  
*Chairman*

3 November 2023

*Notes:*

1. Details of the above resolution is set out in the circular dated 3 November 2023 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](http://www.crrcgc.cc) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the EGM.
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.



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## NOTICE OF THE EGM

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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 Monday, 20 November 2023 to Thursday, 23 November 2023 (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 Friday, 17 November 2023. 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.