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中國北車股份有限公司

China CNR Corporation Limited

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

(Stock Code: 6199)

ANNOUNCEMENT

Reference is made to the prospectus of China CNR Corporation Limited (the “**Company**”) dated 12 May 2014.

On 20 May 2014, the Company convened the 2013 annual general meeting and the following sets out the “Announcement of the Resolutions of Annual General Meeting for 2013” and “Resolutions of Annual General Meeting for 2013” published by the Company on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 20 May 2014.

The aforesaid announcements are originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

On behalf of the Board
China CNR Corporation Limited
Cui Dianguo
Chairman

Beijing, People's Republic of China
20 May 2014

As at the date of this announcement, the executive director of the Company is Mr. Xi Guohua; the non-executive directors of the Company are Mr. Cui Dianguo and Mr. Wan Jun; and the independent non-executive directors of the Company are Mr. Li Fenghua, Mr. Zhang Zhong, Ms. Shao Ying and Mr. Sun Patrick.

China CNR Corporation Limited

Announcement of the Resolutions of Annual General Meeting for 2013

China CNR Corporation Limited and its board of directors warrant the authenticity, accuracy and completeness of the information contained in this announcement, and accept full responsibility for any misrepresentation, misleading statements or material omissions contained herein.

Important Notice:

- No resolution was outvoted or revised at the Annual General Meeting;
- No resolution passed at the last annual general meeting was revised at the Annual General Meeting.

I. Convening and Attendance of the Meeting

The 2013 Annual General Meeting of China CNR Corporation Limited (the “Company”) was held through on-site voting and online voting on 20 May 2014. The Shareholders’ General Meeting was held at 9:00 a.m. on Tuesday, 20 May 2014 at Meeting Room No. 103, China CNR Tower, No. 15, First Area, Fangcheng Park, Fengtai District, Beijing, while the online voting was held between 9:30 a.m. and 11:30 a.m. and between 13:00 p.m and 15:00 p.m. on Tuesday, 20 May 2014.

The attendance of shareholders or proxies at the Shareholders’ General Meeting and online voting was as follows:

Shareholders or proxies attending the meeting	Number of attendee	Total number of shares with voting right (share)	Percentage of the total number of shares with voting right of the Company (%)
Shareholders or proxies attending the Shareholders’ General Meeting	13	6,925,317,533	67.1054
Shareholders or proxies attending online voting	30	11,251,091	0.1090
Total	43	6,936,568,624	67.2144

The meeting was convened by the board of directors of the Company and chaired by Mr. Cui Dianguo, the chairman of the board of directors of the Company. 6 out of 7 directors, of the Company attended the meeting. Mr. Wan Jun, an employee representative director of the Company, was absent from the meeting due to other business arrangement. All supervisors, secretary to the board of directors, senior management, heads of relevant departments, representatives of the Sponsors and notary public lawyer also attended the

meeting.

The convening of the meeting and the voting at the meeting compiled with the relevant requirements of Company Law of the People’s Republic of China and the Articles of Association of China CNR Corporation Limited. The Meeting was legally effective.

II. Voting Results of the Meeting

	Ordinary resolution	No. of votes(%)		
		For	Against	Abstain
1	I. The resolution on the “Work Report of the Board of Directors of China CNR Corporation Limited for 2013”	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
2	II. The resolution on the “Work Report of the Supervisory Committee of China CNR Corporation Limited for 2013”	6,935,305,224 (99.9818%)	46,700 (0.0007%)	1,216,700 (0.0175%)
3	III. The resolution on “Annual Report of China CNR Corporation Limited for 2013 and its Abstracts”	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
4	IV. The resolution on “Annual Financial Report of China CNR Corporation Limited for 2013”	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
5	V. The resolution on the “Proposed profit distribution for 2013 of China CNR Corporation Limited”	6,935,437,424 (99.9837%)	72,200 (0.0010%)	1,059,000 (0.0153%)
6	VI. The resolution on the “Prediction on Daily Connected Transaction of China CNR Corporation Limited for 2014”	41,174,750 (97.0230%)	46,700 (0.1100%)	1,216,700 (2.8670%)

7	VII. The resolution on the “Issuance of Debt Financing Instruments for 2014 of China CNR Corporation Limited”	6,935,305,224 (99.9818%)	46,700 (0.0007%)	1,216,700 (0.0175%)
8	VIII. The resolution on the “Guarantee for Subsidiaries of China CNR Corporation Limited” 1. Guarantee provided by the Company for General Credit Business of Subsidiaries	6,909,822,937 (99.6144%)	25,537,987 (0.3682%)	1,207,700 (0.0174%)
9	2. Guarantee provided by Financial Company to Members of the Company	6,909,822,937 (99.6144%)	25,537,987 (0.3682%)	1,207,700 (0.0174%)
10	IX. The resolution on the “Reappointment of Audit Firm for Financial Report for 2014 of China CNR Corporation Limited and the Payment of Audit Fee for 2013”	6,935,305,224 (99.9818%)	46,700 (0.0007%)	1,216,700 (0.0175%)
11	X. The resolution on the “Reappointment of Audit Firm for Internal Control of China CNR Corporation Limited and the Payment of Audit Fee for 2013”	6,935,305,224 (99.9818%)	46,700 (0.0007%)	1,216,700 (0.0175%)
12	XI. The resolution on “the Remuneration for the Directors and Supervisors for 2013 of China CNR Corporation Limited”	6,935,305,224 (99.9818%)	81,200 (0.0012%)	1,182,200 (0.0170%)

13	XII. The resolutions on the “Revision of the Articles of Association of China CNR Corporation Limited and Formulation of Shareholders’ Return Plan for the Next Three Years(2013-2015)” 1. Revision of Articles 164 and 165 of the Articles of Association	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
14	2. Revision of Articles 232 and 233 of the Articles of Association (A Shares + H Shares)	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
15	3. Formulation of “Shareholders’ Return Plan for the Next Three Years (2013-2015) of China CNR Corporation Limited”	6,935,410,124 (99.9833%)	46,700 (0.0007%)	1,111,800 (0.0160%)
16	XIII. The resolution on the “Execution of the Connected Transaction Agreement between China CNR Corporation Limited and China Northern Locomotive & Rolling Stock Industry (Group) Corporation”	41,174,750 (97.0230%)	46,700 (0.1100%)	1,216,700 (2.8670%)
17	XIV. The resolution on the “Execution of a Non-competition Agreement between China Northern Locomotive & Rolling Stock Industry (Group) Corporation and China CNR Corporation Limited”	41,279,650 (97.2701%)	55,700 (0.1312%)	1,102,800 (2.5987%)

The above Resolution No. 12 was adopted as a special resolution by more than two-thirds of the voting rights represented by the shareholders or proxies presented at the

Shareholders' General Meeting.

III. Witnessed by Lawyers

The meeting was witnessed by lawyers, Sun Jie and Zhen Yueneng, from Jingtian & Gongcheng in Beijing, the current legal adviser of the Company. According to the legal opinion issued by such lawyers, they considered that the convening and procedures of the meeting, the qualifications of the attendees and the convenor and the voting procedures of the meeting were in compliance with the relevant laws and administration regulations, such as the Company Law of the People's Republic of China and the Articles of Association of China CNR Corporation Limited. The voting results of the Annual General Meeting were legally valid.

IV. Documents for Inspection

1. Resolutions of the 2013 Annual General Meeting of China CNR Corporation Limited;
2. Legal opinion issued by Jingtian & Gongcheng in Beijing.

It is hereby announced.

The Board of Directors of China CNR Corporation Limited

20 May 2014

China CNR Corporation Limited
Resolutions of Annual General Meeting for 2013

The Annual General Meeting for 2013 of China CNR Corporation Limited (the “Company”) was held through on-site voting and online voting on 20 May 2014. The meeting was held at 9:00 a.m. on 20 May 2014 at Meeting Room No. 103, China CNR Tower, No. 15, First Area, Fangcheng Park, Fengtai District, Beijing, while the online voting was held between 9:30 a.m. and 11:30 a.m. and between 13:00 p.m. and 15:00 p.m. on 20 May 2014.

13 shareholders or proxies, holding 6,925,317,533 shares with voting rights (representing 67.1054% of the total share capital of the Company), attended the meeting. 30 shareholders or proxies, holding 11,251,091 shares with voting rights (representing 0.1090% of the total share capital of the Company), participated the online voting. 43 shareholders or proxies, holding 6,936,568,624 shares with voting rights (representing 67.2144% of the total share capital of the Company), attended the meeting and voted effectively.

Mr. Cui Dianguo, the chairman of the board of the Company, Mr. Xi Guohua, executive director, Mr. Li Fenghua, independent director, Mr. Zhang Zhong, independent director, Ms. Shao Ying, independent director, Mr. Patrick Sun, independent director, Mr. Chen Fangping, chairman of the supervisory committee, Mr. Zhu Sanhua, supervisor, Mr. Liu Zhi, supervisor, and Mr. Xie Jilong, secretary to the board attended the meeting. The senior management and relevant employees also attended the meeting. The representatives of the Sponsors and notary public lawyer also attended the meeting.

The convening of the meeting and the voting at the meeting compiled with the relevant requirements of Company Law of the People’s Republic of China and the Articles of Association of China CNR Corporation Limited. The meeting was legally effective.

The meeting was chaired by Mr. Cui Dianguo. The resolutions considered at the meeting were voted in registered form at on-site meeting and online voting.

Resolution No. 12 was adopted by more than two-thirds of the voting rights held by the shareholders or proxies presented at the meeting. Resolutions No. 1 to 11, Resolutions No. 13 and 14 were adopted by more than half of the voting rights held by the shareholders or proxies presented at the meeting:

1. The resolution on the “Work Report of the Board of Directors of China CNR Corporation Limited for 2013” was passed

“Work Report of the Board of Directors of China CNR Corporation Limited for 2013” was approved.

2. The resolution on the “Work Report of the Supervisory Committee of China CNR Corporation Limited for 2013” was passed

“Work Report of the Supervisory Committee of China CNR Corporation Limited for 2013” was approved.

3. The resolution on “Annual Report of China CNR Corporation Limited for 2013 and its Abstracts” was passed

“Annual Report of China CNR Corporation Limited for 2013” and its abstracts were approved.

4. The resolution on “Annual Financial Report of China CNR Corporation Limited for 2013” was passed

Annual financial statements and notes of the Company for 2013 were approved.

The meeting considered that the financial statements of the Company were prepared under the Accounting Standard for Business Enterprises issued by the Ministry of Finance of the People’s Republic of China and fairly reflected the consolidated financial position and financial position of the Company as at 31 December 2013 and consolidated operating results and operating results of the Company and consolidated cash flow and cash flow of the Company for 2013 in all material aspects.

5. The resolution on the “Proposed Profit Distribution for 2013 of China CNR Corporation Limited” was passed

The profit distribution plan of the Company was approved: On the basis of 10,320,056,303 shares, dividend of RMB0.20 (tax included) per share will be distributed to all holders of A shares in cash with an aggregate amount of RMB2,064,011,260.60 (tax included). The distribution represents 50.0% of the net profits attributable to shareholders of the Company as stated in the consolidated financial statement of 2013.

The record date and ex-dividend date for the distribution of dividend will be determined after the annual general meeting of 2013 and an announcement regarding the distribution of dividend will be issued in due course. Mr. Cui Dianguo, the chairman of the board of the Company, has been authorized by the meeting to arrange and implement the distribution of dividend and to arrange for tax withholding in accordance with applicable laws and requirements of the relevant regulatory authorities.

6. The resolution on the “Estimation on Daily Connected Transactions of China CNR Corporation Limited for 2014” was passed

The estimate of daily connected transactions of the Company for 2014 was approved.

The resolution related to connected transactions. Shareholders having interests in the resolution, China Northern Locomotive & Rolling Stock Industry (Group) Corporation

(“CNRG”) and Beijing CNR Investment Co., Ltd. (“Beijing CNR Investment”), had abstained from voting in respect of the resolution.

7. The resolution on the “Issuance of Debt Financing Instruments for 2014 of China CNR Corporation Limited” was passed

The Company was approved to issue debt financing instruments of non-financial institutions, including short-term financing bonds, medium-term notes and other debt financing instruments approved by National Association of Financial Market Institutional Investors. The issue size of each debt financing instrument shall not exceed RMB30 billion. The proceeds will be used to fulfill the liquidity requirement for regular production and operation of the Company.

The Board was authorized to handle the following matters regarding the issue:

- (1) to decide on the type of debt financing instruments of non-financial institutions, type of products, the time of issue, the specific terms and conditions of issue (including not but limited to the issue size, offer price, interest rate and term of maturity) based on the needs of the Company and the market condition;
- (2) to sign all necessary legal documents in relation to the issue of debt financing instruments of non-financial institutions;
- (3) to decide on the engagement of intermediary for the issue of debt financing instruments of non-financial institutions;
- (4) in case of any change in policies of regulatory authorities regarding the issue or change in market condition, other than those matters subject to re-voting at the general meeting in accordance with the relevant laws, regulations and the Articles of Association, to make adjustments to matters regarding the issue, including the issue plan, within the scope of authorization by the general meeting according to the opinions of the regulatory authorities or prevailing market conditions;
- (5) to decide on other matters in relation to the issue of debt financing instruments of non-financial institutions;
- (6) to delegate Mr. Cui Dianguo, the chairman of the Company, to implement the above matters.

The resolution on the proposed issue of debt financing instruments will be valid from the date of approval of the resolution at the annual general meeting for 2013 of the Company to the date of annual general meeting for 2014 of the Company.

8. The resolution on the “Guarantee for Subsidiaries of China CNR Corporation Limited” was passed separately

(I) Guarantee provided by the Company for General Credit Business of Subsidiaries

The Company was approved to provide guarantee of no more than RMB33.310 billion to 27 subsidiaries and undertake joint and several liability for the debt incurred in each business carried out through credit amount of the subsidiaries. The guarantee will be valid for two years upon the due date of liabilities. The above guarantee amount will be valid from the date of approval of the resolution at the annual general meeting for 2013 of the Company to the date of annual general meeting for 2014 of the Company.

As the Shareholders' General Meeting considered that the guaranteed parties were subsidiaries of the Company with good credit, the provision of guarantee to subsidiaries by the Company will not cause any harm to the interests of the Company.

(II) Guarantee provided by Financial Company to Members of the Company

CNR Financial Co., Ltd., a holding subsidiary of the Company, was approved to provide guarantee of no more than RMB1.2 billion to other subsidiaries of the Company. The above guarantee amount will be valid from the date of approval of the resolution at the annual general meeting for 2013 of the Company to the date of annual general meeting for 2014 of the Company.

The Shareholders General Meeting considered that as the financial company is a financial institution and providing guarantee is one of its principle businesses and the guaranteed parties were subsidiaries of the Company with good credit, the provision of guarantee by the financial company will not cause any harm to the interests of the Company.

9. The resolution on the “Reappointment of Audit Firm for Financial Report for 2014 of China CNR Corporation Limited and the Payment of Audit Fee for 2013” was passed

The Company was approved to reappoint KPMG Huazhen (Special General Partnership) as the audit firm for the financial report for 2014 of the Company with a term of one year until the date of annual general meeting for 2014. The Company was approved to pay RMB13.50 million to KPMG Huazhen (Special General Partnership) for the audit of annual report and the relevant auditing services as well as the review of interim report and relevant services provided to the Company and its subsidiaries for 2013 (including accommodation and transportation fees).

10. The resolution on the “Reappointment of Audit Firm for Internal Control of China CNR Corporation Limited and the Payment of Audit Fee for 2013” was passed

The Company was approved to reappoint KPMG Huazhen (Special General Partnership) as the audit firm for internal control of the Company for 2013 and 2014. The Company

was approved to pay an auditing fee for 2013 of RMB1.95 million to KPMG Huazhen (Special General Partnership).

11. The resolution on the “Remuneration for the Directors and Supervisors for 2013 of China CNR Corporation Limited” was approved

The remuneration for the directors and supervisors for 2013 of the Company was approved.

12. The resolutions on the “Revision of the Articles of Association of China CNR Corporation Limited and Formulation of Shareholders’ Return Plan for the Next Three Years (2013-2015)” was passed separately

(I) Revision of articles 164 and 165 of the articles of association

The Company was approved to revise articles 164 and 165 of the prevailing articles of association according to the relevant provisions including the Listed Companies Regulatory Guidance No.3 - Cash Dividends Distribution of Listed Companies (Zheng Jian Hui Gong Gao [2013] No. 43) (《上市公司監管指引第3號—上市公司現金分紅》(證監會公告 [2013]43 號)). The revised articles of association shall become effective upon the approval of the general meeting.

(II) Revision of articles 232 and 233 of the articles of association (A Shares + H Shares)

The Company was approved to revise articles 232 and 233 of the articles of association (A + H shares) which became applicable upon the listing of H shares according to the revision of articles 164 and 165 of the articles of association as mentioned above. Upon the approval of the general meeting, the revised articles of association (A + H shares) shall become effective on the date when the overseas listed shares (H shares) issued by the Company listed on The Stock Exchange of Hong Kong Limited.

(III) Formulation of “Shareholders’ Return Plan for the Next Three Years (2013-2015) of China CNR Corporation Limited”

The Company was approved to formulate “Shareholders’ Return Plan for the Next Three Years (2013-2015) of China CNR Corporation Limited”.

13. The resolution on the “Execution of the Connected Transaction Agreement between China CNR Corporation Limited and China Northern Locomotive & Rolling Stock Industry (Group) Corporation” was passed

The General Agreement on the Provision of Products and Services between China CNR Corporation Limited and China Northern Locomotive & Rolling Stock Industry (Group) Corporation and the Properties Leasing Agreement between China Northern Locomotive & Rolling Stock Industry (Group) Corporation and China CNR Corporation Limited

thereof entered between these two companies were approved. The agreements will be valid for three years from 26 June 2014 to 25 June 2017.

The resolution was in relation of connected transactions. CNRG and Beijing CNR Investment, shareholders having interests in the resolution, had abstained from voting.

14. The resolution on the “Execution of a Non-competition Agreement between China Northern Locomotive & Rolling Stock Industry (Group) Corporation and China CNR Corporation Limited” was passed

The Company proposed to apply for the listing of its overseas listing foreign shares (H shares) on the main board of The Stock Exchange of Hong Kong Limited. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the situation of the Company, the Company entered into the Non-competition Agreement between China Northern Locomotive & Rolling Stock Industry (Group) Corporation and China CNR Corporation Limited to be effective upon the listing of the H shares on the basis of a previous Non-competition Agreement entered into between China Northern Locomotive & Rolling Stock Industry (Group) Corporation and China CNR Corporation Limited in September 2008.

The resolution was in relation of connected transactions. CNRG and Beijing CNR Investment, shareholders having interests in the resolution, had abstained from voting.

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Signatures of directors:

(Cui Dianguo)

(Xi Guohua)

(Li Fenghua)

(Zhang Zhong)

(Shao Ying)

(Sun Patrick)

20 May 2014

(This page does not contain contents and for signatures of supervisors only)

Signatures of supervisors:

(Chen Fangping)

(Zhu Sanhua)

(Liu Zhi)

20 May 2014