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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)**

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**Notice of AGM**”) dated 1 April 2015 of China CNR Corporation Limited (the “**Company**”). The annual general meeting of the Company (the “**AGM**”) will be held at Conference Room 103, China CNR Building, No.15, First Area, Fangcheng Park, Fengtai District, Beijing, the People’s Republic of China on Monday, 18 May 2015 at 9:30 a.m. (or any adjournment thereof). Unless otherwise defined, capitalized terms used in this supplemental notice of AGM shall have the same meanings as defined in the supplemental circular of the Company dated 30 April 2015.

On 29 April 2015, the Company received additional proposal from CNRG, the controlling Shareholder regarding the proposal relating to the engagement of audit firm for 2015 by the Company and the Post-Merger New Company (the “**Proposed New Resolution**”). Pursuant to Article 76 of the Articles of Association and the relevant requirements under the Company Law which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose an additional proposal”, the Company will present the Proposed New Resolution for Shareholders’ consideration and approval at the AGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM of the Company will be held at Conference Room 103, China CNR Building, No.15, First Area, Fangcheng Park, Fengtai District, Beijing, the People’s Republic of China on Monday, 18 May 2015 at 9:30 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing (with or without modifications) the following revised resolution by way of ordinary resolution:

### **ORDINARY RESOLUTION**

9. “To consider and approve the resolution regarding the payment of audit fees for 2014 and the engagement of audit firms for 2015 by China CNR Corporation Limited and the Post-Merger New Company.”

By order of the Board  
**China CNR Corporation Limited**  
**Cui Dianguo**  
*Chairman*

Beijing, PRC, 30 April 2015

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

*Notes:*

1. The original ordinary resolution numbered (9) of the Notice of the AGM shall be replaced by ordinary resolution numbered (9) of this notice.
2. Apart from the revised ordinary resolution and other information set out in this supplemental notice of AGM, all other matters relating to the AGM as set out in the Notice of AGM remain unchanged. Please refer to the AGM Circular and the Notice of AGM for details of other resolutions to be considered and approved at the AGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.
3. As the Proxy Form enclosed with the AGM Circular does not contain the Proposed New Resolution in relation to engagement of auditors as set out in this supplemental notice, the Company has prepared the Revised Proxy Form for dispatch together with this supplemental notice.

A holder of H Shares of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote by poll instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of H shares in respect of which each such proxy is so appointed.

In order to be valid, the Revised Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.

4. H Shareholders who have lodged the Proxy Form with the Company should note that:
  - (i) If no Revised Proxy Form is lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, the Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the H Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to AGM, including the Proposed New Resolution in relation to engagement of auditors as set out in this supplemental circular.
  - (ii) If the Revised Proxy Form is lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
  - (iii) If the duly completed and signed Revised Proxy Form is lodged with the Company's Hong Kong share registrar for H Shares after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Proxy Form previously lodged by the H Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, H Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any H Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.

5. Completion and return of the Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
  
6. This supplemental notice of AGM is despatched to the holders of H Shares of the Company only. The supplemental notice of AGM to the holders of A Shares and the relevant reply slip and proxy form are separately published on the websites of the Company ([www.chinacnr.com](http://www.chinacnr.com)) and of the SSE ([www.sse.com.cn](http://www.sse.com.cn)).