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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

FURTHER INFORMATION ABOUT IMPLEMENTATION OF THE SHARE EXCHANGE

INTRODUCTION

References are made to (i) the joint announcement published by CNR and CSR dated 30 December 2014; (ii) the circular jointly published by CNR and CSR dated 21 January 2015 (the “**Circular**”); (iii) the announcement published by CNR dated 5 February 2015 regarding, among others, the merger of CNR and CSR; (iv) the announcement published by CNR dated 16 February 2015 regarding the indicative timeline for the exercise of the CNR Put Option and the indicative timeline for implementation of the share exchange; (v) the announcement published by CNR dated 27 April 2015 regarding the revised indicative timeline for the exercise of the CNR Put Option and the revised indicative timeline for implementation of the share exchange; and (vi) the announcement published by CNR dated 29 April 2015 regarding the implementation of exercise of CNR Put Option for CNR H Shares. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular. This announcement contains information regarding the implementation of the share exchange.

FURTHER INFORMATION ABOUT IMPLEMENTATION OF THE SHARE EXCHANGE

Event	Date
Dealings in CNR H Shares ceased on the Hong Kong Stock Exchange	9:00 a.m. on Thursday, 7 May 2015 until withdrawal of the listing of CNR H Shares on the Hong Kong Stock Exchange
The latest time for lodging CNR H Shares and transfer forms for the transfer of CNR H Shares for the purpose of share exchange	4:30 p.m. on Friday, 8 May 2015
Closure of H share register for transfer of CNR H Shares for the purpose of share exchange (“ Share Exchange Register Closure ”) (<i>Note</i>)	Monday, 11 May 2015 and onwards

Note:

The Share Exchange Register Closure is required for those who recently purchased CNR H Shares to be registered as shareholders for the share exchange. It does not affect the share transfer due to the exercise of CNR Put Option on the Transfer Date. The Share Exchange Register Closure is to determine the CNR H Shareholders who are entitled to participate in the share exchange.

*As disclosed in the notice of annual general meeting of CNR dated 1 April 2015, the H Share register of members of CNR will be closed, for the purpose of determining shareholders’ entitlement to attend and vote at the annual general meeting of CNR (to be held on Monday, 18 May 2015) from Saturday, 18 April 2015 to Monday, 18 May 2015 (both days inclusive), during which period no transfer of CNR H Shares will be registered (“**AGM Register Closure**”).*

The AGM Register Closure does not affect the Share Exchange Register Closure.

For the avoidance of doubt, the H share register of members of CNR will remain closed after the AGM Register Closure for the purpose of the share exchange.

CNR will publish further announcement(s) in relation to the timeline for implementation of the share exchange.

WARNING

The implementation of the Merger is subject to the Whitewash Waiver not having been withdrawn or revoked. CNR Shareholders and potential investors in CNR Securities should therefore exercise caution when dealing in CNR H Shares.

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

Beijing, the PRC
4 May 2015

As at the date of this announcement, CNR's Board comprises Mr. Xi Guohua as executive director, Mr. Cui Dianguo and Mr. Wan Jun as non-executive directors, and Mr. Li Fenghua, Mr. Zhang Zhong, Ms. Shao Ying and Mr. Sun Patrick as independent non-executive directors. The CNR Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.