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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)

SECOND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Notice of AGM**”) dated 1 April 2015 and the supplemental notice of annual general meeting (the “**Supplemental Notice of AGM**”) dated 30 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 second supplemental notice of AGM shall have the same meanings as defined in the circular of the Company dated 1 April 2015 (the “**AGM Circular**”) and the supplemental circular of the Company dated 30 April 2015 (the “**Supplemental Circular**”).

Pursuant to the requirements under the PRC laws and regulations and to ensure the voting procedures for the holders of A Shares and H Shares of the Company are consistent, the Board hereby clarifies that the original ordinary resolution numbered (8) as set out in the AGM Circular and Notice of AGM should be voted separately as ordinary resolution numbered (8.1) in relation to the Company’s provision of guarantees for its subsidiaries’ general credit services and ordinary resolution numbered (8.2) in relation to the handling of guarantees for group entities by CNR Financial.

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

8. “To consider and approve the resolution regarding the guarantee matters relating to the subsidiaries of China CNR Corporation Limited:
 - 8.1 To consider and approve the Company’s provision of guarantees for its subsidiaries’ general credit services;
 - 8.2 To consider and approve the handling of guarantees for group entities by CNR Financial.”

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

Beijing, PRC, 11 May 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 (8) of the Notice of the AGM shall be replaced by ordinary resolution numbered (8) of this notice.
2. Apart from the information set out in this second supplemental notice of AGM, all other matters relating to the AGM as set out in the Notice of AGM and the Supplemental Notice of AGM remain unchanged. Please refer to the AGM Circular, the Notice of AGM, the Supplemental Circular and the Supplemental Notice of AGM for details of the 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 and the Revised Proxy Form do not contain the options for H Shareholders to vote on resolution numbered (8) separately as set out in this second supplemental notice, the Company has prepared the second revised proxy form for dispatch together with this second 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 second 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 and/or the Revised Proxy Form with the Company should note that:
 - (i) If the second revised proxy form is not lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, the Proxy Form and/or the Revised 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, and for the avoidance of doubt, the votes that have been cast in the Proxy Form and/or the Revised Proxy Form in respect of resolution numbered (8) will be counted towards the resolution numbered (8.1) and the resolution numbered (8.2) as set out in this notice accordingly. 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.
 - (ii) If the second revised proxy form is lodged with the Company's Hong Kong share registrar for H Shares prior to the Closing Time, the second revised proxy form will revoke and supersede the Proxy Form and/or the Revised Proxy Form previously lodged by him or her. The second 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 second revised proxy form is lodged with the Company's Hong Kong share registrar for H Shares after the Closing Time, the second revised proxy form will be invalid. However, it will revoke the Proxy Form and/or the Revised 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, the Revised Proxy Form or the second 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 second 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, the Revised Proxy Form and/or the second 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 second supplemental notice of AGM is despatched to the holders of H Shares of the Company only. The notice of AGM to the holders of A Shares and the relevant reply slip and proxy form previously published on the websites of the Company (www.chinacnr.com) and of the SSE (www.sse.com.cn) remain valid.