

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 12 May 2014 (the “**Prospectus**”) issued by China CNR Corporation Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, UBS AG, Hong Kong Branch, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, 14 June 2014, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 1,821,200,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 182,120,000 H Shares (subject to adjustment)
Number of International Offer Shares	: 1,639,080,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$6.20 per Offer Share (payable in full on application, plus a brokerage of 1.0%, an SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005% and subject to refund)
Nominal value	: RMB1.00 per H Share
Stock code	: 6199

### Joint Sponsors



### Joint Global Coordinators



### Joint Bookrunners and Joint Lead Managers



Morgan Stanley HSBC  BOC INTERNATIONAL  CREDIT SUISSE  Daiwa Capital Markets  ICBC  工銀國際  CMS  招商證券

Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our Offer Shares to be issued pursuant to the Global Offering, (i) the Global Offering (including the additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from A Shares and transferred to NSSF pursuant to the relevant PRC regulations relating to reduction of state-owned shares. Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, 22 May 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.chinacnr.com](http://www.chinacnr.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 182,120,000 H Shares (subject to adjustment), and the International Offering of 1,639,080,000 H Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$6.20 per Offer Share and is currently expected to be not less than HK\$5.00 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.20 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$6.20 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 12 May 2014, until 12:00 noon on Thursday, 15 May 2014 from:

1. the following address of the Hong Kong Underwriters:

UBS AG, Hong Kong Branch  
52/F, Two International Finance Center  
8 Finance Street, Central  
Hong Kong

China International Capital Corporation Hong Kong Securities Limited  
29/F, One International Finance Center  
1 Harbour View Street, Central  
Hong Kong

Macquarie Capital Securities Limited  
Level 18, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Deutsche Bank AG, Hong Kong Branch  
Level 52, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

Goldman Sachs (Asia) L.L.C.  
68th Floor, Cheung Kong Center  
2 Queen's Road Central, Central  
Hong Kong

Morgan Stanley Asia Limited  
Level 46, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central  
Hong Kong

BOCI Asia Limited  
26th Floor, Bank of China Tower  
1 Garden Road  
Hong Kong

Credit Suisse (Hong Kong) Limited  
Level 88, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

Daiwa Capital Markets Hong Kong Limited  
Level 28, One Pacific Place  
88 Queensway  
Hong Kong

ICBC International Securities Limited  
37/F, ICBC Tower  
3 Garden Road, Central  
Hong Kong

China Merchants Securities (HK) Co., Limited  
48/F, One Exchange Square  
Central  
Hong Kong

2. any of the following branches of the receiving banks:

### **Bank of China (Hong Kong) Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
<b>Kowloon New Territories</b>	Kwun Tong Branch	20–24 Yue Man Square, Kwun Tong
	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II

### **Industrial and Commercial Bank of China (Asia) Limited**

	<b>Branch</b>	<b>Address</b>
<b>Kowloon</b>	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35–37 Hankow Road, Tsimshatsui
	Mei Foo Branch	Shop N95A, 1/F, Mount Sterling Mall, Mei Foo Sun Chuen
<b>New Territories</b>	Kwai Fong Branch	C63A–C66, 2/F, Kwai Chung Plaza, Kwai Fong, New Territories
	Tseung Kwan O Branch	Shop Nos. 2011–2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O

### **China Construction Bank (Asia) Corporation Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Sai Ying Pun Branch	73 Des Voeux Road West, Sai Ying Pun
<b>Kowloon</b>	Shau Kei Wan Branch	2 Po Man Street, Shaukeiwan
	Kwun Tong Hoi Yuen Road Branch	56 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Yuen Long Branch	68 Castle Peak Road, Yuen Long

### **Hang Seng Bank Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	83 Des Voeux Road Central
	Wanchai Branch	200 Hennessy Road
	Causeway Bay Branch	28 Yee Wo Street
<b>Kowloon</b>	Tsimshatsui Branch	18 Carnarvon Road

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 12 May 2014 until 12:00 noon on Thursday, 15 May 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — China CNR Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks Listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 12 May 2014 until 11:30 a.m. on Thursday, 15 May 2014 or such later time as described in the section "How to Apply for Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 12 May 2014 until 12:00 noon on Thursday, 15 May 2014 or such later time as described in the section "How to Apply for Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.chinacnr.com](http://www.chinacnr.com)) on or before Wednesday, 21 May 2014. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, 21 May 2014 as described in the section headed "How to Apply for Hong Kong Public Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. H Share certificates will only become valid at 8:00 a.m. on Thursday, 22 May 2014 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 22 May 2014. The H Shares will be traded in board lots of 500 H Shares each. The stock code of the Company is 6199.

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

Hong Kong, 12 May 2014

*As at the date of this announcement, 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.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*