

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



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 交通銀行 BOC INTERNATIONAL CREDIT SUISSE Daiwa Capital Markets ICBC 工銀國際 CMS 招商証券

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

We are incorporated, and most of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong, and the fact that there are different risks relating to investment in PRC incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong, and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set forth in the sections entitled "Risk Factors", "Appendix V—Summary of Certain Legal and Regulatory Matters" and "Appendix VI—Summary of Articles of Association" in this prospectus.

The Offer Price is expected to be determined by agreement between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around 16 May 2014 or such later time as may be agreed by our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters), but in any event no later than 21 May 2014. The Offer Price will be not more than HK\$6.20 per Offer Share and is currently expected to be not less than HK\$5.00 per Offer Share. Investors applying for Hong Kong Public Offer Shares must pay, on application, the maximum Offer Price of HK\$6.20 per Offer Share, unless otherwise announced, together with a 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 is lower than HK\$6.20 per Offer Share.

The Joint Global Coordinators (for themselves and on behalf of the Joint Bookrunners and the Underwriters), with the consent of our Company, may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the number of Offer Shares being offered under the Global Offering and/or of the indicative offer price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Hong Kong Stock Exchange and our website not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections entitled "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" in this prospectus.

If, for any reason, the Offer Price is not agreed between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or before 21 May 2014, the Global Offering will not proceed and will lapse.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Public Offer Shares, are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Joint Bookrunners and the Underwriters) if certain events shall occur prior to 8:00 a.m. on 22 May 2014. Such grounds are set out in the section entitled "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may be offered and sold only (a) in the United States to "Qualified Institutional Buyers" in reliance on Rule 144A under the U.S. Securities Act or another exemption from, or in a transaction not subject to, registration under the U.S. Securities Act and (b) outside the United States in an offshore transaction in accordance with Regulation S under the U.S. Securities Act.