

A. FURTHER INFORMATION ABOUT OUR COMPANY***1. Incorporation of our Company***

Our Company was established in the PRC as a joint stock company with limited liability on 26 June 2008. Our Company has established its principal place of business in Hong Kong and was registered as a non-Hong Kong company under Part XI of the Predecessor Companies Ordinance on 7 February 2014. In connection with such registration, our Company has appointed Ms. Kwong Yin Ping Yvonne of Flat A 15/F Block 2, 7 Tai Hang Road, Causeway Bay, Hong Kong as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was established in the PRC, its operation, corporate structure and the Articles of Associations are subject to the laws and regulations of the PRC. A summary of certain relevant aspects of the laws and regulations of the PRC and various provisions of our Company's Articles is set out in Appendices V and VI to this prospectus.

2. Changes in registered capital of our Company

- (1) As approved by the SASAC and the CSRC, the Company issued 2,500,000,000 RMB ordinary shares (A Shares) which have been listed on the Shanghai Stock Exchange in 2009. Immediately following the A Shares Offering, the registered capital of the Company was increased from RMB5,800 million to RMB8,300 million on 21 January 2010.
- (2) As approved by the SASAC and the CSRC, the Company placed 2,020,056,303 RMB ordinary shares (A Shares). Immediately following the A Shares placing, the registered capital of the Company was increased from RMB8,300 million to RMB10,320,056,303 on 10 April 2012.

Save as aforesaid, up to the Latest Practicable Date, there has been no alteration in the share capital of our Company since incorporation.

3. Shareholders resolutions passed on 3 January 2014

At the 2013 second extraordinary Shareholders' general meeting of our Company held on 3 January 2014, the following resolutions, among others, were passed and approved:

- (a) the issue by our Company of the H Shares of nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than 15% of the total issued share capital of our Company as enlarged by the Global Offering, and the grant to the bookrunners the Over-allotment Option of not more than 15% of the number of H Shares issued pursuant to the Global Offering;
- (c) subject to the completion of the Global Offering, the conditional adoption of the Articles of Association, which shall become effective on the Listing Date and the authorization to the Board to amend the Articles of Association in accordance with the requirements by the relevant regulatory authorities in accordance with the relevant laws and regulations; and

- (d) authorization of the Board to handle all matters relating to, among other things, all matters relating to the Global Offering, the issue and listing of the H Shares.

4. Our principal subsidiaries

Our principal subsidiaries, jointly controlled entities and associates are set out in Notes 15 to 17 the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

5. Changes in the share capital of our principal subsidiaries

Save as disclosed below, there has been no alteration in the share capital of the principal subsidiaries of our Company within the two years preceding the date of this prospectus:

(1) CNR Beijing Nankou

The registered capital of CNR Beijing Nankou was increased from RMB86,139,318 to RMB305.0 million on 14 June 2012.

(2) CNR Taiyuan

The registered capital of CNR Taiyuan was increased from RMB295.0 million to RMB327.0 million on 16 May 2012.

(3) CNR Xi'an

The registered capital of CNR Xi'an was increased from RMB290.0 million to RMB610.0 million on 26 June 2013.

(4) CNR Dalian

The registered capital of CNR Dalian was increased from RMB1,470.0 million to RMB2,443.0 million on 14 June 2012.

(5) CNR Changchun

The registered capital of CNR Changchun was increased from RMB2,079,387,600 to RMB 2,452.8 million on 16 August 2013.

(6) CNR Datong

The registered capital of CNR Datong was increased from RMB646.0 million to RMB656.0 million on 4 June 2012.

(7) CNR Import & Export

The registered capital of CNR Import & Export was increased from RMB41.4 million to RMB100.0 million on 24 June 2013.

(8) *CNR Guifa*

The registered capital of CNR Guifa was increased from RMB662.5 million to RMB676,040,816 on 14 June 2013.

(9) *CNR Yingtai*

The registered capital of CNR Yingtai was increased from RMB6.0 million to RMB7,538,400 on 30 July 2012 and was further increased from RMB7,538,400 to RMB17.0 million on 20 November 2012.

(10) *CNR Hong Kong*

The registered capital of CNR Hong Kong was increased from HK\$10,000 to HK\$34,897,500 on 13 August 2012.

(11) *New CNR Qiqihar*

The registered capital of New CNR Qiqihar was increased from RMB980.0 million to RMB3,000.0 million on 31 December 2013.

(12) *CNR Qiqihar*

The registered capital of CNR Qiqihar was decreased from RMB175,800 to RMB77,800 on 17 December 2012.

(13) *CNR Changchun Equipment*

The registered capital of CNR Changchun Equipment was increased from RMB409,329,653 to RMB409,329,654 on 8 November 2013.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by us within the two years preceding the date of this prospectus and are or may be material:

- (a) an equity transfer agreement dated 26 October 2012 entered into between Yongji Xinshisu and Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司), pursuant to which Xinjiang Goldwind Science & Technology Co., Ltd. agreed to transfer its 80.00% equity interests in Xi'an Golden Wind Technology Co., Ltd.* (西安金風科技有限公司) to the Company for a consideration of RMB64,800,000;
- (b) an equity transfer agreement dated 25 January 2013 entered into between Changchun High-New Business Startups Investment Group Co., Ltd.* (長春高新創業投資集團有限公司) and CNR Changchun, pursuant to which Changchun High-New Business Startups Investment Group Co., Ltd. agreed to transfer its 35.59% equity interests in Jilin High-New Electric Vehicle Co., Ltd.* (吉林省高新電動汽車有限公司) to CNR Changchun for a consideration of RMB35,000,000 (the “**Equity Transfer Agreement**”);











- (c) a capital increase agreement dated 25 January 2013 entered into between Changchun High-New Business Startups Investment Group Co., Ltd.* (長春高新創業投資集團有限公司), CNR Changchun and Jilin High-New Electric Vehicle Co., Ltd.* (吉林省高新電動汽車有限公司), pursuant to which CNR Changchun's shareholding in Jilin High-New Electric Vehicle Co., Ltd. increased from 35.59% to 51.00% for a consideration of RMB30,934,000;
- (d) a property transfer agreement dated 6 March 2013 entered into between CNRG Xi'an Vehicles Factory* (中國北車集團西安車輛廠) and CNR Xi'an, pursuant to which CNRG Xi'an Vehicles Factory agreed to transfer 100.00% of its business assets to CNR Xi'an for a consideration of RMB132,735,800 (the **"Property Transfer Agreement"**);
- (e) a supplemental agreement to the Property Transfer Agreement dated 6 March 2013 entered into between CNRG Xi'an Vehicles Factory* (中國北車集團西安車輛廠) and CNR Xi'an, pursuant to which the consideration for the property transfer increased to RMB142,911,614.41;
- (f) a supplemental agreement to the Equity Transfer Agreement dated 18 March 2013 entered into between Changchun High-New Business Startups Investment Group Co., Ltd.* (長春高新創業投資集團有限公司) and CNR Changchun, pursuant to which the method of payment under the Equity Transfer Agreement was revised;
- (g) the non-competition agreement dated 29 April 2014 entered into between us and CNRG in relation to certain non-competition undertakings given by CNRG to us;
- (h) a cornerstone investment agreement dated 5 May 2014, entered into among Wallong (Hong Kong) Limited, China National Machinery Industry Corporation (中國機械工業集團有限公司), BOCI Asia Limited and us, pursuant to which Wallong (Hong Kong) Limited agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$30,000,000;
- (i) a cornerstone investment agreement dated 5 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), Deutsche Bank AG, Hong Kong Branch and us, pursuant to which Jinxi Axle Company Limited (晉西車軸股份有限公司) agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$30,000,000;
- (j) a cornerstone investment agreement (in Chinese) dated 5 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), Deutsche Bank AG, Hong Kong Branch and us, pursuant to which Jinxi Axle Company Limited (晉西車軸股份有限公司) agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$30,000,000;
- (k) a cornerstone investment agreement dated 6 May 2014, entered into among Dongfeng Asset Management Co. Ltd., Goldman Sachs (Asia) L.L.C. and us, pursuant to which Dongfeng Asset Management Co. Ltd. agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$40,000,000;

- (l) a cornerstone investment agreement (in Chinese) dated 6 May 2014, entered into among Dongfeng Asset Management Co. Ltd., Goldman Sachs (Asia) L.L.C. and us, pursuant to which Dongfeng Asset Management Co. Ltd. agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$40,000,000;
- (m) an accession agreement dated 7 May 2014, entered into among Wallong (Hong Kong) Limited, China National Machinery Industry Corporation (中國機械工業集團有限公司), BOCI Asia Limited, the Joint Global Coordinators and us, pursuant to which each of the Joint Global Coordinators shall be treated as a party to the cornerstone investment agreement dated 5 May 2014, entered into among Wallong (Hong Kong) Limited, China National Machinery Industry Corporation (中國機械工業集團有限公司), BOCI Asia Limited and us;
- (n) an accession agreement dated 7 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), the Joint Global Coordinators and us, pursuant to which each of UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, Macquarie Capital Securities Limited and Goldman Sachs (Asia) L.L.C. shall be treated as a party to the cornerstone investment agreement dated 5 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), Deutsche Bank AG, Hong Kong Branch and us;
- (o) an accession agreement (in Chinese) dated 7 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), the Joint Global Coordinators and us, pursuant to which each of UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, Macquarie Capital Securities Limited and Goldman Sachs (Asia) L.L.C. shall be treated as a party to the cornerstone investment agreement (in Chinese) dated 5 May 2014, entered into among Jinxi Axle Company Limited (晉西車軸股份有限公司), Deutsche Bank AG, Hong Kong Branch and us; and
- (p) the Hong Kong Underwriting Agreement.


2. Intellectual property rights of our Group

Trademarks

- (a) As at the Latest Practicable Date, we had registered the following trademarks which are material to our business:

<u>Trademark</u>	<u>Class</u>	<u>Registration No.</u>	<u>Place of Registration</u>	<u>Registered Owner</u>	<u>Expiry Date</u>
	12	850037	New Zealand	Company	29 September 2021
	12	1474852	Australia	Company	18 November 2021
	12	TMA845182	Canada	Company	5 March 2028
	12	1105803	Germany	Company	18 November 2021
	12	1105803	Russia	Company	18 November 2021
	12	1105803	Japan	Company	18 November 2021
	12	302036204	Hong Kong	Company	10 July 2022
	12	7173228	China	Company	20 July 2020
	12	7173226	China	Company	20 March 2021
	12	1219851	Australia	New CNR Qiqihar	16 January 2018

- (b) As at the Latest Practicable Date, we had applied for registration of the following trademark which is material to our business:

<u>Trademark</u>	<u>Class</u>	<u>Application No.</u>	<u>Place of Application</u>	<u>Applicant</u>	<u>Application Date</u>
	7, 9, 12, 39, 42	302877805	Hong Kong	Company	24 January 2014

Patents

As at the Latest Practicable Date, we had registered the following patents which are material to our business:

<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
1.	Coupler and anti-creep mechanism (車鈎及車鈎防跳機構)	Invention	200910008714.6	CNR Qiqihar	21 January 2009 to 20 January 2029
2.	Control system and control method of railway breakdown crane (一種鐵路救援起重機的控制系統及控制方法)	Invention	200910127226.7	CNR Qiqihar	9 March 2009 to 8 March 2029
3.	Diesel engine control system and control method (一種柴油機控制系統及控制方法)	Invention	200910127227.1	CNR Qiqihar	9 March 2009 to 8 March 2029
4.	Fatigue and vibration experiment table and system (疲勞及振動實驗台及系統)	Invention	201010123907.9	CNR Qiqihar	11 March 2010 to 10 March 2030
5.	Brake shoe device and braking device (閘瓦裝置及制動裝置)	Invention	201010500195.8	CNR Qiqihar	29 September 2010 to 28 September 2030
6.	Bogie braking device and rail wagon (轉向架制動裝置和鐵路貨車)	Invention	201010502444.7	CNR Qiqihar	30 September 2010 to 29 September 2030
7.	Bogie of railway wagon (鐵路貨車轉向架)	Utility model	200620112243.5	CNR Qiqihar	29 May 2006 to 28 May 2016
8.	Buffer for railway vehicle (用於鐵路車輛的緩衝器)	Utility model	200620173404.1	CNR Qiqihar	18 December 2006 to 17 December 2016
9.	Bogie of freight wagon (一種鐵路貨車轉向架)	Australian Invention	748598.0	CNR Qiqihar	14 July 2010 to 13 July 2020

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No.	Name of Patent	Type of Patents	Patent No.	Name of Proprietor	Validity Period
10.	Triaxial bogie brake rigging apparatus and triaxial bogie (一種三軸轉向架基礎制動裝置及三軸轉向架)	Invention	200810182702.0	CNR Qiqihar	1 December 2008 to 30 November 2028
11.	Cross support bogie (交叉支撐轉向架)	Utility model	201020552613.3	CNR Qiqihar	29 September 2010 to 28 September 2020
12.	80 ton air-actuated self-overturning car (80噸氣動自翻車)	Utility model	200720116084.0	HarBin Railway Transportation Equipment Co., Ltd.* (哈爾濱軌道交通裝備有限責任公司)	26 April 2007 to 25 April 2017
13.	Large-tonnage open wagon (大噸位敞車)	Utility model	201220599365.7	HarBin Railway Transportation Equipment Co., Ltd.* (哈爾濱軌道交通裝備有限責任公司)	14 November 2012 to 13 November 2022
14.	Bearing dismounting device (軸承拆裝裝置)	Invention	200910072604.6	HarBin Railway Transportation Equipment Co., Ltd.* (哈爾濱軌道交通裝備有限責任公司)	28 July 2009 to 27 July 2029
15.	Low floor light railway train independent rotary wheel bogie (低地板輕軌車獨立旋轉車輪轉向架)	Utility model	200620024464.7	CNR Tangshan	19 May 2006 to 18 May 2016
16.	Connecting structure for vehicle body without corbel and steering frame (無枕樑車體與轉向架的連接結構)	Utility model	200820182961.9	CNR Tangshan	26 December 2008 to 25 December 2018

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17.	Base frame stretching device for assembling rail passenger car body (一種用於軌道客車車體組裝的底架拉緊裝置)	Utility model	200820106559.2	CNR Tangshan	14 November 2008 to 13 November 2018
18.	Welding process of section steel structure (一種型材結構的焊接工藝方法)	Invention	200810055560.1	CNR Tangshan	11 August 2008 to 10 August 2028
19.	Urban rapid transit vehicle (unit) (城市輕軌列車(動車))	Design	200730153479.3	CNR Tangshan	17 August 2007 to 16 August 2017
20.	Multiple units (動車組)	Design	200830132371.0	CNR Tangshan	31 July 2008 to 30 July 2018
21.	Unit-to-unit damping device of high-speed multiple-unit train (高速動車組車輛間減阻裝置)	Utility model	200920217234.6	CNR Tangshan	24 September 2009 to 23 September 2019
22.	Assembly welding device for high-speed motor train set underframe (高速動車組底架組焊裝置)	Invention	200910078169.8	CNR Tangshan	19 February 2009 to 18 February 2029
23.	Power bogie for metre gauge (米軌用動力轉向架)	Invention	201010191926.5	CNR Tangshan	4 June 2009 to 3 June 2029
24.	Method for molding hyperbolic streamlined bridge abutment moulding plate space surface (雙曲流線型橋墩模板空間曲面的成型方法)	Invention	200810079284.2	CNR Tangshan	23 August 2008 to 22 August 2028
25.	Brake valve (1) 制動閥(1)	Design	200930325779.4	CNR Tianjin	19 November 2009 to 18 November 2019

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No.	Name of Patent	Type of Patents	Patent No.	Name of Proprietor	Validity Period
26.	Air brake motorcycle braking system (一種空氣制動機車制動系統)	Utility model	200720173367.9	CNR Beijing Feb. 7th	26 September 2007 to 25 September 2017
27.	Accurate positioning processing method of integrated circuit engine airframe intermediary hole (一種內燃機機體中介孔的精確定位加工方法)	Invention	200710177711.6	CNR Beijing Feb. 7th	20 November 2007 to 19 November 2027
28.	Device for transferring non-standard track space engine on the standard track space circuitry (一種在標準軌距線路上運轉非標準軌距機車的裝置)	Invention	200710122486.6	CNR Beijing Feb. 7th	26 September 2007 to 25 September 2027
29.	Speed adjustment device of rail grinding wagon (一種鋼軌打磨車的調速裝置)	Invention	200810225508.6	CNR Beijing Feb. 7th	3 November 2008 to 2 November 2028
30.	Traction transmission system (牽引傳動系統)	Utility model	201020610747.6	CNR Beijing Feb. 7th	16 November 2010 to 15 November 2020
31.	Main machine of double screw air compressor (一種雙螺桿空氣壓縮機主機)	Utility model	200920108634.3	CNR Beijing Nankou	27 May 2009 to 26 May 2019
32.	Gear box with lubricating system (帶有潤滑系統的齒輪箱)	Utility model	201020248220.3	CNR Beijing Nankou	24 June 2010 to 23 June 2020
33.	Workpiece turning-over assembly stand (一種工件翻轉裝配台)	Invention	200910087892.2	CNR Beijing Nankou	25 June 2009 to 24 June 2029

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<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
34.	External rail car at end part of power system (動力系統端部外置型軌道車)	Utility model	200820106569.6	CNR Taiyuan	8 November 2008 to 7 November 2018
35.	Asynchronous big power and double-feedback wind-driven generator (大功率雙饋型異步風力發電機)	Invention	200610012430.0	Yongji Xinshisu	14 March 2006 to 13 March 2026
36.	Low-speed big-diameter high-torque asynchronous motor (低速大直徑高轉矩異步電動機)	Invention	200610012841.X	Yongji Xinshisu	12 June 2006 to 11 June 2026
37.	Permanent-magnetic operation type electromagnetic combined contactor (永磁操動式電磁組合接觸器)	Invention	200610048170.2	Yongji Xinshisu	17 August 2006 to 16 August 2026
38.	Direct current traction motor capable of speed measuring for narrow gage locomotive (可測速的窄軌機車用直流牽引電動機)	Invention	200610102292.5	Yongji Xinshisu	22 December 2006 to 21 December 2026
39.	Brushless exciting controller (無刷勵磁控制器)	Invention	200710061769.4	Yongji Xinshisu	24 April 2007 to 23 April 2027
40.	Vertical AC asynchronous topped driven motor (立式交流異步頂驅電機)	Invention	200710062219.4	Yongji Xinshisu	21 June 2007 to 20 June 2027
41.	High-voltage energy consumption control device (高壓能耗控制裝置)	Utility model	200920217257.7	Yongji Xinshisu	19 September 2009 to 18 September 2019

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42.	Oil field drill top-drive motor ventilator (油田鑽機頂驅電機通風機)	Invention	200610012733.2	Yongji Xinshisu	19 May 2006 to 18 May 2026
43.	Hollow cooler for motor (電機用空空冷卻器)	Invention	200810079407.2	Yongji Xinshisu	12 September 2008 to 11 September 2028
44.	Traction auxiliary power supply integrated deflector (牽引輔助供電一體式變流裝置)	Invention	200810080053.3	Yongji Xinshisu	6 December 2008 to 5 December 2028
45.	Frequency conversion permanent magnet synchronous motor (變頻永磁同步電動機)	Invention	200810080135.8	Yongji Xinshisu	13 December 2008 to 12 December 2028
46.	Variable-frequency speed-regulating asynchronous traction motor for high-speed AC passenger locomotive (高速交流客運機車用變頻調速異步牽引電動機)	Invention	200910074659.0	Yongji Xinshisu	2 June 2009 to 1 June 2029
47.	Metro stray current drainage device (地鐵雜散電流排流裝置)	Invention	200910075699.7	Yongji Xinshisu	12 October 2009 to 11 October 2029
48.	Vapor pressure type flushing device for toilet (衛生間氣壓式沖水裝置)	Utility model	200520126611.7	Shandong Huateng Environment Protection Science and Technology Co., Ltd.* (山東華騰環保科技有限公司)	27 December 2005 to 26 December 2015

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<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
49.	Railway goods train bogie side frame inner conductive frame processing clamping positioning technology (鐵路貨車轉向架側架內導框加工裝夾定位工藝)	Invention	200710113566.5	CNR Jinan	31 October 2007 to 30 October 2027
50.	Railway truck axle shaft end screw hole broken-bevel taking out technology (鐵路貨車車軸軸端螺紋孔取斷錐工藝)	Invention	200710113565.0	CNR Jinan	31 October 2007 to 30 October 2027
51.	Bogie for goods train with large axle load and low dynamic action (大軸重低動力作用鐵路貨車轉向架)	Invention	200810138804.2	CNR Jinan	29 July 2008 to 28 July 2028
52.	Crossed rod mechanism for rail wagon bogie (一種鐵路貨車轉向架用交叉杆機構)	Invention	200910017141.3	CNR Jinan	16 July 2009 to 15 July 2029
53.	Secondary lifting device of vacuum system (真空系統二次提升裝置)	Invention	200910307645.9	Shandong Huateng Environment Protection Science and Technology Co., Ltd.* (山東華騰環保科技有限公司)	24 September 2009 to 23 September 2029
54.	Vent valve for building vacuum drainage system (一種建築真空排水系統用通氣閥)	Utility model	201020566368.1	Shandong Huateng Environment Protection Science and Technology Co., Ltd.* (山東華騰環保科技有限公司)	19 October 2010 to 18 October 2020

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No.	Name of Patent	Type of Patents	Patent No.	Name of Proprietor	Validity Period
55.	Heating system for speed increasing box of wind driven generator (一種風力發電機增速箱加熱系統)	Utility model	201020534087.8	CNR Jinan	17 September 2010 to 16 September 2020
56.	Electrical control system for tunnel cleaning trolley (一種用於隧道清潔車的電氣控制系統)	Invention	201010296316.1	CNR Jinan	29 September 2010 to 28 September 2030
57.	Vacuum angle seat valve (真空角座閥)	Invention	201010181516.2	Shandong Huateng Environment Protection Science and Technology Co., Ltd.* (山東華騰環保科技有限公司)	25 May 2010 to 24 May 2030
58.	Vacuum sewage collection device (一種真空收集污水裝置)	Utility model	201020569695.2	Shandong Huateng Environment Protection Science and Technology Co., Ltd.* (山東華騰環保科技有限公司)	20 October 2010 to 19 October 2020
59.	Mainshaft bearing installation lifting appliance of wind driven generator (風力發電機主軸軸承安裝用吊具)	Utility model	201020663377.2	CNR Wind Turbine Co., Ltd.* (北車風電有限公司)	15 December 2010 to 14 December 2020
60.	Enclosed discharging device of tank truck (罐車密閉加排裝置)	Utility model	200720032964.X	CNR Xi'an	29 September 2007 to 30 September 2017
61.	Tank vehicle mounted breathing type safety valve (一種罐車用呼吸式安全閥)	Invention	200610104762.1	CNR Xi'an	19 October 2006 to 18 October 2026

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<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
62.	Automatic testing method and apparatus for performance of breathing relief valve (呼吸式安全閥性能的自動測試方法及其裝置)	Invention	200610104951.9	CNR Xi'an	23 November 2006 to 22 November 2026
63.	Rust preventive for hydraulic pressure test of tank (罐體水壓試驗防銹劑)	Invention	200810150690.3	CNR Xi'an	21 August 2008 to 20 August 2028
64.	Tanker distributed with vacuum brake ends (真空制動端頭佈置式罐車)	Design	200830117191.5	CNR Xi'an	19 June 2007 to 18 June 2018
65.	Sucker of supercharger (一種增壓器進油管)	Utility model	200820176141.9	CNR Lanzhou	4 November 2008 to 3 November 2018
66.	Method for repairing and processing bearing hole of main bearing cap of diesel engine body of diesel locomotive (內燃機車柴油機機體主軸承孔檢修加工的方法)	Invention	200810150764.3	CNR Lanzhou	26 August 2008 to 25 August 2028
67.	Converting device for electronic speed-regulator for diesel engine to replace mechanical speed regulating device interface (柴油機電子調速器取代機械調速器接口轉換裝置)	Utility model	200720185141.0	CNR Dalian	25 December 2007 to 24 December 2017

APPENDIX VII
STATUTORY AND GENERAL INFORMATION

<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
68.	Push rod sleeve structure for diesel engine (柴油機用頂杆套筒結構)	Utility model	200820232056.X	CNR Dalian	25 December 2008 to 24 December 2018
69.	Electric locomotive high voltage separation switch (電力機車高壓隔離開關)	Utility model	200820232063.X	CNR Dalian	25 December 2008 to 24 December 2018
70.	Resilient gear wheel coupling device (彈性齒輪連軸裝置)	Utility model	200820232066.3	CNR Dalian	25 December 2008 to 24 December 2018
71.	Resilient suspension mechanism of locomotive steering bogie driving device (機車轉向架驅動裝置彈性架懸機構)	Invention	200610046490.4	CNR Dalian	26 April 2006 to 25 April 2026
72.	Cityrail train fixed multi-connection device capable of realizing automatic protection (可實現自動保護的城軌列車固定重聯裝置)	Invention	200810230114.X	CNR Dalian	25 December 2008 to 24 December 2028
73.	Ends change-over steering control apparatus of locomotive car (機車換端操縱控制裝置)	Utility model	200920015911.6	CNR Dalian	28 July 2009 to 27 July 2019
74.	Integral lifting device for steering frame and vehicle in emergency relief (轉向架和車體緊急救援整體起吊裝置)	Utility model	200920203670.8	CNR Dalian	25 September 2009 to 24 September 2019

APPENDIX VII
STATUTORY AND GENERAL INFORMATION

<u>No.</u>	<u>Name of Patent</u>	<u>Type of Patents</u>	<u>Patent No.</u>	<u>Name of Proprietor</u>	<u>Validity Period</u>
75.	Locomotive convenient for releasing drive gear (方便脫開主動齒輪的機車)	Utility model	200920288125.3	CNR Dalian	15 December 2009 to 14 December 2019
76.	Eccentric bushing of electric starting motor of diesel engine and clamp thereof (柴油機電起動馬達偏心套及其夾具)	Utility model	201020168003.3	CNR Dalian	23 April 2010 to 22 April 2020
77.	Vibration isolation for diesel engine (柴油機隔振裝置)	Utility model	200820014415.4	CNR Dalian	23 July 2009 to 22 July 2019
78.	Technique of cold drawn precast slab for side wall of passenger coach (鐵路客車側牆大板冷拉預製板工藝)	Invention	02133079.4	CNR Changchun	27 September 2002 to 26 September 2022
79.	Power steering truck frame work for low floor light railway (低地板輕軌車用動力轉向架構架)	Utility model	200720094535.5	CNR Changchun	2 November 2007 to 1 November 2017
80.	Front (100% low-floor car) (車頭 (100%低地板車輛))	Design	201030150615.5	CNR Changchun	28 April 2010 to 27 April 2020
81.	Centre-forming technique from metal sheet (一種金屬板材變圓心成型工藝)	Invention	200710055966.5	CNR Changchun	15 August 2007 to 14 August 2027
82.	Power car wheelset gear box side disk-braking press mounting technology (動車輪對齒輪箱側制動盤壓裝工藝)	Invention	200710056135.X	CNR Changchun	10 October 2007 to 9 October 2027

Domain names

As at the Latest Practicable Date, we had registered the following major domain name:

<u>No.</u>	<u>Domain name</u>	<u>Registrant</u>
1.	chinacnr.com	our Company

C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Disclosure of our Directors' and Supervisors' interests and short positions in the issued shares of our Company and its associated corporations

Immediately following completion of the Global Offering (and assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Share Option Scheme), the beneficial interests or short positions of our Directors, Supervisors and the chief executives in any shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO), which once the Shares are listed, will be required (a) to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of Part XV of the SFO, to be entered in the register required to be kept therein once the Shares are listed; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Hong Kong Listing Rules to be notified to our Company and the Hong Kong Stock Exchange, are as follows:

Long position and short position in the shares, underlying shares and debentures of our Company or its associated corporations

<u>Name</u>	<u>Nature of interest</u>	<u>Class of securities</u>	<u>Number of options granted under the Share Option Scheme</u>	<u>Number of A Shares</u>
Cui Dianguo (崔殿國)	Beneficial Owner	A Shares	420,000	125,000
Xi Guohua (奚國華)	Beneficial Owner	A Shares	420,000	125,000

(b) Persons who have an interest or short position discloseable under Divisions 2 and 3 of Part XV of the SFO and Substantial Shareholders

So far as our Directors are aware, the following Shareholders will immediately following the completion of the Global Offering (and assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Share Option Scheme), have an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be directly or indirectly, interested in 10% or more of the value of any class of Shares carrying rights to vote in all circumstances at Shareholders' general meetings of any member of our Group:

Long position and short position in the shares and underlying shares of our Company or other members of our Group companies

<u>Name</u>	<u>Nature of interest</u>	<u>Class of securities</u>	<u>Number of Shares</u>	<u>Approximate percentage of shareholding Interest</u>
CNRG ⁽¹⁾	Beneficial Owner	A Shares	6,712,010,474	55.28%
Beijing CNR Investment ^{(1) (2)}	Beneficial Owner	A Shares	357,463,320	2.94%

Note 1: As CNRG held 100 % of the shares of Beijing CNR Investment as at the Latest Practicable Date, the interest held by Beijing CNR Investment in our Company is deemed to be the interest held by CNRG in our Company under the provisions of Division 2 and 3 of Part XV of the SFO.

Note 2: Reduction of state-owned shares through Beijing CNR Investment. See "Share Capital—Transfer of State-owned Shares to NSSF" for further details.

Save as disclosed herein but taking no account of any Shares which may be taken up under the Global Offering, our Directors are not aware of any person who will immediately following completion of the Global Offering be directly or indirectly interested in any interest or any long position in the shares or underlying shares of our Company who would fall to be disclosed to our Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the shares then in issue or equity interest in any member of our Group representing 10% or more of the equity interest in such company.

(c) Particulars of service agreements

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things, compliance of relevant laws and regulations, observation of the Articles of Association and provisions on arbitration.

Save as disclosed above, none of our Directors or Supervisors has entered or has proposed to enter into any service agreements with our Company or any members of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

2. Interest in suppliers and customers of our Group

As at the Latest Practicable Date, so far as our Directors were aware, no Director or their respective associates or shareholder (which to the knowledge of our Directors owns more than 5% of the issued share capital of our Company) had any interest in the five largest suppliers or customers of our Group.

3. Related party transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this prospectus as mentioned in Note 37 of the Accountants' Report set out in Appendix I.

D. OTHER INFORMATION

1. Share Option Scheme

(a) Share Option Scheme

Pursuant to the “Resolutions, including the Resolution on the Share Option Scheme (Revised Draft)” (關於<中國北車股份有限公司購股權計劃 (草案修訂稿)>的議案), “Resolution on Authorization to the Board for Handling Matters Related to the Share Option Scheme” (《關於授權董事會辦理公司購股權計劃相關事項的議案》), “Resolutions on the Determination of Initial Grant Date of Share Options” (《關於確定<中國北車股份有限公司購股權計劃>首次股票期權授予日的議案》), “Resolution on the Adjustment to the Number of Participants and Total Number of Shares to Grant” (《中國北車股份有限公司關於調整購股權計劃激勵對象人數及股票期權授予總數的議案》) and “Resolution on the Adjustment to the Exercise Price of Share Options” (《關於調整中國北車股份有限公司購股權計劃股票期權行權價格的議案》), the Company has approved and adopted the Share Option Scheme, with details set out below:

- | | |
|-----------------------------|---|
| (1) Purposes of the Scheme: | (i) to establish a mechanism which share interests and risks among the shareholders, management and core talents, and promote sustainable and healthy development of the Company; (ii) to attract, motivate and retain senior management and core talents of the Company to maximize value for the Company and the shareholders; and (iii) to establish a long-term incentive and restriction mechanism to realize profit distribution to human capital and optimize and improve remuneration and incentive system, which illustrate the performance-oriented incentive culture of the Company and enhance its competitiveness. |
| (2) Initial Grant Date: | 1 November 2012 |
| (3) Consideration: | Nil |
| (4) Exercise price: | RMB4.24 (the “ Exercise Price ”) |

The Exercise Price is the price at which Participants are able to subscribe the underlying Shares of the Company and is determined by the Company when the Share Options are granted.

In case of any capitalization of capital reserve, payment of bonus shares, subdivision or consolidation of shares, dividend distribution, right issue or additional issue by the Company, an adjustment shall be made to the Share Options granted but not yet exercisable or those exercisable but not yet exercised, provided that no adjustment may be made to the effect that the exercise price would be less than the nominal value.

- (5) Total number of Shares granted: 85,333,500 A Shares (representing 0.70% of the total share capital of the Company following completion of the Global Offering, assuming that the Over-allotment Option is not exercised).
- (6) Participants: A total of 340 employees (each a “**Participant**”), include directors and senior management of the Company as well as core technical officers and key management members who have direct influence on the overall performance and sustainable development of the Company. They represent 0.39% of the total number of employees of the Company.
- (7) Maximum entitlement of each Participant: Unless otherwise approved in the Shareholders’ general meeting, the total number of shares granted to any Participant under the Scheme or other effective share option schemes of the Company (if any) shall not exceed 1% of the total share capital of the Company at any time, and the cap amount of the Share Options granted to any Participants (including exercised, cancelled and outstanding Share Options) shall not exceed 1% of the total share capital of the Company in any period of 12 months.
- (8) Transferability of options: The Share Options granted to Participants under the Scheme shall not be sold, transferred, guaranteed, mortgaged, pledged or used to repay debts.
- (9) Scheme period: The Validity Period for all share options shall be 1 November 2012 (the “**Grant Date**”) to 1 November 2019. The exercisable period refers to the period between the first Effective Date and the expiry date and shall not be more than five years. The exercisable period is therefore 1 November 2014 to 1 November 2019.

The Vesting Period refers to the period between the Grant Date and the first Effective Date and shall last for two years (i.e. not exercisable within two years from the Grant Date). The share options granted to the participants of the scheme shall become exercisable in three tranches in the percentage of 33%, 33% and 34% on the effective dates, which shall be the second anniversary, the third anniversary and the fourth anniversary from the Grant Date (each an “Effective Date”), respectively.

- (10) Performance targets: The grant of Share Options is subject to the following profit targets:

- (A) The annual growth rate of operating revenue is not less than the targets below and is higher than industry average:

<u>The tranches to be effective</u>	<u>First tranche</u>	<u>Second tranche</u>	<u>Third tranche</u>
Annual growth rate of operating revenue	15%	15%	15%

- (B) The weighted average return on net assets after extraordinary items is not less than the targets below and is higher than industry average:

<u>The tranches to be effective</u>	<u>First tranche</u>	<u>Second tranche</u>	<u>Third tranche</u>
Weighted average return on net assets after extraordinary items	10.5%	11%	11.5%

The annual growth rate of operating revenue and weighted average return on net assets after extraordinary items shall be based on the consolidated financial statements of the Company prepared in accordance with the accounting standards of China.

(C) Subject to the filing with SASAC and CSRC, the Board of the Company has the right to adjust and amend the above performance indicators and levels in consideration of the major impacts on the relevant indicators which may be caused by relevant factors such as corporate strategies and market environment.

(11) Termination of the Scheme: The Shareholders' general meeting may terminate the Share Option Scheme by special resolution. Upon termination of the Share Option Scheme by special resolution of the general meeting, the Company shall not grant any Share Option to any Grantee pursuant to the Scheme. The outstanding shares granted to the Grantees pursuant to the Scheme shall be restricted by the Exercise and remain in force in accordance with the requirements of the Scheme.

(b) Share options being granted but not exercised

As Chapter 17 of the Hong Kong Listing Rules shall be applicable to all the share option schemes under which share options, in the form of new shares or other securities, will be granted to the listing applicants or any of their subsidiaries pursuant to the Rule 17.01 (1) of the Hong Kong Listing Rules, no other share options will be granted upon the Listing under the Share Option Scheme of the Company.

As at the Latest Practicable Date, share options for subscription of an aggregate of 85,333,500 A Shares (representing approximately 0.70% of the total issued share capital of the Company) were granted under the Share Option Scheme. In addition, no other share options will be granted under the Share Option Scheme since the Latest Practicable Date. Details of the share options which were granted but not exercised in accordance with the Share Option Scheme are set out below:

Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address
I. Directors and senior management of the Company					
1 Cui Dianguo (崔殿國)	Chairman of the Board and non-executive Director of the Company	420,000	0.49%	0.003%	R4-501, Building 12 Lianxiangyuan Xiaoku Fengtai District, Beijing PRC
2 Xi Guohua (奚國華)	President and executive Director of the Company	420,000	0.49%	0.003%	10 Fuxing Road Yangfangdian Haidian District, Beijing PRC
3 Zhao Guangxing (趙光興)	Vice president of the Company	357,000	0.42%	0.003%	605, No. 35 Building Nanxiange Xuanwu District Beijing, PRC
4 Gao Zhi (高志)	Vice president and chief financial officer of the Company	357,000	0.42%	0.003%	707, 4F Shuzhijia Garden Haidian District, Beijing PRC
5 Sun Yongcai (孫永才)	Vice president of the Company	357,000	0.42%	0.003%	3-5-1 No. 10, Chengren Street Shahekou District, Dalian Liaoning Province, PRC

	Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address
6	Jia Shirui (賈世瑞)	Vice president of the Company	357,000	0.42%	0.003%	10 Fuxing Road Yangfangdian Haidian District, Beijing PRC
7	Wei Yan (魏岩)	Vice president of the Company	315,000	0.37%	0.003%	10 Fuxing Road Yangfangdian Haidian District, Beijing PRC
8	Yu Weiping (余衛平)	Vice president of the Company	315,000	0.37%	0.003%	No. 17 Chunhui Road Lvyuan District Changchun, PRC
9	Xie Jilong (謝紀龍)	Secretary to the Board of the Company	315,000	0.37%	0.003%	10 Fuxing Road Yangfangdian Haidian District, Beijing PRC
10	Wang Yongzhi (王勇智)	Chief engineer of the Company	315,000	0.37%	0.003%	R903, Door 2, Building 34 Ganjiakou Haidian District, Beijing, PRC
	Total		3,528,000	4.1%	0.030%	
II. Connected persons						
1	Lin Wanli (林萬里)	Former employee Director of the Company	357,000	0.42%	0.003%	No. 604, Unit No. 6 No. 4 Xihuashi Nanlidong District Chongwen District Beijing, PRC
2	Sun Kai (孫鏜)	Former vice president of the Company	357,000	0.42%	0.003%	10 Fuxing Road, Yangfangdian Haidian District Beijing, PRC
3	Dong Xiaofeng (董曉峰)	Former director of CNR Changchun	315,000	0.37%	0.003%	R21-203, Building 40 Changnan District B, No. 8-10 Lane Qingyin Two lane, Lvyuan District Changchun, PRC
4	Wang Yanping (王雁平)	Director of Datong ABC Castings Company Limited* (大同愛碧鑄造有限公司)	315,000	0.37%	0.003%	No. 201, Unit No. 34 No. 1 Mashemmiao Haidian District, Beijing, PRC
5	Gu Chunyang (谷春陽)	Director of CNR Qiqihar	315,000	0.37%	0.003%	10 Fuxing Road, Yangfangdian Haidian District Beijing, PRC
6	Lu Xiwei (盧西偉)	Director of CNR MA	315,000	0.37%	0.003%	No. 8 Zhenwu Road, Lvyuan District Chengchun, PRC
7	Min Xing (閔興)	Director of CNR Dalian	315,000	0.37%	0.003%	3-3-1 No. 12, Chengren Street Shahekou District, Dalian Liaoning Province, PRC
8	Lian Jiayu (連家余)	Director of CNR Dalian	315,000	0.37%	0.003%	3-6-1 No. 10, Chengren Shahekou District, Dalian Liaoning Province, PRC
9	Hou Zhigang (侯志剛)	Director of CNR Tangshan	315,000	0.37%	0.003%	No. 403, Door No. 4, 5th Building Tangchexiao District, Xingfu Road Fengrun District, Tangshan City Hebei Province, PRC
10	Hao Shuqing (郝樹青)	Director of CNR Tangshan	315,000	0.37%	0.003%	No. 102, 14 th Floor Huayan Rail Road Huayan East Lane, Tangshan City Hebei Province, PRC
11	Xu Yinping (徐印平)	Former director of Yongji Xinshisu	315,000	0.37%	0.003%	8-4-510, Weiyang District East Garden Village Xi'an City, PRC
12	Nan Qinlong (南秦龍)	Director of Yongji Xinshisu	315,000	0.37%	0.003%	No. 15, Zhongshan West Road Yongji City, Shanxi Province, PRC
13	Liu Baoming (劉保明)	Director of CNR Qingdao Sifang	315,000	0.37%	0.003%	Household 601 No. 19 Xianju Road Qingdao City South District Shandong Province, PRC
14	Cao Guobing (曹國炳)	Director of CNR Import & Export	294,000	0.34%	0.002%	No 1502, 5 th Building Lian Fanyuan Little District Fengtai District Beijing, PRC
15	Zhang Zhenxiang (張振翔)	Director of CNR Leasing	294,000	0.34%	0.002%	No. 602, Unit No. 6, 15 North Fengwo Road Haidian District, Beijing, PRC
16	Wang Run (王潤)	Director of CNR Changchun	294,000	0.34%	0.002%	No. 20 Chunhui Road Lvyuan District, Chengchun City, PRC

Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address
17 Xie Buming (謝步明)	Director of CNR CR	294,000	0.34%	0.002%	No. 601, Unit 6, 5 th Building No. 19 Dawang Road, Chaoyang District Beijing, PRC
18 Lou Yanjun (婁彥君)	Supervisor of CNR Changchun	294,000	0.34%	0.002%	No. 414, Door No. 7, Building 73 Xinzhu Road Garden Little District, Lvyuan District, Changchun City, PRC
19 Fang Zhijian (房志堅)	Director of CNR Shenyang	294,000	0.34%	0.002%	10 Fuxing Road, Yangfangdian, Haidian District, Beijing, PRC
20 Sun Yingjun (孫英俊)	Director of CNR Shenyang	294,000	0.34%	0.002%	7-4-2, No. 2 Qin Jiangdong Street, Huanggu District, Shenyang, PRC
21 Wen Zengjie (問增傑)	Director of CNR Tianjin	294,000	0.34%	0.002%	R33-602, Building 7, Suiyuan Gongyu Zhongfang Qian Street, Hebei District Tianjin, PRC
22 Yang Shaobo (楊少波)	Director of CNR Tianjin	294,000	0.34%	0.002%	R2-202, Building 2 Changxindian Jianshe Yi Li Fengtai District Beijing, PRC
23 Yang Yonglin (楊永林)	Director of CNR Beijing Feb. 7th	294,000	0.34%	0.002%	No. 10 Fuxing Road Yangfang dian Haidian District Beijing, PRC
24 Liu Xiaoping (劉曉平)	Former director of CNR Beijing Feb. 7th	294,000	0.34%	0.002%	No. 1 Yanggongzhuang Changxindian Fengtai District Beijing, PRC
25 Wang Dongming (王東明)	Former director of CNR Beijing Feb. 7th	294,000	0.34%	0.002%	R4-16, Changxindian Cuicun Er Li Fengtai District Beijing, PRC
26 Sun Kai (孫凱)	Director of CNR Beijing Feb. 7th	294,000	0.34%	0.002%	No. 219, Daobei Nanchang Sushe Dongqu Pingfang Nankou Zhen Changping District Beijing, PRC
27 Zhang Xiuchen (張秀臣)	Director of CNR Beijing Nankou	294,000	0.34%	0.002%	No. 1000, Daobei Nanchang Jiti Sushe Nankou Zhen Changping District Beijing, PRC
28 Guo Shengqing (郭勝清)	Director of CNR Datong	294,000	0.34%	0.002%	R2-7, Building 4 Xiyuan Xiaoqu, Chengqu Datong Shanxi Province, PRC
29 Zou Tao (鄒濤)	Director of CNR Datong	294,000	0.34%	0.002%	R1-3, Building 2, Jingan Xiaoqu Chengqu Datong Shanxi Province, PRC
30 Zhang Yili (張毅力)	Former director of CNR Taiyuan	294,000	0.34%	0.002%	R8-42, Building 3, Xiangtang Xi Street Bei Yi Tiao Xinghualing District Taiyuan Shanxi Province, PRC
31 Huo Yanjun (霍豔軍)	Director of CNR Taiyuan	294,000	0.34%	0.002%	R2-6, Building 2, C District, Building 18, Yingchun Street Xinghualing District Taiyuan Shanxi Province, PRC
32 Chu Jun (初軍)	Director of CNR Jinan	294,000	0.34%	0.002%	R1-302, Building 14 No. 9 Huaicun Street Huayin District Jinan, PRC
33 Zhang Xiangdong (張向東)	Director of CNR Xi'an	294,000	0.34%	0.002%	R3-408, Building 38 Huayuan Bei Cun, Weiyang District Xi'an, PRC

	<u>Grantee</u>	<u>Relationship with the Company</u>	<u>Number of share options granted</u>	<u>Percentage of the total number of share options granted (%)</u>	<u>Percentage of total number of shares after Global Offering⁽¹⁾ (%)</u>	<u>Address</u>
34	Zhao Yong (趙勇)	Former director of CNR Xi'an	294,000	0.34%	0.002%	R2-714, Building 14 Huayuan Dongcun Weiyang District Xi'an, PRC
35	Sheng Chunlin (生春林)	Director of CNR Lanzhou	294,000	0.34%	0.002%	R202, No. 50 Xizhan Dong Lu Qilihe District Lanzhou, Gansu, PRC
36	Chen Beiqun (陳北群)	Former director of CNR Lanzhou	294,000	0.34%	0.002%	R1202, No. 29 Xizhan Dong Lu Qilihe District Lanzhou, Gansu, PRC
37	Ma Zhan (馬展)	Former director of CNR Dalian Institute	294,000	0.34%	0.002%	1-4-1, No. 28 Zhonglong Yuan Shahekou District Dalian, Liaoning, PRC
38	Jiang Dong (姜冬)	Director of CNR Dalian Institute	294,000	0.34%	0.002%	R8-9, No. 11 Chengren Street Shahekou District Dalian, Liaoning, PRC
39	Du Pengyuan (杜鵬遠)	Director of CNR Southern	273,000	0.32%	0.002%	No. 1008, Building 4 Zhenwumiao Liu Li Xicheng District Beijing, PRC
40	Ning Rubin (寧如斌)	Director of CNR CR	273,000	0.32%	0.002%	No. 22, Daobei Nanchang Sushe Dong District Pingfang Nankouzhen, Changping District Beijing, PRC
41	Zhang Yan (張岩)	Director of CNR CR	273,000	0.32%	0.002%	Building 15, Fangcheng Yuan One Section Fengtai District Beijing, PRC
42	Wang Hongwei (王宏偉)	Director of Shenyang CNR Construction Engineering Co., Ltd.* (瀋陽北車建設工程有限公司)	273,000	0.32%	0.002%	4-2-1, No. 5 Putuoshan Road Huangu District Shenyang, PRC
43	Liang Tao (梁叢)	Director of CNR Logistics	273,000	0.32%	0.002%	R2-803, Building 1, No. 9 Garden Baiwanzhuang Avenue Xicheng District Beijing, PRC
44	Liang Bin (梁兵)	Director of CNR Financial	273,000	0.32%	0.002%	R1-403, Kaiyangli Eight Section Fengtai District Beijing, PRC
45	Tang Xiankang (唐獻康)	Director of CNR Dalian Electric Traction	273,000	0.32%	0.002%	R3-1601, Building 3 Zhonghaifuyuan No. 37 Zengguang Road Haidian District Beijing, PRC
46	Shi Jiangli (時景麗)	Director of CNR Financial	273,000	0.32%	0.002%	10 Fuxing Road, Yangfangdian, Haidian District, Beijing, PRC
47	Wang Jian (王健)	Director of CNR Financial	273,000	0.32%	0.002%	No.83, 10F Building 3 Old City South Lane Shijingshan District Beijing, PRC
48	Zhang Yuxiang (張玉祥)	Director of CNR Qiqihar	273,000	0.32%	0.002%	R1-101, Building 6 Banfang Tongdongjie Street Tiefeng District Qiqihar Heilongjiang, PRC
49	Zhao Li (趙莉)	Spouse of Yang Shaobo (楊少波), director of CNR Tianjin	273,000	0.32%	0.002%	R308, Building 22 Honglian Nali Xuanwu District Beijing, PRC
50	Dong Xuzhang (董緒章)	Supervisor of CNR Qiqihar Railway Stocks Technology Development Co., Ltd.* (齊齊哈爾北車鐵路車輛 技術開發有限公司)	273,000	0.32%	0.002%	Beiwenhua Sushe 211 033 Section Beiwenhua Section Tiefeng District Qiqihar, Heilongjiang, PRC
51	Ma Yingshan (馬盈山)	Director of Dalian Qiche Railway Transportation Equipment Co., Ltd.* (大連齊車軌道交 通裝備有限責任公司)	273,000	0.32%	0.002%	R1-401, Building 230 Guangrong Section Two Guangrong Lane Tiegong Street Tiefeng District Qiqihar, Heilongjiang, PRC

Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address
52 Zhang Jingwei (張景偉)	Director of Harbin Railway Transportation Equipment Co., Ltd.* (哈爾濱軌道交通裝備有限責任公司)	273,000	0.32%	0.002%	R4-301, No. 4 Gaoyi Street Daoli District Harbin, PRC
53 Yan Yugui (閔玉貴)	Director of Harbin Railway Transportation Equipment Co., Ltd.* (哈爾濱軌道交通裝備有限責任公司)	273,000	0.32%	0.002%	R3-601, Building 5, Dongan Shichang Section, Dongxinan Street Dongan District Mudanjiang, Heilongjiang, PRC
54 Zhao Minghua (趙明花)	Director of Changchun Changke Rapid Transit Vehicle and Parts Co., Ltd.* (長春長客軌道車輛配件銷售有限責任公司)	273,000	0.32%	0.002%	R1-8, Building 505 Jincheng Avenue Lvyuan District Changchun, PRC
55 Liang Shengtong (梁聖童)	Director of CNR (Dalian) Diesel Engine Co., Ltd.* (北車(大連)柴油機有限公司)	273,000	0.32%	0.002%	R3-3, Xinggongnan Five Street Shahekou District Dalian, Liaoning, PRC
56 Wang Zichang (王子長)	Director of CNR Qiqihar	273,000	0.32%	0.002%	R5-501, Building 9 Zhonghuadonglu Renmin Section Tongdong Road Tiefeng District Qiqihar, Heilongjiang, PRC
57 Wang Hua (王華)	Director of CNR Qiqihar	273,000	0.32%	0.002%	R4-102, Building 10 Zhonghuadonglu Renmin Section Tongdong Road Tiefeng District Qiqihar, Heilongjiang, PRC
58 Zhu Zhen (祝震)	Director of CNR Qiqihar	273,000	0.32%	0.002%	R10-2-501, 202 Section Banfang Section Tiefang District Qiqihar, Heilongjiang, PRC
59 Li Hongge (李宏閣)	Director of CNR Qiqihar	273,000	0.32%	0.002%	Section 92, Renminxi Section Tongdong Road Tiefeng District Qiqihar, Heilongjiang, PRC
60 Li Gangchuan (李剛船)	Former director of CNR Changchun	273,000	0.32%	0.002%	R7-101, Building 6 Changnan Section A No. 26-30 Chongwen Lane Lvyuan District Changchun, PRC
61 Chen Xiaomin (陳孝敏)	Director of CNR Changchun	273,000	0.32%	0.002%	R7-313, Building 10 Changnan Section B No. 1-5 Zhenwu Road Lvyuan District Changchun, PRC
62 Di Jinying (邸晉英)	Director of CNR Changchun	273,000	0.32%	0.002%	R2-404, Building 76 Xinzhulu Garden Section Lvyuan District Changchun, PRC
63 An Zhongyi (安忠義)	Director of CNR Changchun	273,000	0.32%	0.002%	R3-505, Building 13 Changnan Section B No. 8 Zhenwu Road Lvyuan District Changchun, PRC
64 Li Jingyi (李景義)	Director of CNR Hefei Rolling Stock Co., Ltd.* (合肥北車軌道裝備有限公司)	273,000	0.32%	0.002%	No. 36, Xingyang Street North, Xi'an Road, Lvyuan District Changchun, PRC
65 Bi Yi (畢毅)	Supervisor of CNR Dalian	273,000	0.32%	0.002%	1-5-2, No. 4 Yongli Lane Fushun Street Shahekou District Dalian, Liaoning, PRC
66 Zhang Zhiqiong (張志穹)	Director of Dalian Locomotive and Rolling Stock Trading Co., Ltd.* (大連機車車輛經銷有限公司)	273,000	0.32%	0.002%	2-2-2, No. 548 Zhongshan Road Shahekou District Dalian, Liaoning, PRC

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67	Ma Yanchen (馬延臣)	Director of CNR Dalian	273,000	0.32%	0.002%	3-7-1, No. 840 Changjiang Road Shahekou District Dalian, Liaoning, PRC
68	Liu Huiyan (劉會岩)	Director of CNR Dalian	273,000	0.32%	0.002%	5-1, No. 30 Xinggongnan Five Street Shahekou District Dalian, Liaoning, PRC
69	Gao Wuqing (高武清)	Director of CNR Dalian	273,000	0.32%	0.002%	1-8-1, No. 56, Yangshu Street Shahekou District Dalian, Liaoning PRC
70	Xu Bin (許濱)	Director of CNR Dalian	273,000	0.32%	0.002%	144-1, Nanchang Street Xigang District Dalian, Liaoning PRC
71	Yang Guang (楊光)	Director of CNR Tianjin Rolling Stock Co., Ltd.* (天津北車軌道裝備有 限公司)	273,000	0.32%	0.002%	R1-501, Building 16 No.2 Tangchexiao District Xingfu Road Fengrun District Tangshan, Hebei Province PRC
72	Yin Yehong (尹葉紅)	Director of CNR Tianjin	273,000	0.32%	0.002%	R4-201, Building 15 No.2 Tangchexiao District Xingfu Road Fengrun District Tangshan, Hebei Province PRC
73	Zhen Dawei (甄大偉)	Director of CNR Tianjin Rolling Stock Co., Ltd.* (天津北車軌道裝備有 限公司)	273,000	0.32%	0.002%	R4-403, Building 29 Tangchexiao District Fengrun District Tangshan, Hebei Province PRC
74	Sun Bangcheng (孫幫成)	Director of Tianjin JL Railway Transport Equipment Co., Ltd. (北京唐車高鐵科技 有限公司)	273,000	0.32%	0.002%	R502, Building 58 Tangchexiao District Fengrun District Tangshan, Hebei Province PRC
75	Xu Rujun (徐汝君)	Director of CNR Tangshan	273,000	0.32%	0.002%	R4-308, Building 37 Changnan District B No.12-16 Lane Qingyin Two Lane Lvyuan District Changchun PRC
76	Zhou Junnian (周軍年)	Director of CNR Tianjin Rolling Stock Co., Ltd.* (天津北車軌道裝備有限公司)	273,000	0.32%	0.002%	R101, Building 105 Wanlongxiao District Xingfu Road Fengrun District Tangshan, Hebei Province PRC
77	Zhang Junqing (張俊清)	Director of Beijing Tangche High Speed MU Co., Ltd.* (北京唐車高 鐵科技有限公司)	273,000	0.32%	0.002%	R4-101, Building 16 Tangchexiao District No.2 Xingfu Road Fengrun District Tangshan, Hebei Province PRC
78	Chen Liang (陳亮)	Director of Beijing Tangche High Speed MU Co., Ltd.* (北京唐車高鐵科 技有限公司)	273,000	0.32%	0.002%	R4-503, Building 1 Tangchexiao District Xingfu Road Fengrun District Tangshan, Hebei Province PRC
79	Zhao Hu (趙虎)	Former director of CNR Tangshan	273,000	0.32%	0.002%	No. 1007, Unit 2, Building 5 No.6 Honglian South Road Xuan Wu District, Beijing PRC

Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address
80 Dong Chunmei (董春梅)	Director of Yongji Xinshisu	273,000	0.32%	0.002%	R601, No. 36 No. 1 Village, Nanhua Court, Minhang District Shanghai, PRC
81 Yao Taosheng (姚陶生)	Director of Xi'an Yongdian Jinfeng Technology Co., Ltd.* (西安永電金風科技 有限公司)	273,000	0.32%	0.002%	21-2-201, No. 15 New District, Zhongshan West Street Yongji, Shanxi Province PRC
82 Ji Huigang (姬惠剛)	Director of Yongji Railway Mechanical and Electrical Equipment Refurbishment Co., Ltd.* (永濟鐵路電 機電器修配有限責任公司)	273,000	0.32%	0.002%	18-2-10, No.15 South, Zhongshan West Street Yongji, Shanxi Province PRC
83 Wang Yiping (王義平)	Director of Yongji Xinshisu	273,000	0.32%	0.002%	6-3-4, No.15 South, Zhongshan West Street Yongji, Shanxi Province PRC
84 Ning Wenze (寧文澤)	Director of Yongji Xinshisu	273,000	0.32%	0.002%	No.18 West Lane No. 2 South Huan Road Beilin District Xi'an, PRC
85 Zhao Yunsheng (趙雲生)	Director of CNR Qingdao Sifang	273,000	0.32%	0.002%	1001, Unit 2, Building 1 No.113, Jiangxi Road Shinan District Qingdao Shandong Province, PRC
86 Wang Yun (王雲)	Director of CNR Qingdao Sifang	273,000	0.32%	0.002%	402, Unit 3, No.123 Ruian Road Sifang District Qingdao Shandong Province, PRC
87 Kong Jun (孔軍)	Director of CNR Qingdao Sifang	273,000	0.32%	0.002%	401, Unit 7, Building 4 No.49 Dunhua Road Shibei District Qingdao Shandong Province, PRC
88 Lu Xiaojie (路孝傑)	Supervisor of Changchun Changke Import & Export Co., Ltd.* (長春長客進出口有限公司)	262,500	0.31%	0.002%	No.314, Door 7 Building 73 Huayuanxiao District Xinzhu Road Lvyan District Changchun, PRC
89 Wang Zhihua (王志華)	Supervisor of CNR Changchun	262,500	0.31%	0.002%	No.15, Qingfeng Road Kuancheng District Changchun, PRC
90 Yin Chengwen (尹成文)	Former director of CNR Changchun	262,500	0.31%	0.002%	No. 3, Qingyun Road Chaoyang District Changchun, PRC
91 Guo Yongqiang (郭永強)	Former director of CNR Shenyang	262,500	0.31%	0.002%	4-5-2, No.1 Putuoshan Road Huanggu District Shenyang, PRC
92 Wang Maocheng (汪茂成)	Director of CNR Shenyang	262,500	0.31%	0.002%	4-3-1, No. 8 Qinjiangdong Street, Huanggu District Shenyang, PRC
93 Wang Jianqiu (王劍秋)	Director of CNR Shenyang	262,500	0.31%	0.002%	3-1-2, No. 1 Tanjiang West Second Street, Huanggu District Shenyang, PRC
94 Tao Yang (陶陽)	Director of Shenyang Locomotive Braking System Co., Ltd.* (瀋陽機車車輛鐵道制動機 有限責任公司)	262,500	0.31%	0.002%	2-6-1, No.1 Putuoshan Road Huanggu District Shenyang, PRC
95 Zhang Haitao (張海濤)	Director of CNR Shenyang	262,500	0.31%	0.002%	1-7-1, No.15A Qishan West Road Huanggu District Shenyang, PRC

	<u>Grantee</u>	<u>Relationship with the Company</u>	<u>Number of share options granted</u>	<u>Percentage of the total number of share options granted (%)</u>	<u>Percentage of total number of shares after Global Offering⁽¹⁾ (%)</u>	<u>Address</u>
96	Zhang Quan (張權)	Director of CNR Shenyang	262,500	0.31%	0.002%	1-2-2, No.15A Qishan West Road Huanggu District Shenyang, PRC
97	Wang Guoting (王國廷)	Director of CNR Tianjin	262,500	0.31%	0.002%	No. 1203, Door No. 2, Building No. 12, Tianyueyuan, Xima Road, Nankai District, Tianjin, PRC
98	Liu Jingnan (劉京男)	Director of CNR Tianjin	262,500	0.31%	0.002%	No. 301, Door No. 3, Building No. 4 New Apartment Xiaoshulin Street Beichen District Tianjin, PRC
99	Zhang Zhanfu (張展福)	Director of CNR Tianjin	262,500	0.31%	0.002%	No. 502, Door No. 2, Building No. 49, Lvdao Homestead, Tianmu Town Beichen District Tianjin, PRC
100	Deng Kuitian (鄧奎天)	Director of CNR Tianjin	262,500	0.31%	0.002%	No. 8, Door No. 25, Zhicheng Lane, Zhicheng Road, Hebei District, Tianjin, PRC
101	Zhao Xin (趙歆)	Director of CNR Tianjin	262,500	0.31%	0.002%	No. 402, Door No. 1, Building No. 2, East Lake Garden, Xichangxia po, Hebei District, Tianjin, PRC
102	Ma Jianxun (馬建勛)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 102, Door No. 2, Building 2, Jianshe Lane No. 1, Changxindian, Fengtai District, Beijing, PRC
103	Li Haibin (李海濱)	Former director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 501, Door No. 1, Building 17, Jianshe Lane No. 3, Changxindian, Fengtai District, Beijing, PRC
104	Liu Jiahua (劉加華)	Former director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 301, Door No. 1, Building 17, Jianshe Lane No. 2, Changxindian, Fengtai District, Beijing, PRC
105	Wang Yunlin (王玉麟)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 301, Door No. 1, Building 6, Guangming Lane, Changxindian, Fengtai District, Beijing, PRC
106	Gao Weiyin (高維寅)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 302, Door No. 1, Building 6, Jianshe Lane No. 2, Changxindian, Fengtai District, Beijing, PRC
107	Sun Jianjun (孫建軍)	Former director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 30, Building 6, West Lane, East Road, Fengtai Town, Fengtai District, Beijing, PRC
108	Yang Xiuwei (楊修偉)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 601, Door No. 4, Building 8, Jianshe Lane No. 1, Changxindian, Fengtai District, Beijing, PRC
109	Zhang Zhihong (張志宏)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 8, Unit No. 2, Building 62, Wenhua Street, Cheng District, Datong City, Shanxi Province, PRC
110	Wei Yinan (魏亦南)	Director of CNR Beijing Nankou	262,500	0.31%	0.002%	No. 69, Building No. 22, Jing Yuan, Renmin University of China, Haidian District, Beijing, PRC
111	Ji Li (紀利)	Supervisor of CNR Beijing Nankou	262,500	0.31%	0.002%	Room 1, 3/F, Unit No. 2, Building No. 15, Eastern District of Daobei Nanchang Dormitory Building, Nankouzhen, Changping District, Beijing, PRC
112	Geng Gang (耿剛)	Director of CNR Beijing Nankou	262,500	0.31%	0.002%	Room 1, 5/F, Unit No. 2, Building No. 16, Eastern District of Daobei Nanchang Dormitory Building, Nankouzhen, Changping District, Beijing, PRC
113	Wang Heng (王珩)	Director of CNR Beijing Nankou	262,500	0.31%	0.002%	No. 301, Unit No. 4, Building 9, District No. 2, Tian Bao Yuan Lane No. 2, Tian Bao Road West, Yizhuang, Daxing District, Beijing, PRC
114	Li Xianyou (李賢有)	Director of CNR Datong	262,500	0.31%	0.002%	No. 6, Unit No. 7, Building 2, Xiyuanxiaoqu, Cheng District, Datong City, Shanxi Province, PRC
115	Wang Donghai (王東海)	Director of CNR Datong	262,500	0.31%	0.002%	No. 4, Unit No. 2, Building 41, Tongxing Street, Cheng District, Datong City, Shanxi Province, PRC

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116 Zeng Jianping (曾建平)	Former director of CNR Beijing Nankou	262,500	0.31%	0.002%	No. 131, Building No. 19, Western District of Daobei Nanchang Dormitory Building, Nankouzhen, Changping District, Beijing, PRC
117 Lv Hai (呂海)	Supervisor of CNR Datong	262,500	0.31%	0.002%	No. 104, Door No. 9, Building No. 2, Songxian Lane, Mazhuang Main Road, Hebei District, Tianjin, PRC
118 Fu Yongjun (付擁軍)	Director of CNR Datong	262,500	0.31%	0.002%	No. 5, Unit No. 2, Building 66, Wenhua Street, Cheng District, Datong City, Shanxi Province, PRC
119 Zhang Yunwei (張運偉)	Director of CNR Datong	262,500	0.31%	0.002%	No. 5, Unit No. 2, Building 65, Wenhua Street, Cheng District, Datong City, Shanxi Province, PRC
120 Shen Lide (沈立德)	Director of CNR Datong	262,500	0.31%	0.002%	No. 10, Unit No. 2, Building 15, Tongxing Street, Cheng District, Datong City, Shanxi Province, PRC
121 Nan Xuanyi (南選義)	Former director of CNR Taiyuan	262,500	0.31%	0.002%	No. 44, 12/F, House No. 2, Xiangtangxi Street Beier Lane, Xinghualing District, Taiyuan City, Shanxi Province, PRC
122 Xia Wei (夏偉)	Former director of CNR Jinan	262,500	0.31%	0.002%	No. 202, Unit No. 1, Building No. 3, No. 28 Erqi Middle Street, Shizhong District, Jinan, PRC
123 Yu Banghui (于幫會)	Director of CNR Jinan	262,500	0.31%	0.002%	No. 73, Huaicun Street, Huaiyin District, Jinan, PRC
124 Fan Yongqiang (范永強)	Director of CNR Jinan	262,500	0.31%	0.002%	No. 402, Unit No.2, Building No. 7, No. 90 Huaiyin Street, Huaiyin District, Jinan, PRC
125 Liu Pu (劉溥)	Director of CNR Jinan	262,500	0.31%	0.002%	No. 73, Huaicun Street, Huaiyin District, Jinan, PRC
126 Yang Zhimeng (楊知猛)	Director of CNR Jinan	262,500	0.31%	0.002%	R2-602, Building 4, Fifth Street, Jichexincun, Huaiyin District, Jinan, Shandong, PRC
127 Zheng Xuejun (鄭學軍)	Former director of CNR Jinan	262,500	0.31%	0.002%	R2-303, Building 1, Xiaohuai Yin Street, Huaiyin District, Jinan, Shandong, PRC
128 Liu Shaoyin (劉少印)	Director of CNR Tongli Steel Structural Co., Ltd.* (北車同力鋼構有限公司)	262,500	0.31%	0.002%	R1-401, Building 6, Xiaohuai Yin Street, Huaiyin District, Jinan, Shandong, PRC
129 Du Zhongke (杜忠科)	Director of CNR Xi'an	262,500	0.31%	0.002%	R3-308, Building 35, Huayuanbeicun, Weiyang District, Xi'an, Shaanxi, PRC
130 Jia Chen (賈晨)	Director of CNR Xi'an	262,500	0.31%	0.002%	R3-309, Building 17, Huayuanbeicun, Weiyang District, Xi'an, Shaanxi, PRC
131 Han Zhijian (韓志堅)	Director of CNR Xi'an	262,500	0.31%	0.002%	R2-308, Building 34, Huayuanbeicun, Weiyang District, Xi'an, Shaanxi, PRC
132 Liu Yi (劉毅)	Director of CNR Xi'an	262,500	0.31%	0.002%	R3-307, Building 35, Huayuanbeicun, Weiyang District, Xi'an, Shaanxi, PRC
133 Gao Lijia (高力佳)	Former director of CNR Xi'an	262,500	0.31%	0.002%	R1-203, Building 21, Huayuanbeicun, Weiyang District, Xi'an, Shaanxi, PRC
134 Fan Junsheng (范俊生)	Director of CNR Lanzhou	262,500	0.31%	0.002%	Room 203, 303 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
135 Wang Changzhi (王常智)	Director of CNR Lanzhou	262,500	0.31%	0.002%	Room 201, 201 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
136 Zhan Yubin (詹余斌)	Director of CNR Xinjiang Energy Equipment Co., Ltd.* (新疆北車能源裝備有限公司)	262,500	0.31%	0.002%	Room 602, 31 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
137 Dai Shaoqi (戴紹奇)	Former Director of CNR Lanzhou	262,500	0.31%	0.002%	Room1007, 28 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
138 Gao Yongjun (高永君)	Director of CNR Lanzhou	262,500	0.31%	0.002%	Room101, 367 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
139 Li Cong (李叢)	Former director of CNR Lanzhou	262,500	0.31%	0.002%	Room 805, 48 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
140 Li Peiyou (李培優)	Director of CNR Xinjiang Energy Equipment Co., Ltd.* (新疆北車能源裝備有限公司)	262,500	0.31%	0.002%	Room 602, 109 Xizhandong Road, Qilihe District, Lanzhou, Gansu, PRC
141 Chi Xingguo (遲興國)	Former director of CNR Dalian Institute	262,500	0.31%	0.002%	3-5-1, 7 Fuguo Street, Shahekou District, Dalian, Liaoning, PRC

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142 Wang Zhongxun (王忠勳)	Director of CNR Dalian Institute	262,500	0.31%	0.002%	1-7-2, 30 Hanlinyuan, Shahekou District, Dalian, Liaoning, PRC
143 Li Hongfeng (李宏峰)	Director of CNR Dalian Institute	262,500	0.31%	0.002%	2-5-1,26 Zhonglongyuan, Shahekou District, Dalian, Liaoning, PRC
144 An Bangxian (安幫賢)	Director of Dalian Zelong Mechanical Co., Ltd.* (大連澤隆機械有限公司)	262,500	0.31%	0.002%	4-4, 75 Nanhe Yuan, Shahekou District, Dalian, Liaoning, PRC
145 Yu Changbo (于長波)	Supervisor of Dalian Ruitong Technology Development Co., Ltd.* (大連睿通科技開發有限公司)	262,500	0.31%	0.002%	No7, No.42 Xinggongbei 5 Street, Shahekou District, Dalian, Liaoning, PRC
146 Xie Chuanjun (謝傳軍)	Former Director of CNR Shenyang Construction Engineering Co., Ltd.* (瀋陽北車建設工程有限公司)	241,500	0.28%	0.002%	R1-401, Building 2, No. 25 Yard, Beihuan Road, Changping District, Beijing, PRC
147 Ge Quansheng (葛泉勝)	Director of CNR Shenyang Construction Engineering Co., Ltd.* (瀋陽北車建設工程有限公司)	241,500	0.28%	0.002%	17 Chunhui Road, Lvyuan District, Changchun, PRC
148 Zhang Ling (張玲)	Supervisor of CNR CR	241,500	0.28%	0.002%	1806, Building 3, 80 Malian Road, Xuanwu District, Beijing, PRC
149 Feng Jinchun (馮晉春)	Supervisor of CNR CR	241,500	0.28%	0.002%	10 Fuxing Road, Yangfangdian, Haidian District, Beijing, PRC
150 Guo Jianbin (郭建斌)	Director of CNR Dalian Electric Traction	241,500	0.28%	0.002%	41 Zhongchang Street, Shahekou District, Dalian, Liaoning, PRC
151 Wang Chunsheng (王春生)	Director of Chongqing Changke Rapid Transit Vehicle Co., Ltd.* (重慶長客軌道車輛有限公司)	189,000	0.22%	0.002%	211 zu, Gongdananmenwei, Nanling Street, Nangan District, Changchun, PRC
152 Li Jun (李軍)	Supervisor of Datong Locomotive Coal & Chemicals Co., Ltd.* (大同機車煤化有限責任公司)	189,000	0.22%	0.002%	R1-702, Building 1, Jiaoshixiaoku A zone, Qingnian Road, Lvyuan District, Changchun, PRC
153 Jia Xiangqiang (賈向強)	Supervisor of CNR Beijing Feb. 7th	189,000	0.22%	0.002%	R6-402, Building 7, Guangmingli, Changxindian, Fengtai District, Beijing, PRC
154 Diao Peisong (刁培松)	Supervisor of CNR Dalian	168,000	0.20%	0.001%	1-6-1, No.3 Xinggongnanqi Street, Shahekou District, Dalian, Liaoning, PRC
155. Shi Xiaoding (石曉丁)	Chairman of the board of directors of CNR Yingtai	315,000	0.37%	0.003%	No. 5, Unit No. 2, Building 38, Tongxing Street, Cheng District, Datong City, Shanxi Province
156. Zou Changshun (鄒長順)	Vice chairman of the board of directors of Changchun Railway Vehicle Co., Ltd.	294,000	0.34%	0.002%	No. 15 Qingping Road, Kuancheng District, Changchun
157. Zheng Dejia (鄭德佳)	Supervisor of CNR Dalian	273,000	0.32%	0.002%	No. 10 Fuxing Road, Yangfangdian, Haidian District, Beijing
158. Chen Zhibin (陳之濱)	Supervisor of CNR Financial	273,000	0.32%	0.002%	No. 206, Unit 6, Building 8, Chunyin Garden Shijicheng, Haidian District, Beijing
159. Wang Shunqiang (王順強)	Director of CNR Yingtai	273,000	0.32%	0.002%	No. 605, Unit 6, Building 1, Yufu Garden, No. 6 Yuquan Road, Tian Village, Haidian District, Beijing
160. Chang Wenyu (常文玉)	Executive director of CNR Qiqihar Railway Rolling Stock (Group) Co., Ltd	273,000	0.32%	0.002%	No. 1-12, Building 230, Guangyong Community, Tiefeng District, Qiqihar, Heilongjiang Province
161. Meng Qingjiang (孟慶江)	Vice chairman of the board of directors of CNR Harbin	273,000	0.32%	0.002%	Room 401, Unit 5, No. 68 Jingweishidao Street, Daoli District, Harbin
162. Zhou Chuanhe (周傳河)	Director of CNR MA	273,000	0.32%	0.002%	Unit 137, Qinghai hutong, Hongqi Street, Chaoyang District, Changchun
163. Gao Junwu (高軍武)	Director of CNR Ship & Ocean Director of Yongji Xinshisu	273,000	0.32%	0.002%	No. 601, Unit 4, Building 8, Jiansheyi Lane, Changxindian, Fengtai District, Beijing

Grantee	Relationship with the Company	Number of share options granted	Percentage of the total number of share options granted (%)	Percentage of total number of shares after Global Offering ⁽¹⁾ (%)	Address	
164. Yujun (于軍)	Director of CNR Changchun	262,500	0.31%	0.002%	No. 402, Unit 1, Building 35, Fanrong Road, Chaoyang District, Changchun	
165. Dongheng (董恒)	Director of CNR Changchun Equipment	262,500	0.31%	0.002%	No. 503, Unit 2, Building 76, Garden Community, Xinzhu Road, Lvyuan District, Changchun	
166. Rong Haifeng (榮海峰)	Director of CNR Beijing Feb. 7th	262,500	0.31%	0.002%	No. 7, Building 11, Cuicuner Lane, Changxindian, Fengtai District, Beijing	
167. Huang Qizhao (黃啟超)	Director of CNR Datong	262,500	0.31%	0.002%	No. 3, Unit 2, Building 37, Tongxing Street, Datong City, Shanxi Province	
168. Qin Zhongyi (秦忠義)	Director of CNR Taiyuan	262,500	0.31%	0.002%	No. 7, Building 12, Unit 2, Beier Lane, Xiangxi Street, Xinghualing District, Taiyuan, Shanxi Province	
169. Zhangxiaolin (張小林)	Former director of CNR Taiyuan	262,500	0.31%	0.002%	No. 46, New Building 9, Unit 3, Beiyi Lane, Xiangxi Street, Xinghualing District, Taiyuan, Shanxi Province	
170. Sun Yong (孫勇)	Director of CRN Taiyuan	262,500	0.31%	0.002%	No. 13, Unit 2, Building 12, Nan Lane, Shenglixi Street, Xinghualing District, Taiyuan, Shanxi Province	
171. Yang Yongxiao (楊水孝)	Director of CRN Taiyuan	262,500	0.31%	0.002%	No. 64, New Building 5, Unit 3, Beiyi Lane, Xiangxi Street, Xinghualing District, Taiyuan, Shanxi Province	
172. Li Xingzhao (李興釗)	Director of CRN Taiyuan	262,500	0.31%	0.002%	No. 10, Jiefangbei Road, Xinghualing District, Taiyuan, Shanxi Province	
173. Yu Yanbin (于彥斌)	Director of CNR MA	241,500	0.28%	0.002%	No. 1001, Unit 5, Building 2, No. 2 Hengdaogouxi Street, Fengtai District, Beijing	
Total		47,197,500	55.33%	0.359%		
III. Other participants						
1	Mr. Yin Guijiang (尹桂江)	Employee	315,000	0.37%	0.003%	No. 501, Unit 3, Building 4, No. 60 Zhongqing South Street, Sifang District, Qingdao, Shandong Province
2	156 other participants	Key technicians and management members	34,293,000	40.10%	0.312%	NA
Total			34,608,000	40.47%	0.315%	

Note:

(1) These percentages are calculated on the basis of 12,226,589,803 Shares in issue immediately following the completion of the Global Offering and issuance of Shares pursuant to the Share Option Scheme and assuming that the Over-allotment Option is not exercised.

As at the Latest Practicable Date, among all the share options granted under the Share Option Scheme, share options for subscription of 840,000 A Shares were granted to 2 Directors of the Company; share options for subscription of 2,688,000 A Shares were granted to 8 members of the senior management and officers of the Company; share options for subscription of 47,197,500 A Shares were granted to 173 connected persons of the Company and share options for subscription of 34,608,000 A Shares were granted to 157 other employees and officers of the Company and other members of the Group.

As at the Latest Practicable Date, no share option granted under the Share Option Scheme was exercised. Taking into account the differences between the exercise price and the price of A shares of the Company, the Directors reasonably believe that if all the share options are exercised, the earnings per share of the Company will not be diluted. As at the Latest Practicable Date, no other share options will be granted under the Share Option Scheme.

2. Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of its subsidiaries under the laws of Hong Kong or the PRC, being jurisdictions in which one or more of the companies comprising our Group are incorporated.

3. Litigation

During the Track Record Period and up to the Latest Practicable Date, no member of our Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to our Directors to be pending or threatened against any member of our Group.

4. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, the H Shares in issue and H Shares to be issued as mentioned herein (including any H Shares falling to be issued pursuant to the exercise of the Over-allotment Option).

Each of the Joint Sponsors is independent from our Company pursuant to Rule 3A.07 of the Hong Kong Listing Rules. The total amount of fees payable to Joint Sponsors by the Company is US\$2.7 million.

5. Compliance Adviser

We have appointed China International Capital Corporation Hong Kong Securities Limited as our compliance adviser pursuant to Rule 3A.19 of the Hong Kong Listing Rules. Pursuant to Rule 3A.23 of the Hong Kong Listing Rules, the compliance adviser will advise us on the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any estimate, or other information in this prospectus; and
- (d) where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

6. PRC Financial Adviser

We have appointed CNR Financial as our PRC financial adviser to provide financial advisory services relating to our fund management and planning. The appointment of CNR Financial is at our own initiative and not a requirement under the Hong Kong Listing Rules. Under the terms of the engagement, principal functions performed by our financial adviser include the provision of financial consulting services and related advisory services.

7. Preliminary expenses

The preliminary expenses of our Company in relation to the Listing amounted to HK\$1,970 and have been paid by our Company.

8. Promoters

The promoters of our Company are as follows: CNRG, Beijing CNR Investment, China Chengtong Holdings Group Limited* (中國誠通控股集團有限公司) and China Huarong Assets Management Co., Ltd.* (中國華融資產管理公司).

Save as disclosed in this prospectus, within the two years preceding the date of this prospectus, no cash, securities or other benefit had been paid, allotted or given, nor are any such cash, securities or other benefit intended to be paid, allotted or given, to the promoter of our Company in connection with the Global Offering or the related transactions described in this prospectus.

9. Qualifications of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

<u>Name</u>	<u>Qualifications</u>
UBS Securities Hong Kong Limited	Licensed corporation under the SFO to conduct type 1 (dealing in securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	Licensed corporation under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in future contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 5 (advising on future contracts) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
Macquarie Capital Securities Limited	Licensed corporation under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
KPMG	Certified Public Accountants
Jingtian & Gongcheng	PRC legal advisers to the Company

10. Consents of experts

Each of the experts whose names are set out in the paragraph headed “D. Other Information—9. Qualifications of experts” in this Appendix has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or the references to its name included herein in the form and context in which they are respectively included.

11. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

12. No material adverse change

Our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since 31 December 2013.

13. Agency fees or commission received

The Underwriters will receive an underwriting commission, and the Joint Sponsors will receive a documentation fee, see the section headed “Underwriting—Underwriting Arrangements and Expenses—Commission and Expenses” in this prospectus for more details.

14. Disclaimers

Save as disclosed in this prospectus:

- (a) none of our Directors nor any of the persons whose names are listed in the paragraph headed “D. Other Information—9. Qualifications of experts” in this Appendix is interested in the promotion of our Company, or in any assets which have been within the two years immediately preceding the issue of this prospectus, or are proposed to be, acquired or disposed of by or leased to any member of our Group;
- (b) none of our Directors nor any of the persons whose names are listed in the paragraph headed “D. Other Information—9. Qualifications of experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group;
- (c) none of our Directors or our chief executive has any interest or short position in the Shares, underlying Shares or debentures of us or any of our associated corporation (within the meaning of Part XV the SFO) which will have to be notified to us and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO of which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Hong Kong Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Companies once the Shares are listed; and
- (d) taking no account of the Shares which may be taken up under the Global Offering or upon the exercise of the Over-allotment Option, none of our Directors is aware of any person (not being a Director or chief executive of the Company) who will, immediately following completion of the Global Offering, have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

15. Taxation of dividends and on gains from sale

Under the current practice of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid by our Company.

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as the H Shares. However, trading gains from the sale of property by persons carrying on a trade,

profession or business in Hong Kong where the gains are derived from or arise in Hong Kong from the trade, profession or business will be subject to Hong Kong profits tax, which is currently imposed at a rate of 16.5% on corporations and at a maximum rate of 15% on individuals. Certain categories of taxpayers are likely to be regarded as deriving trading gains rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers can prove that the investment securities are held for long-term investment.

Trading gains from sales of H Shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arising in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H Shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

16. Miscellaneous

Save as disclosed in this prospectus:

- (a) within the two years immediately preceding the date of this prospectus:
 - (i) no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) no commissions, discounts, brokerages or other special terms have been granted to any Director or experts referred to in the paragraph headed “D. Other Information—9. Qualifications of experts” in this Appendix in connection with the issue or sale of any capital of our Company or any of its subsidiaries; and
 - (iii) no commission has been paid or is payable (except commissions to underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any Shares in our Group;
- (b) no founders, management or deferred shares of our Company or any of its subsidiaries have been issued or agreed to be issued;
- (c) no share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (d) none of the experts whose names are set out in the paragraph headed “D. Other Information—9. Qualifications of experts” in this Appendix:
 - (i) is interested beneficially or non-beneficially in any shares in any member of our Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (e) save for our A Shares which are listed on the Shanghai Stock Exchange, none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
- (f) the Company currently does not intend to apply for the status of a sino-foreign investment joint stock limited liability company and does not expect to be subject to the Law of the PRC on Sino-foreign Equity Joint Ventures;

- (g) our Directors confirm that there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus; and
- (h) all necessary arrangements have been made to enable the H Shares to be admitted into CCASS for clearing and settlement.

17. Bilingual prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by Section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).