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中國南車股份有限公司
CSR CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code:1766)

**NOTICE OF 2011 SECOND EXTRAORDINARY GENERAL
MEETING**

NOTICE IS HEREBY GIVEN that the 2011 second extraordinary general meeting (the “**EGM**”) of CSR Corporation Limited (the “**Company**”) will be held at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 1:30p.m. on Friday, 5 August 2011 (registration will begin at 12:30p.m.) for the purpose of considering and approving, if appropriate, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 21 June 2011):

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to the non-public issue of A Shares of the Company, in respect of which connected shareholders (including CSRG and its associates and NSSF) will abstain from voting:

“**That**

the following items of the non-public issue of A Shares by the Company within the PRC be and are hereby individually approved and be implemented subsequent to the obtaining of the relevant approvals from relevant governmental authorities in the PRC:

1.01 Class and par value of shares to be issued

1.02 Method and time of issuance

1.03 Number of shares to be issued

1.04 Target subscribers

1.05 Method of subscription

1.06 Lock-up period

1.07 Subscription price and pricing policy

1.08 Use of proceeds

1.09 Arrangement relating to the accumulated undistributed profits of the Company prior to the non-public issue of A Shares

1.10 Place of listing

1.11 Validity of the resolution in relation to the non-public issue of A Shares

1.12 Effectiveness, implementation and termination of the non-public issue of A Shares

(Relevant details are set out in the circular of the Company dated 21 June 2011.)

2. To consider and approve the proposal in relation to the plan of non-public issue of A Shares of the Company. Connected shareholders (including CSRG and its associates and NSSF) will abstain from voting on this proposal. (Relevant details are set out in the circular of the Company dated 21 June 2011.)
3. To consider, approve and permit CSRG Subscription and the CSRG Subscription Agreement entered into by the Company and CSRG, the terms thereof and all transactions contemplated thereunder, and Board to be authorized to do all such acts and things and to sign and execute all documents and to take such steps as the Board (or any Directors) may in their absolute discretion consider necessary and appropriate to give effect to the CSRG Subscription Agreement. CSRG and its associates will abstain from voting on this proposal. (Relevant details are set out in the circular of the Company dated 21 June 2011.)

4. To consider, approve and permit the subscription by NSSF and the Company's signing of the conditional subscription agreement in relation to the Non-Public Share Issue with NSSF, the terms thereof and all transactions contemplated thereunder, and Board to be authorized to do all such acts and things and to sign and execute all documents and to take such steps as the Board (or any Directors) may in their absolute discretion consider necessary and appropriate to give effect to the subscription agreement. NSSF will abstain from voting on this proposal. (Relevant details are set out in the circular of the Company dated 21 June 2011.)
5. To consider and approve the authorisation to the Board to handle relevant matters in connection with the Proposed Placing.

“That

The Board (or the Chairman of the Board as applicable) be authorized to handle matters in connection with the Proposed Placing within the scope of relevant laws and regulations, including:

- (1). to authorize the Board to handle all application matters in connection with the Proposed Placing;
- (2). to authorize the Board to appoint the sponsor (lead underwriter) and other intermediaries to handle all application matters in connection with the Proposed Placing;
- (3). to authorize the Board to adjust the specific plan for the Proposed Placing and supplement, amend and adjust the application documents relating to the Proposed Placing in accordance with the policy changes regarding non-public issue of A Shares and the review opinions of the related regulatory authorities on the Proposed Placing;
- (4). to authorize the Board to formulate and organize the implementation of the specific plan for the Proposed Placing according to specific conditions, including but not limited to, issuance time, target subscribers, issue price, final number of shares to be issued and size of proceeds;
- (5). to authorize the Board to sign, amend, supplement, submit, report and effect all documents and agreements in connection with the Proposed Placing;

- (6). to authorize the Board to establish a special bank account designated for the proceeds and proceed with relevant matters, and sign relevant documents and agreements in respect of the investment projects to be financed by proceeds from the Proposed Placing;
- (7). to authorize the Board to handle the capital verification procedures relating to the Proposed Placing;
- (8). to authorize the Board to adjust the investment projects and specific arrangements thereof within the authorization scope of the EGM and in accordance with relevant regulatory requirements and the actual condition of the securities market, including: determining the specific arrangements of the actual use of proceeds for the aforesaid purposes by the priority of investment projects, actual investment amount, actual capital requirement and implementation progress, and in accordance with the approval, endorsement, filing or implementation of these projects, the progress and actual amounts of proceeds raised; adjusting the plan for the Proposed Placing and the use of proceeds in line with any changes in State policies and new requirements of regulatory authorities in relation to non-public issue or any changes in market conditions (including the feedback opinions from approving authorities in respect of the application for the Proposed Placing), except where re-approval at a general meeting is otherwise required by any relevant laws and regulations and the articles of association of the Company and provided that relevant laws and rules are complied with;
- (9). to authorize the Board to handle the capital increase matters in connection with the use of proceeds;
- (10). to authorize the Board to handle such relevant matters as subscription, registration, lock-up and listing of shares upon completion of the Proposed Placing;
- (11). to authorize the Board, upon completion of the Proposed Placing, to handle matters such as change in the registered capital, amend the corresponding terms of the articles of association of the Company and execute relevant registration changes with the administration for industry and commerce;
- (12). to authorize the Board to handle other matters relating to the Proposed Placing;
- (13). Such authorizations shall be valid for a period of 12 months after being approved at the EGM of the Company.

ORDINARY RESOLUTIONS

6. To consider and approve the proposal in relation to compliance with the conditions for the non-public issue of A Shares by the Company. (Relevant details are set out in the circular of the Company dated 21 June 2011.)
7. To consider and approve the proposal in relation to the Feasibility Report on the use of proceeds from the Proposed Placing by the Company. (Relevant details are set out in the circular of the Company dated 21 June 2011.)
8. To consider and approve the proposal in relation to Report on Previous Proceeds of the Company . (Relevant details are set out in the circular of the Company dated 21 June 2011.)

By Order of the Board
CSR Corporation Limited
Zhao Xiaogang
Chairman

Beijing, the PRC
21 June 2011

As at the date of this announcement, the executive Directors are Mr. Zhao Xiaogang, Mr. Zheng Changhong, Mr. Tang Kelin and Mr. Liu Hualong; and the independent non-executive Directors are Mr. Zhao Jibin, Mr. Yang Yuzhong, Mr. Chen Yongkuan, Mr. Dai Deming and Mr. Tsoi, David.

Notes:

1. Details of the above proposals are set out in the circular of the Company dated 21 June 2011 (“**Circular**”).
2. The H Share register of members of the Company will be closed from **6 July 2011 to 5 August 2011** (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders who intend to attend the EGM must deliver all transfer instruments, accompanied by the relevant share certificates, to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30p.m. on **Tuesday, 5 July 2011**. H Shareholders whose names appear on the Register of Members of the Company maintained by Computershare Hong Kong Investor Services Limited on or before the above date will be eligible to attend the EGM.

3. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Directors' Office of the Company (for A Shareholders) or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), by hand, by post or by fax on or before **Friday, 15 July 2011**. The Directors' Office is located at No. 16, Central West Fourth Ring Road, Haidian District, Beijing 100036, the PRC (Telephone: (86) 10 5186 2188, Fax: (86) 10 6398 4785). The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the Company's Directors' Office (for A Shareholders) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders), at least 24 hours before the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.
5. Any Shareholder entitled to attend and vote at the EGM to be convened by the above notice is entitled to appoint one or more proxies to attend and vote on behalf of him/her. A proxy needs not be a Shareholder of the Company.
6. In case of joint shareholders and the shareholder or the proxy attending the EGM is more than one person, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names appear in the register of members of the Company in respect of the joint shareholdings.
7. The EGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the EGM.