

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



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the financial year ended 31 December 2011 (the “**AGM**” or “**Annual General Meeting**”) of CSR Corporation Limited (the “**Company**”) will be held at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 1:30 p.m. on Wednesday, 30 May 2012 (registration will begin at 12:00 noon) 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 13 April 2012):

ORDINARY RESOLUTIONS

1. To consider and approve the 2011 Work Report of the Board of the Company
2. To consider and approve the 2011 Work Report of the Supervisory Committee of the Company
3. To consider and approve the resolution in relation to the 2011 final accounts of the Company
4. To consider and approve the resolution in relation to the 2011 profit distribution plan of the Company

5. To consider and approve the resolution in relation to the arrangement of guarantees by the Company and its subsidiaries for 2012
6. To consider and approve the resolution in relation to the matters regarding the A Share connected transactions of the Company for 2012
7. To consider and approve the resolution in relation to the remuneration and welfare of the Directors and supervisors of the Company for 2011
8. To consider and approve the resolution in relation to the utilization of an aggregate of RMB4.349 billion out of the total proceeds to temporarily supplement working capital
9. To consider and approve the resolution in relation to adjustments of use of proceeds on certain projects to be financed by the proceeds

SPECIAL RESOLUTION

10. To consider and approve the resolution in relation to the authorization of a general mandate to the Board of the Company to issue new A Shares and H Shares of the Company

REPORTING MATTER

The Independent Directors of the Company will submit their 2011 work report to the Shareholders for consideration but not for approval at the AGM.

By order of the Board

Zhao Xiaogang

Chairman

13 April 2012

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 resolutions are set out in **Appendix I** to the circular regarding the Company's Annual General Meeting dated 13 April 2012.
2. Pursuant to the requirements of the Rules of Shareholders' Meeting of Listed Companies issued by CSRC, the Independent Directors shall issue a duty report at the Company's Annual General Meeting. Such report will be submitted to the Shareholders for consideration but not for Shareholders' approval.
3. The Board of the Company has recommended a final dividend of RMB0.18 per Share (tax inclusive) for the year ended 31 December 2011 and, if such dividend is declared by the Shareholders upon passing the resolution No. 4, it is expected to be paid on certain business day (excluding Saturday, Sunday or public holidays in Hong Kong or the PRC) on or before 13 July 2012 to those Shareholders whose names appear on the register of members of the Company on Sunday, 10 June 2012.

To determine the identity of the Shareholders entitled to receive the final dividend, **the Company's register of members will be closed from Tuesday, 5 June 2012 to Sunday, 10 June 2012 (both days inclusive), during which period no transfer of H Shares will be registered.** In order to be entitled to the final dividend, H Shareholders of the Company who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong **no later than 4:30 p.m. on Monday, 4 June 2012.**

According to the Law on Enterprise Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. The enterprise income tax shall be withheld for the dividends of any H shares under the name of non-individual shareholders (any H shares of the Company registered in the name of HKSCC Nominees Limited, other nominees and trustees, or other organizations and institutions, shall be deemed as shares held by non-resident enterprise shareholders). In accordance with Notice of the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-resident Enterprises issued by the State Administration of Taxation (Guo Shui Han No.[2008]897), enterprise income tax shall be withheld at a rate of 10% when a Chinese resident enterprise pays dividends (for 2008 and onward) to overseas H-share holders which are overseas non-resident enterprises.

According to Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation, the Company shall withhold and pay the individual income tax for dividend payable to the individual H Shareholders. The individual H Shareholders are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements between the countries where they are residents and China or the tax arrangements between mainland China and Hong Kong (Macau). If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries having an agreed dividend tax rate of 10% with China, the Company shall withhold and pay the individual income tax at a rate of 10%. Should the individual H Shareholders be residents of the countries having an agreed dividend tax rate of less than 10% with China, the Company would apply for entitlement of the relevant agreed preferential tax treatment on their behalf in accordance with the Notice of the State Administration of Taxation in Relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)). Should the individual H Shareholders be residents of the countries having an agreed dividend tax rate exceeding 10% but lower than 20% with China, the Company shall withhold and pay the individual income tax at the actual agreed rate. In case the individual H Shareholders are residents of the countries having not entered into any tax agreement with China, or having an agreed dividend tax rate with China of 20% or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

The Company shall take the registered address (hereinafter referred to as “Registered Address”) as recorded in the register of members of the Company on 10 June 2012 as to determine the residence of the individual H Shareholders, and withhold and pay the individual income tax whereby. Should the residence of the individual H Shareholders is inconsistent with the Registered Address, they should notify the Company’s H Share Registrar on or before 4:30 p.m. on 4 June 2012 and provide relevant supporting documents, and the correspondence details are as follows: Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555). For the individual H Shareholders who failed to provide relevant supporting documents to the Company’s H Share Registrar within the time period stated above, the Company will determine their residence according to the whatsoever Registered Address as recorded in the register of members on 10 June 2012.

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any dispute over the arrangement of withholding and payment of tax.

4. In accordance with the relevant requirements of the Hong Kong Listing Rules, the resolutions set out in the notice of the AGM will be voted on by way of poll. Voting results will be uploaded to the website of the Company at www.csrgc.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. upon the conclusion of the AGM.
5. Any Shareholder entitled to attend and vote at the AGM 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 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 Board 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 AGM or any adjourned meeting thereof. The Company's Board Office is located at No. 16, Central West Fourth Ring Road, Haidian District, Beijing 100036, the PRC. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the AGM or any adjournment thereof should he/she so wish.
7. **The H Share register of members of the Company will be closed**, for the purpose of determining Shareholders' entitlement to attend the AGM, **from Monday, 30 April 2012 to Wednesday, 30 May 2012 (both days inclusive), during which period no transfer of H Shares will be registered.** In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, **must** be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on Friday, 27 April 2012.** 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 AGM.
8. In case of joint shareholdings and the shareholder or the proxy attending the AGM 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.
9. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the Board 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 Wednesday, 9 May 2012. The Company's Board 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).
10. The AGM 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 AGM.