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中國中車股份有限公司
CRRC CORPORATION LIMITED

*(a joint stock limited company incorporated in the People’s Republic of China
with limited liability)
(Stock code: 1766)*

**COMPLETION OF ISSUE OF
US\$600,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2021**

J.P.Morgan



UBS



CICC
中金香港証券

as Joint Global Coordinators and Lead Bookrunners

J.P.Morgan



UBS



CICC
中金香港証券

BofA Merrill Lynch

Deutsche Bank



HSBC



招銀国际
CMB INTERNATIONAL

as Joint Bookrunners

The Board is pleased to announce that all the conditions precedent to the issue of the Firm Bonds in an aggregate principal amount of US\$600,000,000 under the Subscription Agreement have been satisfied and that completion of the issue of the Firm Bonds took place on 5 February 2016. The Firm Bonds are expected to be listed on the Stock Exchange on 11 February 2016. The Managers have not exercised the option to subscribe for any of the Option Bonds as at the date of this announcement.

Reference is made to the Announcement issued by CRRC Corporation Limited (the “**Company**”) dated 26 January 2016 (the “**Announcement**”) in relation to the proposed issue of the Bonds. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE ISSUE OF THE FIRM BONDS

The Board is pleased to announce that all the conditions precedent to the issue of the Firm Bonds in an aggregate principal amount of US\$600,000,000 under the Subscription Agreement have been satisfied and that completion of the issue of the Firm Bonds took place on 5 February 2016. As disclosed in the Announcement, the Company had granted to the Managers an option to subscribe for all or any of the Option Bonds of up to an aggregate principal amount of US\$200,000,000. The Managers have not exercised the option to subscribe for any of the Option Bonds as at the date of this announcement. The net proceeds from the subscription of the Firm Bonds after deduction of commissions and other related expenses are estimated to be approximately US\$595.8 million, which will be used to satisfy the production and international operation needs of the Company, including but not limited to adjusting its debt structure, increasing the capital contribution to its Subsidiaries, replenishing working capital and project investments etc., which may be utilised at the sole discretion of the Company both inside and outside of the PRC according to actual circumstances.

The Firm Bonds are expected to be listed on the Stock Exchange on 11 February 2016.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table summarises the potential effects on the shareholding structure of the Company upon the completion of the issue of the Firm Bonds (by reference to the information on shareholdings available to the Company as at the date of this announcement and assuming full conversion of the Firm Bonds and no further issue of H Shares):

Name of Shareholders	As at the date of this announcement		Assuming the Firm Bonds are converted into Conversion Shares at the initial Conversion Price	
	Number of Shares	% of total issued Shares	Number of Shares	% of the enlarged issued Shares
CRRC Group <i>(Note)</i>	15,259,580,738 A Shares	55.92	15,259,580,738 A Shares	54.94
Public Shareholders:				
Subscribers	—	—	484,364,766	1.74
Other public Shareholders	7,658,111,555 A Shares	28.06	7,658,111,555 A Shares	27.57
	4,371,066,040 H Shares	16.02	4,371,066,040 H Shares	15.74
Total Issued Shares	27,288,758,333	100	27,773,123,099	100

Note:

380,172,012 A Shares and 93,085,715 A Shares are held by Beijing CNR Investment Co., Ltd and CSR Capital Company respectively, which are wholly-owned Subsidiaries of CRRC Group.

By order of the Board
CRRC Corporation Limited
Cui Dianguo
Chairman

Beijing, the PRC
5 February 2016

As at the date of this announcement, the executive directors of the Company are Mr. Cui Dianguo, Mr. Zheng Changhong, Mr. Liu Hualong, Mr. Xi Guohua and Mr. Fu Jianguo; the non-executive director is Mr. Liu Zhiyong; and the independent non-executive directors are Mr. Li Guo'an, Mr. Zhang Zhong, Mr. Wu Zhuo, Mr. Sun Patrick and Mr. Chan Ka Keung, Peter.