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中國中車股份有限公司
CRRCCORPORATION LIMITED

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

**ADJUSTMENT TO CONVERSION PRICE OF US\$600,000,000 ZERO
COUPON CONVERTIBLE BONDS DUE 2021**

Stock Code: 5613

Reference is made to the announcements (the “**Announcements**”) of CRRCC Corporation Limited (the “**Company**”) dated 26 January 2016, 5 February 2016 and 7 March 2016 in relation to the issue of the zero coupon convertible bonds due 2021 in an aggregate principal amount of US\$600,000,000 (the “**Bonds**”).

Reference is also made to the Company’s announcement dated 29 March 2016 in relation to, among other things, the proposed payment of a final dividend of RMB0.15 (tax inclusive) per Share for the year ended 31 December 2015 (the “**2015 Final Dividend**”), the Company’s circular dated 28 April 2016 in relation to the matters to be considered at the Company’s annual general meeting to be held on 16 June 2016 (the “**2015 AGM**”), and the Company’s announcement dated 16 June 2016 in relation to the poll results of the 2015 AGM.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The payment of the 2015 Final Dividend as recommended by the Board was approved by the Shareholders at the 2015 AGM. With effect from 28 June 2016, being the day immediately after the record date in respect of the 2015 Final Dividend, the Conversion Price of the Bonds will be adjusted from the initial Conversion Price of HK\$9.65 per H Share to the adjusted Conversion Price HK\$9.50 per H Share (the “**Adjustment**”), in accordance with the terms and conditions of the Bonds. Save for the abovementioned adjustment to the Conversion Price, the other terms of the Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the Bonds that remains outstanding is US\$600,000,000. Immediately following the Adjustment, the maximum number of H Shares issuable by the Company upon full conversion of the Bonds at the adjusted Conversion Price of HK\$9.50 per H Share will be 492,012,631 H Shares, representing an increase of 7,647,865 H Shares (the “**Additional Conversion Shares**”) from the original 484,364,766 H Shares based on the initial Conversion Price of HK\$9.65 per H Share.

The Additional Conversion Shares will be issued and allotted pursuant to the general mandate approved by the Shareholders at the extraordinary general meeting of the Company held on 30 October 2015 (the “**2015 General Mandate**”). The Company is entitled to issue and allot a maximum of 894,213,208 H Shares pursuant to the 2015 General Mandate and has not fully utilised the 2015 General Mandate as at the date of this announcement.

An application has been made by the Company to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Additional Conversion Shares on the Stock Exchange.

By order of the Board
CRRC Corporation Limited
Cui Dianguo
Chairman

Beijing, the PRC
27 June 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.