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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 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2011 first H shareholders' class meeting (the "**Meeting**") of CSR Corporation Limited (the "**Company**") will be held at Empark Grand Hotel, No.69 Banjing Road, Haidian District, Beijing, the PRC on Tuesday, 26 April 2011 (registration will begin at 12:00 p.m.) immediately following the conclusion of the EGM and the A Shareholders' Class Meeting or any adjournment thereof, for the purpose of considering and approving 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 8 March 2011):

SPECIAL RESOLUTIONS

1. **THAT** the Share Option Scheme, the terms of which are contained in the document marked "A" produced to the Meeting and, for the purposes of identification, signed by the chairman thereof and summarised in the circular of the Company dated 8 March 2011, on the following particular structure and terms (*Note 1*), be and is hereby approved and adopted:
 - 1.1 source and number of A Shares subject to the Share Options;
 - 1.2 the scope of Participants and basis for determining the Participants;

- 1.3 number of Share Options to be granted to the Directors, senior management personnel and other Participants or the method for determining the number of Share Options to be granted;
 - 1.4 the life of the Share Option Scheme and lock-up provisions on the A Shares which are subject to the Share Options;
 - 1.5 conditions of the Grant and exercise of the Share Options;
 - 1.6 the exercise price of the Share Options or the method for determining the exercise price;
 - 1.7 methods and procedures of the adjustment of the number of Share Options and subject Shares and the exercise price of the Share Options; and
 - 1.8 provisions on amendments and termination of the Share Option Scheme.
2. **THAT** the Measures for Appraisal of Performance of Participants to the Share Option Scheme, the terms of which are contained in the document marked “**B**” produced to the Meeting and, for the purposes of identification, signed by the chairman thereof and summarised in the Appendix III to the circular of the Company dated 8 March 2011, be and is hereby approved and adopted.
 3. **THAT** the Board be and is authorized to implement and administer the Share Option Scheme of the Company. The Board is authorized to, inter alia:
 - (i) grant the Share Options to the Participants upon fulfilment of the Conditions of Grant by the Company and the Participants, and to handle all matters necessary in relation to the granting of Share Options;
 - (ii) examine and confirm the fulfilment of the effective conditions by the Company and the Participants, and to handle all matters necessary in relation to the exercise of Share Options by the Participants;

- (iii) adjust the number and exercise price of the Share Options in the event of any capitalization issue, bonus issue, sub-division or consolidation of Shares, rights issue or reduction of capital in accordance with the provisions of the Share Option Scheme;
- (iv) handle the Share Options (effective or not effective, exercised or outstanding) granted to the Participants in accordance with the provisions of the Share Option Scheme, in the event of resignation, retirement or death of a Participant or occurrence of other special events in relation to the Company or the Participants as specified in the Share Option Scheme;
- (v) determine whether to reclaim the benefits obtained from the exercise of Share Options by Participants as stipulated in accordance with the Share Option Scheme;
- (vi) otherwise manage the Share Option Scheme where necessary;
- (vii) carry out any other matters (exclusive of those matters expressly stipulated in relevant documents to be determined/approved by the general meeting) necessary for the implementation of the Share Option Scheme.

INDEPENDENT DIRECTOR'S PROXY FORM

Pursuant to the Share Incentive Plan Measures, independent directors of a company listed on the Shanghai Stock Exchange should solicit votes publicly from all shareholders of the company if the company is to adopt a share incentive scheme. This is to encourage shareholders of such listed company to participate in the voting on proposals regarding adoption of a share incentive scheme by providing them with an additional way of participation in the general meeting. Mr. Chen Yongkuan, being an independent non-executive Director, has sent out the Independent Director's Proxy Forms to solicit voting rights from the Shareholders pursuant to the Share Incentive Plan Measures and authorization of other independent non-executive Directors. Please also refer to the announcement of the Company dated 8 March 2011 with respect to additional information on the Independent Director's Proxy Form.

Should you wish to appoint Mr. Chen Yongkuan as your proxy to vote for you and on your behalf at the Meeting on the resolutions regarding the Share Option Scheme, please complete the Independent Director's Proxy Form and return it to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time stipulated for convening the Meeting or its adjourned meeting. For the avoidance of doubt, if you wish to appoint any person other than Mr. Chen Yongkuan as your proxy to vote for your and on your behalf at the H Shareholders' Class Meeting on the resolutions regarding the Share Option Scheme, you may simply disregard the Independent Director's Proxy Form and complete and return the proxy form instead.

Please note that if you complete and return both the proxy form and the Independent Director's Proxy Form and your voting indications in relation to the relevant resolutions as set out in the proxy form and the Independent Director's Proxy Form are inconsistent, your voting indications set out in the INDEPENDENT DIRECTOR'S PROXY FORM will be counted as your vote(s) for or against the relevant resolutions regarding the Share Option Scheme (i.e. special resolutions 1 to 3 set out above).

By Order of the Board
CSR Corporation Limited
Zhao Xiaogang
Chairman

Beijing, the PRC
8 March 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. For further details of the terms of the Share Option Scheme and special resolutions numbered 1.1 to 1.8 set out above, please refer to the letter from the Board, Appendix I and Appendix II to the circular of the Company dated 8 March 2011.

2. **The H Share register of members of the Company will be closed from Sunday, 27 March 2011 to Tuesday, 26 April 2011 (both days inclusive), during which period no transfer of H Shares will be registered.** In order to attend the Meeting, 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on Friday, 25 March 2011.** H Shareholders whose name 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 Meeting.
3. H Shareholders who intend to attend the Meeting in person or by proxy should return the reply slip for the Meeting to the Computershare Hong Kong Investor Services Limited, by hand, by post or by fax on or before Tuesday, 5 April 2011. 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 (including the proxy form and Independent Director's Proxy Form) 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 H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at least 24 hours before the Meeting or any adjourned meeting thereof. Completion and return of the proxy forms (including the proxy form and Independent Director's Proxy Form) will not preclude a H Shareholder from attending in person and voting at the Meeting or any adjournment thereof should he/she so wish.
5. Any H Shareholder entitled to attend and vote at the Meeting 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 shareholdings and the shareholder or the proxy attending the Meeting is more than one person, the vote of the senior joint H Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint H 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. H Shareholders who attend the Meeting in person or by proxy shall bear their own travelling and accommodation expenses. H Shareholders or their proxies shall produce their identity documents when they attend the Meeting.