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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CRRC Corporation Limited**, you should at once hand this circular, the enclosed New Proxy Form to the purchaser or the transferee or to the bank, licensed dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED ISSUE OF H SHARE CONVERTIBLE BONDS; AND
(2) SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2015**

A supplemental notice convening the Extraordinary General Meeting of the Company to be held as originally scheduled at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 3:00 p.m. (registration will begin at 2:30 p.m.) on Friday, 30 October 2015 is set out on page 8 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM and vote on the resolution as set out in the supplemental notice of the EGM **are required to complete the enclosed New Proxy Form in accordance with the instructions printed thereon and return the same** to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the New Proxy Form will not preclude you from attending, and voting at the EGM or any adjourned meeting if you so wish.

14 October 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange (Stock Code: 601766)
“A Shareholders”	holders of A Shares
“Articles of Association”	the Articles of Association of the Company
“Board”	the Board of Directors of the Company
“Company”	CRRC Corporation Limited (formerly known as CSR Corporation Limited), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed and traded on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“CRRC Group”	CRRC Group (中國中車集團公司), a large-scale wholly state-owned enterprise and one of the substantial shareholders of the Company, formerly known as China Northern Locomotive and Rolling Stock Industry (Group) Corporation
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 3:00 p.m. (registration will begin at 2:30 p.m.) on Friday, 30 October 2015 at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC
“H Share(s)”	overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in HK dollars (Stock Code: 1766)
“H Share Convertible Bonds”	the convertible bonds with an amount not exceeding US\$1 billion or its equivalent proposed to be issued by the Company, which are convertible into H Shares
“H Shareholders”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“New Proxy Form”	the revised form of proxy dated 14 October 2015 as enclosed to this supplemental circular
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholders”	A Shareholders and H Shareholders

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Cui Dianguo
Mr. Zheng Changhong
Mr. Liu Hualong
Mr. Xi Guohua
Mr. Fu Jianguo

Registered office:

No. 16, Central West Fourth Ring Road,
Haidian District,
Beijing,
the PRC
Postal code: 100036

Non-executive Director:

Mr. Liu Zhiyong

Place of Business in Hong Kong:

Unit H,
41/F., Office Tower,
Convention Plaza,
No. 1 Harbour Road,
Hong Kong

Independent Non-executive Directors:

Mr. Li Guo'an
Mr. Zhang Zhong
Mr. Wu Zhuo
Mr. Sun Patrick
Mr. Chan Ka Keung, Peter

14 October 2015

To the H Shareholders

Dear Sirs,

**(1) PROPOSED ISSUE OF H SHARE CONVERTIBLE BONDS; AND
(2) SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2015**

1. INTRODUCTION

Reference is made to the notice of EGM of the Company dated 14 September 2015 which set out the time and venue of the EGM to be held and contains the resolutions to be proposed at the EGM for Shareholders' consideration and approval.

The purpose of this circular is to provide you with an additional resolution proposed to be considered at the EGM, which is a proposal submitted by CRRC Group to the Company in compliance with the laws and Articles of Association in respect of the proposed issue of H Share Convertible Bonds, and to set out the supplemental notice of the EGM.

LETTER FROM THE BOARD

2. RESOLUTION IN RELATION TO THE ISSUE OF H SHARE CONVERTIBLE BONDS

To satisfy the production and operation needs of the Company, and to reduce the financing costs of the Company, the Company is considering to issue H Share Convertible Bonds at an appropriate time. The specific issue plan and authorizations are as follows:

(1) *Issue method and size*

The Company proposes to issue, or to procure one of its wholly-owned or non-wholly-owned offshore subsidiaries to issue, offshore convertible bonds with an amount not exceeding US\$1 billion or its equivalent, which are convertible into H Shares, subject to compliance with the requirements of the relevant laws and regulations and regulatory documents. The specific issue size will be determined based on the capital demand and market conditions. Upon conversion by the holders of H Share Convertible Bonds, H Shares may be issued in accordance with the relevant laws and regulations and regulatory documents, as well as the resolution in relation to the general mandate for the issue of additional H Shares to be approved at the general meeting of the Company.

(2) *Use of proceeds*

The proceeds from the issue of H Share Convertible Bonds are expected to be used for satisfying the production and operation needs of the Company, adjusting the debt structure, increasing the capital contributions to subsidiaries, replenishing working capital and project investments etc.

(3) *Conditions to the issue*

The issue of H Share Convertible Bonds will be conditional upon the following:

- i) the consideration and approval by way of special resolution at the general meeting of the Company of the issue of H Share Convertible Bonds;
- ii) the consideration and approval of the resolution in relation to the general mandate for the issue of additional H Shares at the general meeting of the Company;
- iii) the obtaining of approval/consents from the relevant domestic regulatory authorities including the China Securities Regulatory Commission;
- iv) the granting of the listing of the H Share Convertible Bonds by an internationally recognized stock exchange on which the H Share Convertible Bonds are to be listed; and
- v) the granting of approval for the listing of and permission to deal in the H Shares to be issued upon conversion (if any) of the H Share Convertible Bonds by the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

(4) *Validity period of the resolution*

This resolution is valid from the approval date of this resolution at the general meeting to the date for convening the 2015 annual general meeting of the Company. In the event that the Company has resolved to carry out such issuance within the validity period of the resolution and the Company has obtained the approval, permit or registration in relation to the issuance from the regulatory authorities of the above resolution, the Company may complete such issuance and conversion so far as such approval, permit or registration remains valid.

(5) *Conversion arrangement and relevant impact*

Any H Shares to be issued upon conversion of the H Share Convertible Bonds will rank *pari passu* with, and within the same class as, the H Shares in issue on the relevant conversion date in all respects, save in respect of entitlements to dividends and other distributions which will depend on the conversion date(s) of the convertible bonds and the date for the payment of the dividends or other distributions with respect to the H Shares after conversion.

(6) *Authorizations*

It is proposed to the general meeting to grant the Board a general and unconditional mandate to deal with, within the scope of the principal terms of the issue of the H Share Convertible Bonds as set out above, all the specific issues in respect of the issue and listing of H Share Convertible Bonds and the listing of the converted H Shares, and to execute all the relevant documents, including but not limited to determining the terms and conditions of the issue of the H Share Convertible Bonds and the conversion and other relevant matters, pursuant to the relevant laws and regulations, the opinions and advices of the regulatory authorities, the operation needs of the Company as well as the then prevailing market conditions. It is proposed to the general meeting to consider and approve the Board to further delegate the above relevant authorizations to the chairman and the president of the Company who will be responsible for any specific implementation.

The above resolution will be put forward to the EGM by way of special resolution for approval by Shareholders in accordance with the applicable PRC laws and regulations and the Articles of Association.

3. EGM

A supplemental notice convening the Extraordinary General Meeting of the Company to be held as originally scheduled at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 3:00 p.m. (registration will begin at 2:30 p.m.) on Friday, 30 October 2015 is set out on page 8 of this circular.

LETTER FROM THE BOARD

For details regarding other resolutions to be proposed at the EGM for consideration and approval as well as the closure of register of members, eligibility for attending the EGM, registration procedures of attending the EGM, appointment of proxies and other matters, please refer to the EGM notice of the Company dated 14 September 2015.

Shareholders who intend to appoint a proxy to attend the EGM and vote on the resolution as set out in the supplemental notice of the EGM are required to complete the enclosed New Proxy Form in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the New Proxy Form will not preclude you from attending, and voting at, the EGM or at any adjourned meeting if you so wish.

Shareholders who have not yet completed and returned the form of proxy as enclosed to the circular of the Company dated 14 September 2015 (the "**Old Proxy Form**") are required to complete and return the New Proxy Form if they wish to attend the EGM by proxy. In this case, no return of the Old Proxy Form is required.

A Shareholder who has already completed and returned the Old Proxy Form properly should note that:

- (a) **if the New Proxy Form is not completed and returned properly or if the New Proxy Form is returned after 24 hours before the time fixed for holding the EGM, the Old Proxy Form will be treated as a valid form of proxy returned by you if correctly completed.** The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolution properly put to the EGM; and
- (b) **if the New Proxy Form is completed and returned 24 hours before the time fixed for holding the EGM, the New Proxy Form will revoke and supersede the Old Proxy Form previously returned by you.** The New Proxy Form will be treated as a valid form of proxy returned by you if correctly completed.

4. VOTING BY WAY OF POLL

In accordance with the requirements of the Hong Kong Listing Rules, the resolutions set out in the notice of the EGM will be voted on by way of poll. Voting results will be uploaded to the website of the Company at www.crrcgc.cc and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

LETTER FROM THE BOARD

5. RECOMMENDATIONS

The Directors (including Independent Non-executive Directors) consider that the resolution as set out in the supplemental notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above proposed resolution.

Yours faithfully,
By order of the Board of
CRRC Corporation Limited
Cui Dianguo
Chairman

SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015

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)

**SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL
MEETING OF 2015**

Reference is made to the Notice of the First Extraordinary General Meeting of 2015 of CRRC Corporation Limited (the “**Company**”) dated 14 September 2015 (the “**Notice**”) which set out the time and venue of the Extraordinary General Meeting (the “**EGM**”) of 2015 of the Company to be held and contains the resolutions to be proposed at the EGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company will be held as originally scheduled at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 3:00 p.m. on Friday, 30 October 2015 (registration will begin at 2:30 p.m.) for the purpose of considering and approving, if appropriate, the following resolution in addition to the resolutions as set out in the Notice (unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 October 2015):

SPECIAL RESOLUTION

4. To consider and approve the resolution in relation to the issue of H Share Convertible Bonds

By order of the Board
Cui Dianguo
Chairman

14 October 2015

Notes:

1. Details of the above resolution are set out in the circular of the Company dated 14 October 2015 (the “**Circular**”).
2. The New Proxy Form for the use of the above resolution is enclosed to the Circular.
3. For details regarding other resolutions to be proposed at the EGM for consideration and approval as well as the closure of register of members, eligibility for attending the EGM, registration procedures of attending the EGM, appointment of proxies and other matters, please refer to the EGM notice of the Company dated 14 September 2015.