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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)

ANNOUNCEMENT
POLL RESULTS OF THE 2013 ANNUAL GENERAL MEETING;
APPOINTMENT OF NEW DIRECTORS AND MEMBERS OF
SPECIAL COMMITTEES OF THE BOARD; AND
APPOINTMENT OF NEW AUTHORIZED
REPRESENTATIVES

The board of directors (the “**Board**”) of CSR Corporation Limited (the “**Company**”) is pleased to announce the poll results of the 2013 annual general meeting of the Company (the “**AGM**”) held on Monday, 16 June 2014 at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”).

Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the circular dated 30 April 2014 and the supplemental circular dated 26 May 2014 of the Company.

1. CONVENING AND ATTENDANCE OF THE AGM

The AGM was held at 1:30 p.m. on Monday, 16 June 2014 at Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC.

The AGM was convened by the Board of the Company and chaired by Mr. Zheng Changhong, the Chairman of the Company, which has adopted both on-site voting and internet voting. Internet voting was conducted through the relevant system of the Shanghai Stock Exchange, and was participated by the holders of A shares of the Company. None of the resolutions had been voted against at the AGM.

The total number of issued shares of the Company as at the date of the AGM was 13,803,000,000, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There was no restriction on any Shareholders casting votes on the resolutions at the AGM. None of the Shareholders is entitled to attend and abstain from voting in favour of the resolutions at the AGM. A total of 46 Shareholders, holding an aggregate of 9,143,453,251 shares with voting rights (including 8,251,526,616 A shares and 891,926,635 H shares), representing 66.242507% of the total number of issued shares of the Company, were present at the physical meeting or voting on the internet (either in person or by proxy). Certain directors, supervisors and the secretary to the Board of the Company attended the AGM, together with certain members of the senior management. The AGM was convened and conducted in compliance with the requirements of the relevant laws and regulations and the Articles of Association of the Company.

2. VOTING RESULTS OF THE AGM

The Shareholders attending the AGM considered and approved the following resolutions by on-site voting and internet voting:

1. To consider and approve the Work Report of the Second Session of the Board and 2013 Work Report of the Board of the Company

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	189,596	0.002298	2,177,000	0.026383	8,251,526,616
H shares	891,585,635	99.961768	1,000	0.000112	340,000	0.038120	891,926,635
Total	9,140,745,655	99.970388	190,596	0.002084	2,517,000	0.027528	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

2. To consider and approve the 2013 Work Report of the Supervisory Committee of the Company

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	187,596	0.002274	2,179,000	0.026407	8,251,526,616
H shares	891,585,635	99.961768	1,000	0.000112	340,000	0.038120	891,926,635
Total	9,140,745,655	99.970388	188,596	0.002062	2,519,000	0.027550	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

3. To consider and approve the resolution in relation to the 2013 final accounts of the Company

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	187,596	0.002274	2,179,000	0.026407	8,251,526,616
H shares	891,585,635	99.961768	1,000	0.000112	340,000	0.038120	891,926,635
Total	9,140,745,655	99.970388	188,596	0.002062	2,519,000	0.027550	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

4. To consider and approve the resolution in relation to the 2013 profit distribution plan of the Company

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	267,696	0.003244	2,098,900	0.025437	8,251,526,616
H shares	891,925,635	99.999888	1,000	0.000112	0	0.000000	891,926,635
Total	9,141,085,655	99.974106	268,696	0.002939	2,098,900	0.022955	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

5. To consider and approve the resolution in relation to the arrangement of guarantees by the Company and its subsidiaries for 2014

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,221,926,433	99.641276	27,421,183	0.332317	2,179,000	0.026407	8,251,526,616
H shares	352,337,785	39.503001	524,401,177	58.794205	15,187,673	1.702794	891,926,635
Total	8,574,264,218	93.774901	551,822,360	6.035163	17,366,673	0.189936	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

6. To consider and approve the resolution in relation to the remuneration and welfare of the Directors and Supervisors of the Company for 2013

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	248,796	0.003015	2,117,800	0.025666	8,251,526,616
H shares	891,925,635	99.999888	1,000	0.000112	0	0.000000	891,926,635
Total	9,141,085,655	99.974106	249,796	0.002732	2,117,800	0.023162	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

7. To consider and approve the resolution in relation to the appointment of auditors for financial reports and internal control for 2014 by the Company and the bases for determination of their remuneration

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	246,796	0.002991	2,119,800	0.025690	8,251,526,616
H shares	891,925,635	99.999888	1,000	0.000112	0	0.000000	891,926,635
Total	9,141,085,655	99.974106	247,796	0.002710	2,119,800	0.023184	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

8. To consider and approve the resolution in relation to the issue of debt financing instruments

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,249,160,020	99.971319	187,596	0.002274	2,179,000	0.026407	8,251,526,616
H shares	891,541,635	99.956835	385,000	0.043165	0	0.000000	891,926,635
Total	9,140,701,655	99.969906	572,596	0.006263	2,179,000	0.023831	9,143,453,251

As more than 2/3 of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

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

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,222,141,233	99.643879	27,421,383	0.332319	1,964,000	0.023802	8,251,526,616
H shares	261,188,127	29.283589	630,738,508	70.716411	0	0.000000	891,926,635
Total	8,483,329,360	92.780366	658,159,891	7.198154	1,964,000	0.021480	9,143,453,251

As more than 2/3 of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

10. To consider and approve the election of the Directors of the third session of the Board:

- 10.1 To consider and approve the election of Mr. Zheng Changhong as an executive Director

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	248,796	0.003015	7,221,700	0.087520	8,251,526,616
H shares	872,132,302	97.780722	19,794,333	2.219278	0	0.000000	891,926,635
Total	9,116,188,422	99.701810	20,043,129	0.219208	7,221,700	0.078982	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

- 10.2 To consider and approve the election of Mr. Liu Hualong as an executive Director

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	248,796	0.003015	7,221,700	0.087520	8,251,526,616
H shares	885,081,459	99.232540	6,845,176	0.767460	0	0.000000	891,926,635
Total	9,129,137,579	99.843433	7,093,972	0.077585	7,221,700	0.078982	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.3 To consider and approve the election of Mr. Fu Jianguo as an executive Director

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,696,170	99.749927	2,230,465	0.250073	0	0.000000	891,926,635
Total	9,133,752,290	99.893903	2,418,061	0.026445	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.4 To consider and approve the election of Mr. Liu Zhiyong as a non-executive Director

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,696,170	99.749927	2,230,465	0.250073	0	0.000000	891,926,635
Total	9,133,752,290	99.893903	2,418,061	0.026445	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.5 To consider and approve the election of Mr. Yu Jianlong as an independent non-executive Director

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,757,170	99.756766	2,169,465	0.243234	0	0.000000	891,926,635
Total	9,133,813,290	99.894570	2,357,061	0.025778	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.6 To consider and approve the election of Mr. Li Guo'an as an independent non-executive Director

	For		Against		Abstain		Attending and Voting
Category	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,757,170	99.756766	2,169,465	0.243234	0	0.000000	891,926,635
Total	9,133,813,290	99.894570	2,357,061	0.025778	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.7 To consider and approve the election of Mr. Wu Zhuo as an independent non-executive Director

	For		Against		Abstain		Attending and Voting
Category	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,757,170	99.756766	2,169,465	0.243234	0	0.000000	891,926,635
Total	9,133,813,290	99.894570	2,357,061	0.025778	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

10.8 To consider and approve the election of Mr. Chan Ka Keung, Peter as an independent non-executive Director

	For		Against		Abstain		Attending and Voting
Category	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,244,056,120	99.909465	187,596	0.002274	7,282,900	0.088261	8,251,526,616
H shares	889,757,170	99.756766	2,169,465	0.243234	0	0.000000	891,926,635
Total	9,133,813,290	99.894570	2,357,061	0.025778	7,282,900	0.079652	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

11. To consider and approve the election of shareholder representative supervisors of the third session of the Supervisory Committee

11.1 To consider and approve the election of Mr. Wang Yan as a shareholder representative supervisor

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,242,556,120	99.891287	187,596	0.002273	8,782,900	0.106440	8,251,526,616
H shares	848,079,080	95.083950	43,847,555	4.916050	0	0.000000	891,926,635
Total	9,090,635,200	99.422340	44,035,151	0.481603	8,782,900	0.096057	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

11.2 To consider and approve the election of Mr. Sun Ke as a shareholder representative supervisor

Category	For		Against		Abstain		Attending and Voting
	No. of shares voted	%	No. of shares voted	%	No. of shares voted	%	No. of shares
A shares	8,242,556,120	99.891287	187,596	0.002273	8,782,900	0.106440	8,251,526,616
H shares	888,236,459	99.586269	3,690,176	0.413731	0	0.000000	891,926,635
Total	9,130,792,579	99.861533	3,877,772	0.042410	8,782,900	0.096057	9,143,453,251

As more than 50% of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.

Computershare Hong Kong Investor Services Limited (the H Share Registrar of the Company), was appointed as scrutineer of the AGM.

For details of the aforesaid resolutions, Shareholders may refer to the notice and the circular of the AGM dated 30 April 2014 and the supplemental notice and the supplemental circular of the AGM dated 26 May 2014 of the Company.

Shareholders attending the AGM reviewed the Report of Performance of Duties by Independent Directors for 2013 of the Company.

3. DISTRIBUTION OF FINAL DIVIDEND

At the AGM, Shareholders resolved to approve a final dividend of RMB0.09 per share (including tax), amounting to approximately RMB 1,242.27 million in total for the year ended 31 December 2013 (“**2013 Final Dividend**”). The 2013 Final Dividend of the Company will be denominated and declared in RMB, and will be paid in Hong Kong dollars to the holders of the H shares of the Company. RMB will be converted into Hong Kong dollars based on the average exchange rate between RMB and Hong Kong dollar as published by the People’s Bank of China for five working days before the date of the AGM, i.e., 16 June 2014 (such day inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the agent to deal with the payment of the 2013 Final Dividend on its behalf. Shareholders whose names appear on the H share register of members of the Company as at 25 June 2014 will be entitled to receive the 2013 Final Dividend. The 2013 Final Dividend is expected to be paid to the eligible H Shareholders on a working day (excluding Saturday, Sunday or public holidays of Hong Kong or PRC) on or before 29 July 2014.

The Company will make a separate announcement regarding the payment of the 2013 Final Dividend to the A Shareholders after the AGM.

Mr. Zheng Changhong and Mr. Liu Hualong, directors of the Company, have been authorized by the AGM to form a committee to oversee the matters in respect of distribution of the profit including the withholding of tax according to the requirements of the applicable laws and regulations and the relevant regulatory authorities.

4. WITNESS BY LAWYERS

The AGM was witnessed by lawyers from Beijing Jiayuan Law Firm, being the PRC legal advisers to the Company. According to the legal opinion issued by Beijing Jiayuan Law Firm, the convening and procedures of the AGM, the qualifications of the attendees and the voting process of the AGM as well as other relevant matters were in compliance with the requirements of the relevant laws and regulations and the Articles of Association of the Company. The voting results of the AGM were lawful and valid.

5. APPOINTMENT OF NEW DIRECTORS AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

(I) Appointment of new directors

At the AGM, Mr. Zheng Changhong and Mr. Liu Hualong were re-elected as executive directors of the third session of the Board of the Company, Mr. Fu Jianguo was newly appointed as an executive director of the third session of the Board of the Company, Mr. Liu Zhiyong was newly appointed as a non-executive director of the third session of the Board of the Company, and Mr. Yu Jianlong, Mr. Li Guo’an, Mr. Wu Zhuo and Mr. Chan Ka Keung, Peter were newly appointed as independent non-executive directors of the third session of the Board of the Company. Please refer to the Company’s supplemental circular dated 26 May 2014 for biographical details of the above new directors and other information disclosed as required under Rule 13.51(2) of the Hong Kong Listing Rules.

The directors of the third session of the Board shall hold office for a term of three years commencing from the date of election and approval at the AGM.

Mr. Chen Dayang, an executive director of the second session of the Board of the Company, Mr. Zhao Jibin, Mr. Yang Yuzhong, Mr. Chen Yongkuan, Mr. Dai Deming and Mr. Tsoi, David, independent non-executive directors of the second session of the Board of the Company, will cease to perform their duties of directors of the Company upon the election of directors of the third session of the Board at the AGM. They have confirmed that they have no disagreement with the Board and there are no matters which need to be brought to the attention of the Company's shareholders in relation to their no longer serving as directors of the Company.

The Board highly recognizes and would like to extend its sincere gratitude to Mr. Chen Dayang, Mr. Zhao Jibin, Mr. Yang Yuzhong, Mr. Chen Yongkuan, Mr. Dai Deming and Mr. Tsoi, David for their significant contribution to the development of the Company during their term of office.

(II) Appointment of members of the special committees of the Board

The Board convened a meeting on 16 June 2014 and resolved to appoint the following directors as members of special committees of the third session of the Board.

1. The Strategic Committee is comprised of five directors, namely, Mr. Zheng Changhong, Mr. Liu Hualong, Mr. Liu Zhiyong, Mr. Wu Zhuo and Mr. Fu Jianguo, of which, Mr. Zheng Changhong and Mr. Liu Zhiyong serve as chairman and vice chairman of the committee, respectively.
2. The Nomination Committee is comprised of five directors, namely, Mr. Li Guo'an, Mr. Yu Jianlong, Mr. Wu Zhuo, Mr. Zheng Changhong and Mr. Liu Hualong, of which, Mr. Li Guo'an serves as chairman of the committee.
3. The Remuneration and Evaluation Committee is comprised of three directors, namely, Mr. Wu Zhuo, Mr. Yu Jianlong and Mr. Chan Ka Keung, Peter, of which, Mr. Wu Zhuo serves as chairman of the committee.
4. The Audit and Risk Management Committee is comprised of three directors, namely, Mr. Chan Ka Keung, Peter, Mr. Yu Jianlong and Mr. Li Guo'an, of which, Mr. Chan Ka Keung, Peter serves as chairman of the committee.

The above members shall hold office for a term of three years commencing from the date of approval of the Board to the date of expiry of the term of office of the third session of the Board.

6. APPOINTMENT OF NEW AUTHORIZED REPRESENTATIVES

The term of office of Mr. Liu Hualong and Mr. Wong Kai Yan, Thomas as authorized representatives of the Company described in Rule 3.05 of the Hong Kong Listing Rules has been expired. The Board convened a meeting on 16 June 2014 and resolved to appoint Mr. Fu Jianguo and Mr. Wong Kai Yan, Thomas as authorized representatives of the Company described in Rule 3.05 of the Hong Kong Listing Rules. They shall hold office for a term of three years commencing from the date of approval of the Board to the date of expiry of term of office of the third session of the Board.

By order of the Board
CSR Corporation Limited
Zheng Changhong
Chairman

Beijing, the PRC
17 June 2014

As at the date of this announcement, the executive Directors are Mr. Zheng Changhong, Mr. Liu Hualong and Mr. Fu Jianguo; the non-executive Director is Mr. Liu Zhiyong; and the independent non-executive Directors are Mr. Yu Jianlong, Mr. Li Guo'an, Mr. Wu Zhuo and Mr. Chan Ka Keung, Peter.