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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)**

**ANNOUNCEMENT**

**POLL RESULTS OF THE 2019 ANNUAL GENERAL MEETING;  
AND  
CHANGES OF MEMBERS OF THE BOARD AND  
THE BOARD COMMITTEES**

The board of directors (the “**Board**”) of CRRC Corporation Limited (the “**Company**”) is pleased to announce the poll results of the 2019 annual general meeting of the Company (the “**AGM**” or the “**Meeting**”) held on Thursday, 18 June 2020 at Meeting Room IX, 2nd floor, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC.

For details of the resolutions considered at the Meeting, Shareholders of the Company may refer to the circular dated 24 April 2020 and the supplemental circular dated 1 June 2020 dispatched by the Company. Unless otherwise indicated in the context, capitalized terms used in this announcement shall have the same meanings as those defined in the aforesaid circular and supplemental circular.

**I. CONVENING AND ATTENDANCE OF THE MEETING**

**(I) Convening of the Meeting**

The Meeting was held on Tuesday, 18 June 2020 at Meeting Room IX, 2nd floor, Empark Grand Hotel, No.69 Banjing Road, Haidian District, Beijing, the PRC.

The Meeting was convened by the Board and chaired by Liu Hualong, the Chairman of the Company. The calling, convening and voting methods of the Meeting were in compliance with the requirements of laws including the Company Law of the PRC, the regulations and regulatory documents as well as the Articles of Association.

The Meeting adopted the method combined on-site voting with internet voting. Internet voting was conducted through the trading system and the internet voting platform (website: <http://vote.sseinfo.com>) of the Shanghai Stock Exchange, and was participated by holders of A Shares of the Company.

## (II) Attendance of the Meeting

The total number of issued Shares of the Company as at the date of the AGM was 28,698,864,088, which was the total number of Shares entitling the holders thereof to attend and vote on the resolutions proposed at the AGM. All shareholders of the Company were not restricted from voting on the resolutions at the AGM. None of the Shareholders was entitled to attend and abstain from voting in favor of the resolutions at the AGM. A total of 112 Shareholders and proxies of Shareholders, holding an aggregate of 16,525,146,059 Shares of the Company with voting rights (including 14,838,233,940 A Shares and 1,686,912,119 H Shares), representing 57.581185% of the total number of Shares of the Company with voting rights, were present at the Meeting..

The Company has 6 Directors and 3 Directors attended the Meeting. Sun Yongcai, an executive Director, and Sun Patrick and Wu Zhou, independent non-executive Directors, were unable to attend the Meeting due to other official business. The Company has 3 Supervisors and 2 Supervisors attended the Meeting. Zhao Hu, a Supervisor, was unable to attend the Meeting due to other official business. The secretary to the Board attended the Meeting.

## II. VOTING RESULTS OF THE AGM

The Shareholders and proxies of Shareholders present at the AGM considered and approved the following resolutions by on-site voting combined with internet voting:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the 2019 final financial accounts report of the Company.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,834,975,214	99.978038	2,457,476	0.016562	801,250	0.005400
H Shares	1,663,132,309	98.590335	1,636,660	0.097021	22,143,150	1.312644
Total ordinary Shares :	16,498,107,523	99.836379	4,094,136	0.024776	22,944,400	0.138845

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

2. To consider and approve the 2019 Work Report of the Board of the Company.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,424,814	99.981068	2,087,426	0.014068	721,700	0.004864
H Shares	1,664,746,969	98.686052	22,000	0.001304	22,143,150	1.312644
Total ordinary Shares :	16,500,171,783	99.848871	2,109,426	0.012765	22,864,850	0.138364

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

3. To consider and approve the 2019 Work Report of the Supervisory Committee of the Company.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,203,714	99.979578	2,308,426	0.015558	721,800	0.004864
H Shares	1,664,746,969	98.686052	22,000	0.001304	22,143,150	1.312644
Total ordinary Shares :	16,499,950,683	99.847533	2,330,426	0.014102	22,864,950	0.138365

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

4. To consider and approve the resolution in relation to the 2019 profit distribution plan of the Company.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,857,064	99.983981	2,293,076	0.015454	83,800	0.000565
H Shares	1,672,662,119	99.155261	10,000	0.000593	14,240,000	0.844146
Total ordinary Shares :	16,508,519,183	99.899384	2,303,076	0.013937	14,323,800	0.086679

As more than 50% of the votes were cast in favor of the resolution, such 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 for 2020.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,729,626,959	99.268060	108,541,081	0.731496	65,900	0.000444
H Shares	797,808,558	47.294020	874,863,561	51.861834	14,240,000	0.844146
Total ordinary Shares :	15,527,435,517	93.962471	983,404,642	5.950959	14,305,900	0.086570

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

6. To consider and approve the resolution in relation to the remuneration of the Directors of the Company for 2019

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,518,214	99.981698	2,656,926	0.017906	58,800	0.000396
H Shares	1,671,575,869	99.090868	830,000	0.049203	14,506,250	0.859929
Total ordinary Shares :	16,507,094,083	99.890761	3,486,926	0.021100	14,565,050	0.088139

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

7. To consider and approve the resolution in relation to the remuneration of the Supervisors of the Company for 2019.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,834,995,214	99.978173	3,185,926	0.021471	52,800	0.000356
H Shares	1,669,961,209	98.995152	2,444,660	0.144919	14,506,250	0.859929
Total ordinary Shares :	16,504,956,423	99.877825	5,630,586	0.034073	14,559,050	0.088102

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

## SEPCIAL RESOLUIONS

8. To consider and approve the resolution in relation to the amendments to the Articles of Association.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,814,386,601	99.839285	23,781,339	0.160270	66,000	0.000445
H Shares	1,473,816,448	87.367708	198,855,671	11.788146	14,240,000	0.844146
Total ordinary Shares :	16,288,203,049	98.566167	222,637,010	1.347262	14,306,000	0.086571

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

9. To consider and approve the resolution in relation to the amendments to the Rules of Procedure for General Meetings.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,815,356,481	99.845821	22,811,459	0.153734	66,000	0.000445
H Shares	1,510,109,936	89.519182	162,562,183	9.636672	14,240,000	0.844146
Total ordinary Shares :	16,325,466,417	98.791662	185,373,642	1.121767	14,306,000	0.086571

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

10. To consider and approve the resolution in relation to the amendments to the Rules of Procedure for the Board.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,836,085,514	99.985521	2,082,426	0.014034	66,000	0.000445
H Shares	1,672,662,119	99.155261	10,000	0.000593	14,240,000	0.844146
Total ordinary Shares :	16,508,747,633	99.900767	2,092,426	0.012662	14,306,000	0.086571

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

11. To consider and approve the resolution in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,624,827,521	98.561780	213,401,019	1.438184	5,400	0.000036
H Shares	367,881,578	21.807987	1,304,529,291	77.332380	14,501,250	0.859633
Total ordinary Shares :	14,992,709,099	90.726636	1,517,930,310	9.185579	14,506,650	0.087785

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

12. To consider and approve the resolution in relation to the issuance of debt financing instruments by the Company for 2020.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,731,071,271	99.277794	107,097,569	0.721767	65,100	0.000439
H Shares	676,711,417	40.115392	995,960,702	59.040462	14,240,000	0.844146
Total ordinary Shares :	15,407,782,688	93.238405	1,103,058,271	6.675029	14,305,100	0.086566

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

### ORDINARY RESOLUTIONS

13. To consider and approve the resolution in relation to the addition of Directors for the second session of the Board of the Company:

- 13.1 To consider and approve the election of Mr. Shi Jianzhong as an independent non-executive Director; and

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,123,914	99.979040	3,044,126	0.020516	65,900	0.000444
H Shares	1,657,583,119	98.261379	14,439,000	0.855943	14,890,000	0.882678
Total ordinary Shares :	16,492,707,033	99.803699	17,483,126	0.105797	14,955,900	0.090504

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

- 13.2 To consider and approve the election of Mr. Zhu Yuanchao as an independent non-executive Director.

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,835,134,814	99.979114	3,033,226	0.020442	65,900	0.000444
H Shares	1,657,583,119	98.261379	14,439,000	0.855943	14,890,000	0.882678
Total ordinary Shares :	16,492,717,933	99.803765	17,472,226	0.105731	14,955,900	0.090504

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

14. To consider and approve the resolution in relation to appointment of auditors of the Company for 2020

Type of Shareholders	For		Against		Abstain	
	Votes	Proportion(%)	Votes	Proportion(%)	Votes	Proportion(%)
A Shares	14,836,131,214	99.985829	2,036,826	0.013727	65,900	0.000444
H Shares	1,670,930,869	99.052633	1,091,250	0.064689	14,890,000	0.882678
Total ordinary Shares :	16,507,062,083	99.890567	3,128,076	0.018929	14,955,900	0.090504

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

The scrutineer of the Meeting is Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company.

Shareholders attending the AGM reviewed the 2019 Work Report of Independent Directors of the Company in written form.

### **III. DISTRIBUTION OF THE 2019 FINAL DIVIDEND**

At the AGM, it was resolved to approve a final dividend of RMB0.15 per Share (tax inclusive), amounting to approximately RMB4,305 million in total for the year ended 31 December 2019 (“**2019 Final Dividend**”). The 2019 Final Dividend of the Company will be denominated and declared in RMB, and will be paid in Hong Kong dollars to the holders of H Shares of the Company. The actual distribution amounts in Hong Kong dollars will be determined based on the average exchange rate (i.e., 1 Hong Kong dollar = RMB0.914278) between RMB and Hong Kong dollar as published by the People’s Bank of China for the five working days prior to the date of the AGM, i.e. 18 June 2020 (such day inclusive). The Company has appointed Bank of China (Hong Kong) Trustees Limited as the agent to deal with the payment of dividend to the holders of H Shares on its behalf. Shareholders whose names appear on the H Share register of members of the Company as at 30 June 2020 will be entitled to receive the 2019 Final Dividend. The 2019 Final Dividend is expected to be paid to the eligible holders of H Shares on a working day (excluding Saturday, Sunday or public holidays in Hong Kong or the PRC) on or before 14 August 2020. Timetable arrangements such as the record date and the date of distribution of the 2019 Final Dividend for investors of southbound trading will be the same as for the holders of H Shares of the Company.

The Company will publish a separate announcement regarding the payment of the 2019 Final Dividend to the holders of A Shares after the AGM.

Mr. Liu Hualong, the Chairman of the Company, and Mr. Sun Yongcai, the President of the Company, have been authorized by the AGM for specific implementation of the matters in respect of payment of the 2019 Final Dividend and other relevant issues including the withholding of tax according to the requirements of the relevant laws, regulations and the regulatory authorities.

### **IV. WITNESS BY LAWYERS**

The Meeting was witnessed by lawyers from Jia Yuan Law Offices, the PRC legal adviser to the Company. According to the legal opinion issued by Jia Yuan Law Offices, the calling and convening procedures of the Meeting, the qualifications of the attendees and the voting process of the Meeting as well as other relevant matters are in compliance with the requirements of the relevant laws, regulations and the Articles of Association. The voting results of the Meeting are lawful and valid.

## **V. CHANGES OF MEMBERS OF THE BOARD AND THE BOARD COMMITTEES**

At the AGM, Mr. Shi Jianzhong and Mr. Zhu Yuanchao have been elected as independent non-executive Directors of the second session of the Board, and their term of office shall commence from the date on which they were elected at the AGM and end on the date of expiry of the term of office of the second session of the Board. Please refer to the Company's supplemental circular of the AGM dated 1 June 2020 for details of biography of Mr. Shi Jianzhong and Mr. Zhu Yuanchao and other information as disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

Mr. Wu Zhuo, an independent non-executive Director of the Company, has ceased to hold his position with the Company as an independent non-executive director, the chairman and member of the Remuneration and Evaluation Committee, a member of the Audit and Risk Management Committee and a member of the Nomination Committee due to his age. The resignation report of Mr. Wu Zhou became effective upon the submission to the Board of the Company on 18 June 2020. Mr. Wu Zhou confirmed that he had no disagreement with the Board of the Company, and no other matters relating to his resignation were required to be brought to the attention of the Shareholders and creditors of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wu Zhuo for his contribution to the development of the Company during his term of office.

The Board is pleased to announce that, upon the consideration and approval at the twentieth meeting of the second session of the Board convened after the AGM, the below members were approved to be added to the second session of the Board committees:

### **1. Strategy Committee:**

Mr. Lou Qiliang and Mr. Shi Jianzhong are added as members of the Strategy Committee. After addition of new members, the Strategy Committee is composed of 5 members, namely Mr. Liu Hualong, Mr. Sun Yongcai, Mr. Lou Qiliang, Mr. Li Guo'an and Mr. Shi Jianzhong, among which, Mr. Liu Hualong is serving as the chairman of the committee.

## **2. Nomination Committee:**

Mr. Zhu Yuanchao is added as a member of the Nomination Committee. After addition of a new member, the Nomination Committee is composed of 5 members, namely Mr. Li Guo'an, Mr. Liu Hualong, Mr. Sun Yongcai, Mr. Sun Patrick and Mr. Zhu Yuanchao, among which, Mr. Li Guo'an is serving as the chairman of the committee.

## **3. Remuneration and Evaluation Committee:**

Mr. Shi Jianzhong and Mr. Zhu Yuanchao are added as members of the Remuneration and Evaluation Committee, among which, Mr. Shi Jianzhong is elected as the chairman of the Remuneration and Evaluation Committee. After addition of new members, the Nomination Committee is composed of 3 members, namely Mr. Shi Jianzhong, Mr. Sun Patrick and Mr. Zhu Yuanchao, among which, Mr. Shi Jianzhong is serving as the chairman of the committee.

## **4. Audit and Risk Management Committee:**

Mr. Zhu Yuanchao is added as a member of the Audit and Risk Management Committee. After addition of a new member, the Audit and Risk Management Committee is composed of 3 members, namely Mr. Sun Patrick, Mr. Li Guo'an and Mr. Zhu Yuanchao, among which, Mr. Sun Patrick is serving as the chairman of the committee.

The terms of office of the members newly added above of the Board committees shall commence from the date on which such resolutions were approved at the Board meeting and end on the date of expiry of the term of office of the second session of the Board.

By order of the Board  
**CRRC Corporation Limited**  
**Liu Hualong**  
*Chairman*

Beijing, the PRC  
18 June 2020

*As at the date of this announcement, the executive Directors of the Company are Mr. Liu Hualong, Mr. Sun Yongcai and Mr. Lou Qiliang; and the independent non-executive Directors are Mr. Li Guo'an, Mr. Sun Patrick, Mr. Shi Jianzhong and Mr. Zhu Yuanchao.*