

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name

如閣下欲以本身名義登記將獲發行的香港公開發行股份，請使用本表格

Staple your
payment here
請將股款
緊釘在此

This Application Form uses the same terms as defined in the prospectus of China CNR Corporation Limited (the “Company”) dated 12 May 2014 (the “Prospectus”). 本申請表格所使用詞語與中國北車股份有限公司(「本公司」)於2014年5月12日刊發的售股章程(「售股章程」)所界定詞語相同。

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Hong Kong Public Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act. 本申請表格及售股章程概不構成在香港以外任何司法權區的出售要約或游說購買任何香港公開發行股份的要約。若無根據美國證券法登記或豁免登記，則香港公開發行股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. 在

任何根據當地法例不得發送、派發或複製本申請表格及售股章程的司法權區內，概不得發送、派發或複製(不論以任何方式，也不論全部或部分)本申請表格及售股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix VIII to the Prospectus, have been registered by the Registrar of Companies in Hong Kong. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. 售股章程、所有相關申請表格及售股章程附錄八「送呈公司註冊處處長及備查文件」一節所述其他文件副本已送呈香港公司註冊處登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「香港聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處對此等文件的內容概不負責。



中國北車股份有限公司

China CNR Corporation Limited

(a joint stock limited liability company incorporated in the People's Republic of China)

(於中華人民共和國註冊成立的股份有限公司)

Stock code : 6199

股份代號 : 6199

Maximum Offer Price : HK\$6.20 per Offer Share (payable in full on application, plus a brokerage of 1.0%, an SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005% and subject to refund)

最高發行價 : 每股發行股份6.20港元(須於申請時繳足，另加1.0%的經紀佣金、0.003%證監會交易費及0.005%香港聯交所交易費，多繳股款可予退還)

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. 售股章程尚有關於申請程序的其他資料，因此本申請表格應與售股章程一併閱讀。

Application Form 申請表格

To: China CNR Corporation Limited
Joint Global Coordinators
Joint Bookrunners
The Hong Kong Underwriters

致：中國北車股份有限公司
聯席全球協調人
聯席賬簿管理人
香港承銷商

Applicants' declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the “Effect of completing and submitting this Application Form” section of this Application Form.

申請人聲明

本人/吾等同意本申請表格及售股章程的條款及條件以及申請程序。請參閱本申請表格「填交本申請表格的效用」一節。

Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of “Effect of completing and submitting this Application Form” section.

警告：任何人士只限作出一次為其利益而進行的認購申請。請參閱「填交本申請表格的效用」一節最後四點。



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如閣下欲以本身名義登記將獲發行的香港公開發行股份，請使用本表格

Signed by (all) applicant(s) (all joint applicants must sign):
由(所有)申請人簽署(所有聯名申請人必須簽署):

Date: 日期: / /
D 日 M 月 Y 年

Number of Hong Kong Public Offer Shares applied for (not more than 91,060,000 shares)

申請香港公開發行股份數目(不超過91,060,000股股份)

Total amount 總額

HK\$ 港元

Name in English 英文姓名/名稱

Family name or company name 姓氏或公司名稱

For Broker use 此欄供經紀填寫 Lodged by 遞交申請的經紀

Broker No. 經紀號碼

Broker's Chop 經紀印章

Cheque/banker's cashier order number 支票/銀行本票號碼

Name of bank on which cheque/Banker's cashier order is drawn (see "How to make your application" section)
兌現支票/銀行本票的銀行名稱(見「申請手續」一節)

Name in Chinese 中文姓名/名稱

Family name or company name 姓氏或公司名稱

Forename(s) 名字

Forename(s) 名字

Occupation in English 職業(以英文填寫)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.* (Please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記號碼*(請刪除不適用者)

Names of all other joint applicants in English (if any)
所有其他聯名申請人的英文姓名/名稱(如有)

1)

2)

3)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants* (Please delete as appropriate) 所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記號碼*(請刪除不適用者)

1)

2)

3)

Hong Kong address in English and telephone no. (joint applicants should give the address and the telephone number of first-named applicant only) 香港地址(以英文填寫)及電話號碼(聯名申請人只須填寫排名首位申請人的地址及電話號碼)

Telephone No. 電話號碼

For Nominees: You will be treated as applying for your own benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial owner. 由代名人遞交: 代名人若不填寫本節, 則是項認購申請將視作為閣下本身利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別編碼。

ADDRESS LABEL 地址標貼 (Your name(s) and address in Hong Kong in BLOCK letters 請用正楷填寫姓名/名稱及香港地址)

For Internal use
此欄供內部使用

- * (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity. 個別人士須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格是否有效。
- (2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque. 退款支票(如有)上或會印有閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。
- (3) If an application is made by an unlisted company and:
- the principal business of that company is dealing in securities; and
 - you exercise statutory control over that company,
- then the application will be treated as being made for your benefit.
倘若申請人是一家非上市公司，而：
- 該公司主要從事證券買賣業務；及
 - 閣下對該公司可行使法定控制權，
- 是項申請將視作為閣下的利益提出。

樣板

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此乃白頁 特意留空

Sample

How to make your application

- Use the table below to calculate how much you must pay. Your application must be for a minimum of 500 Hong Kong Public Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

China CNR Corporation Limited (Stock Code 6199) (HK\$6.20 per Public Offer Share) NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
500	3,131.25	15,000	93,937.44	400,000	2,504,998.40	10,000,000	62,624,960.00
1,000	6,262.50	20,000	125,249.92	500,000	3,131,248.00	20,000,000	125,249,920.00
1,500	9,393.75	25,000	156,562.40	600,000	3,757,497.60	30,000,000	187,874,880.00
2,000	12,524.99	30,000	187,874.88	700,000	4,383,747.20	40,000,000	250,499,840.00
2,500	15,656.25	35,000	219,187.36	800,000	5,009,996.80	50,000,000	313,124,800.00
3,000	18,787.49	40,000	250,499.84	900,000	5,636,246.40	60,000,000	375,749,760.00
3,500	21,918.74	45,000	281,812.32	1,000,000	6,262,496.00	70,000,000	438,374,720.00
4,000	25,049.98	50,000	313,124.80	2,000,000	12,524,992.00	80,000,000	500,999,680.00
4,500	28,181.24	60,000	375,749.76	3,000,000	18,787,488.00	91,060,000 ⁽¹⁾	570,262,885.76
5,000	31,312.48	70,000	438,374.72	4,000,000	25,049,984.00		
6,000	37,574.98	80,000	500,999.68	5,000,000	31,312,480.00		
7,000	43,837.47	90,000	563,624.64	6,000,000	37,574,976.00		
8,000	50,099.97	100,000	626,249.60	7,000,000	43,837,472.00		
9,000	56,362.46	200,000	1,252,499.20	8,000,000	50,099,968.00		
10,000	62,624.96	300,000	1,878,748.80	9,000,000	56,362,464.00		

- Complete the form in English and sign it. Only written signatures will be accepted (and not by way of personal chop).
- Staple your cheque or banker's cashier order to the form. Each application for the Hong Kong Public Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> be in Hong Kong dollars; not be post-dated; be made payable to "Bank of China (Hong Kong) Nominees Limited — China CNR Public Offer"; be crossed "Account Payee Only"; 	<ul style="list-style-type: none"> be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.
<ul style="list-style-type: none"> be drawn on your Hong Kong dollar bank account in Hong Kong; and show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name. 	

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4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches of:

Bank of China (Hong Kong) Limited

	Branch	Address
Hong Kong Island	Bank of China Tower Branch Taikoo Shing Branch	3/F, 1 Garden Road Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	Kwun Tong Branch	20–24 Yue Man Square, Kwun Tong
New Territories	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II

Industrial and Commercial Bank of China (Asia) Limited

	Branch	Address
Kowloon	Tsim Sha Tsui Branch Mei Foo Branch	Shop 1&2, G/F, No. 35–37 Hankow Road, Tsimshatsui Shop N95A, 1/F, Mount Sterling Mall, Mei Foo Sun Chuen
New Territories	Kwai Fong Branch Tseung Kwan O Branch	C63A–C66, 2/F, Kwai Chung Plaza, Kwai Fong Shop Nos. 2011–2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O

China Construction Bank (Asia) Corporation Limited

	Branch	Address
Hong Kong Island	Sai Ying Pun Branch Shau Kei Wan Branch	73 Des Voeux Road West, Sai Ying Pun 2 Po Man Street, Shaukeiwan
Kowloon	Kwun Tong Hoi Yuen Road Branch	56 Hoi Yuen Road, Kwun Tong
New Territories	Yuen Long Branch	68 Castle Peak Road, Yuen Long

Hang Seng Bank Limited

	Branch	Address
Hong Kong Island	Head Office Wanchai Branch Causeway Bay Branch	83 Des Voeux Road Central 200 Hennessy Road 28 Yee Wo Street
Kowloon	Tsimshatsui Branch	18 Carnarvon Road

5. Your Application Form can be lodged at these times:

Monday, 12 May 2014 — 9:00 a.m. to 5:00 p.m.
Tuesday, 13 May 2014 — 9:00 a.m. to 5:00 p.m.
Wednesday, 14 May 2014 — 9:00 a.m. to 5:00 p.m.
Thursday, 15 May 2014 — 9:00 a.m. to 12:00 noon

6. The latest time for lodging your application is 12:00 noon on Thursday, 15 May 2014. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to the weather conditions, as described in “10. Effect of bad weather on the opening of the application lists” in the “How to Apply for Hong Kong Public Offer Shares” section of the Prospectus.

如閣下欲以本身名義登記將獲發行的香港公開發行股份，請使用本表格

申請手續

- 使用下表計算閣下應付的款項。閣下申請認購的股數須至少為500股香港公開發行股份，並為下表所列的其中一個數目，否則恕不受理。

中國北車股份有限公司(股份代號6199)
(每股公開發售股份6.20港元)
可供申請認購股份數目及應繳款項

申請認購的 香港發售股份 數目	申請時 應繳款項	申請認購的 香港發售股份 數目	申請時 應繳款項	申請認購的 香港發售股份 數目	申請時 應繳款項	申請認購的 香港發售股份 數目	申請時 應繳款項
	港元		港元		港元		港元
500	3,131.25	15,000	93,937.44	400,000	2,504,998.40	10,000,000	62,624,960.00
1,000	6,262.50	20,000	125,249.92	500,000	3,131,248.00	20,000,000	125,249,920.00
1,500	9,393.75	25,000	156,562.40	600,000	3,757,497.60	30,000,000	187,874,880.00
2,000	12,524.99	30,000	187,874.88	700,000	4,383,747.20	40,000,000	250,499,840.00
2,500	15,656.25	35,000	219,187.36	800,000	5,009,996.80	50,000,000	313,124,800.00
3,000	18,787.49	40,000	250,499.84	900,000	5,636,246.40	60,000,000	375,749,760.00
3,500	21,918.74	45,000	281,812.32	1,000,000	6,262,496.00	70,000,000	438,374,720.00
4,000	25,049.98	50,000	313,124.80	2,000,000	12,524,992.00	80,000,000	500,999,680.00
4,500	28,181.24	60,000	375,749.76	3,000,000	18,787,488.00	91,060,000 ⁽¹⁾	570,262,885.76
5,000	31,312.48	70,000	438,374.72	4,000,000	25,049,984.00		
6,000	37,574.98	80,000	500,999.68	5,000,000	31,312,480.00		
7,000	43,837.47	90,000	563,624.64	6,000,000	37,574,976.00		
8,000	50,099.97	100,000	626,249.60	7,000,000	43,837,472.00		
9,000	56,362.46	200,000	1,252,499.20	8,000,000	50,099,968.00		
10,000	62,624.96	300,000	1,878,748.80	9,000,000	56,362,464.00		

- 以英文填妥及簽署表格。只接納親筆簽名(不得以個人印章代替)。
- 閣下須將支票或銀行本票釘於表格上。每份香港公開發行股份申請須附一張獨立開出支票或一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定，否則有關認購申請將不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none"> 為港元支票； 不得為期票； 註明抬頭人為「中國銀行(香港)代理人有限公司—中國北車公開發售」； 劃線註明「只准入抬頭人賬戶」； 	<ul style="list-style-type: none"> 須由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證閣下姓名／名稱。銀行本票所示姓名／名稱須與閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。
<ul style="list-style-type: none"> 從閣下在香港的港元銀行賬戶中開出；及 顯示閣下的賬戶名稱，而該賬戶名稱必須已預印在支票上，或由有關銀行授權的人士在支票背書。賬戶名稱必須與閣下姓名／名稱相同。如屬聯名申請，則賬戶名稱必須與排名首位申請人的姓名／名稱相同。 	

如閣下欲以本身名義登記將獲發行的香港公開發行股份，請使用本表格

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格(連同隨附的支票或銀行本票)投入下列任何一家分行特設的收集箱：

中國銀行(香港)有限公司

	分行	地址
港島區	中銀大廈分行 太古城分行	花園道1號3樓 太古城海星閣G1006
九龍區	觀塘分行	觀塘裕民坊20-24號
新界區	屯門市廣場分行	屯門市廣場第二期商場2號

中國工商銀行(亞洲)有限公司

	分行	地址
九龍區	尖沙咀分行 美孚分行	尖沙咀漢口道35至37號地下1-2號舖 美孚新村萬事達廣場一樓N95A舖
新界區	葵芳分行 將軍澳分行	葵芳葵涌廣場二樓C63A-C66號舖 將軍澳欣景路8號新都城中心2期商場2樓 2011-2012號舖

中國建設銀行(亞洲)股份有限公司

	分行	地址
港島區	西營盤分行 筲箕灣分行	西營盤德輔道西73號 筲箕灣寶文街2號
九龍區	觀塘開源道分行	觀塘開源道56號
新界區	元朗分行	元朗青山公路68號

恒生銀行有限公司

	分行	地址
港島區	香港總行 灣仔分行 銅鑼灣分行	德輔道中83號 軒尼詩道200號 怡和街28號
九龍區	尖沙咀分行	加拿芬道18號

5. 閣下可於下列時間遞交申請表格：

2014年5月12日(星期一) — 上午九時正至下午五時正
2014年5月13日(星期二) — 上午九時正至下午五時正
2014年5月14日(星期三) — 上午九時正至下午五時正
2014年5月15日(星期四) — 上午九時正至中午十二時正

6. 截止遞交申請的時間為2014年5月15日(星期四)中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正期間開始辦理申請登記，惟須視乎當日的天氣情況而定(詳見售股章程「如何申請香港公開發行股份」一節「10.惡劣天氣對開始辦理申請登記的影響」)。



中國北車股份有限公司

China CNR Corporation Limited

(a joint stock limited liability company incorporated in the People's Republic of China)

GLOBAL OFFERING

Conditions of your application

A. Who can apply

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed 4.
4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States Person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or natural person of the PRC.
6. Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Public Offer Shares if you are:
 - an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
 - a director or chief executive officer of the Company and/or any of its subsidiaries;
 - a connected person of the Company or will become a connected person of the Company immediately upon completion of the Global Offering;
 - an associate of any of the above; or
 - have been allocated or have applied for or indicated an interest in any Offer Shares under the International Offering.

B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Public Offer Shares by: (i) giving electronic instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise the Company and/or the Joint Global Coordinators (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Public Offer Shares allocated to you in your name as required by the Articles of Association;
- agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;

- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Global Offering in the Prospectus;
- agree that none of the Company, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor participated in the International Offering;
- agree to disclose to the Company, the H Share Registrar, receiving Company, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Hong Kong Public Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Public Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Hong Kong Public Offer Shares applied for, or any lesser number allocated to you under the application;

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name

- authorise the Company to place your name(s) on the Company's register of members as the holder(s) of any Hong Kong Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have chosen to collect refund cheque(s) in person;
- declare and represent that this is the only application made and the only application intended by me/us to be made to benefit me/us or the person for whose benefit I am/we are applying;
- understand that the Company and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Public Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC or through the White Form eIPO Service by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as an agent for or for the benefit of that person or by that person or by any other person as an agent for that person on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

D. Power of attorney

If your application is made through an authorised attorney, the Company and the Joint Global Coordinators may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

Determination of Offer Price and Allocation of Hong Kong Public Offer Shares

The Offer Price is expected to be fixed on or around Friday, 16 May 2014. Applicants are required to pay the maximum Offer Price of HK\$6.20 for each Hong Kong Public Offer Share together with 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee. If the Offer Price is not agreed between the Company, and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or before Wednesday, 21 May 2014, the Global Offering will not proceed.

Applications for Hong Kong Public Offer Shares will not be processed and no allotment of any Hong Kong Public Offer Shares will be made until the application lists close.

The Company expects to announce the fixed offer price, the indication of the level of interest in the International Offering, the level of applications under the Hong Kong Public Offer and the basis of allocation of the Hong Kong Public Offer on Wednesday, 21 May 2014 in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese), the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company's website at www.chinaacnr.com. Results of allocations in Hong Kong Public Offer, and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

If your application for Hong Kong Public Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 or more Hong Kong Public Offer Shares, you may collect it/them in person from: Computershare Hong Kong Investor Services Limited of Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on Wednesday, 21 May 2014 or such other date as notified by us in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited.

If you do not collect your Share certificate(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on Wednesday, 21 May 2014, by ordinary post and at your own risk.

Refund of your money

If you do not receive any Hong Kong Public Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest. If the offer price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest.

The refund procedures are stated in the "14. Dispatch/Collection of Share Certificates and Refund Monies" in the "How to Apply for Hong Kong Public Offer Shares" section of the Prospectus.

Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Public Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Hong Kong Public Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Public Offer Shares;
- "If your application for Hong Kong Public Offer Shares is successful (in whole or in part)"; and
- "Refund of your money".

The following sections in the "How to Apply for Hong Kong Public Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees

- "How many applications can you make"; and
- "Circumstances in which you will not be allotted offer shares".



中國北車股份有限公司
China CNR Corporation Limited
(於中華人民共和國註冊成立的股份有限公司)

全球發行

申請條件

甲、可提出申請的人士

- 閣下及閣下為其利益提出申請的人士必須年滿18歲並有香港地址。
- 如閣下為商號，則申請須以個別成員名義提出。
- 聯名申請人不得超過四名。
- 如閣下為法人團體，申請須獲正式授權人員簽署，並註明其所代表身份及蓋上公司印鑑。
- 閣下必須身處美國境外，並非美籍人士(定義見美國證券法S規例)，亦非中國法人或自然人。
- 除上市規則批准外，下列人士概不得申請認購任何香港公開發行股份：
 - 本公司及／或其任何子公司股份的現有實益擁有人；
 - 本公司及／或其任何子公司的董事或行政總裁；
 - 本公司關連人士或緊隨全球發行完成後成為本公司關連人士的人士；
 - 上述任何人士的聯繫人；或
 - 已獲分配或已申請或表示有意申請國際發行的任何發行股份。

乙、如閣下為代名人

閣下作為代名人可提出超過一次香港公開發行股份申請，方法是：(i)透過中央結算及交收系統(「中央結算系統」)向香港結算發出電子認購指示(如閣下為中央結算系統參與者)；或(ii)使用白色或黃色申請表格，以自身名義代表不同的實益擁有人提交超過一份申請。

丙、填交本申請表格的效用

閣下填妥並遞交本申請表格，即表示閣下(如屬聯名申請人，即各人共同及個別)代表閣下本身，或作為閣下代其行事的每位人士的代理或代名人：

- 承諾簽立所有相關文件，並指示及授權本公司及／或作為本公司代理的聯席全球協調人(或彼等的代理或代名人)，代表閣下簽立任何文件，並按照組織章程細則的規定代表閣下辦理一切必要事宜以將閣下獲分配的任何香港公開發行股份以閣下名義登記；
- 同意遵守公司條例、公司(清盤及雜項條文)條例及組織章程細則；
- 確認閣下已細閱售股章程及本申請表格所載的條款及條件以及申請程序，並同意受其約束；

- 確認閣下已接獲及細閱售股章程，提出申請時也僅依據售股章程載列的資料及陳述，且除售股章程任何補充文件所載者外，不會依賴任何其他資料或陳述；
- 確認閣下知悉售股章程內有關全球發行的限制；
- 同意本公司、聯席全球協調人、聯席保薦人、聯席賬簿管理人、聯席牽頭經辦人、承銷商、彼等各自的董事、高級職員、僱員、合夥人、代理、顧問及參與全球發行的任何其他人士現時及日後均毋須對並非載於售股章程(及其任何補充文件)的任何資料及陳述負責；
- 承諾及確認閣下或閣下為其利益提出申請的人士並無申請或接納或表示有意認購(亦不會申請或接納或表示有意認購)國際發行的任何發行股份，亦無參與國際發行；
- 同意在本公司、H股證券登記處、收款銀行、聯席全球協調人、聯席保薦人、聯席賬簿管理人、聯席牽頭經辦人、承銷商及／或彼等各自的顧問及代理提出要求時，向彼等披露其所要求提供有關閣下及閣下為其利益提出申請人士的個人資料；
- 若香港境外任何地方的法例適用於閣下的申請，則同意及保證閣下已遵守所有有關法例，且本公司、聯席全球協調人、聯席保薦人、聯席賬簿管理人、聯席牽頭經辦人及承銷商和彼等各自任何高級職員或顧問概不會因接納閣下的購買要約，或閣下在售股章程及本申請表格所載條款及條件項下的權利及責任所引致的任何行動，而違反香港境外的任何法例；
- 同意閣下的申請一經接納，即不得因無意的失實陳述而撤銷；
- 同意閣下的申請受香港法例規管；
- 聲明、保證及承諾：(i)閣下明白香港公開發行股份不曾亦不會根據美國證券法登記；及(ii)閣下及閣下為其利益申請香港公開發行股份的人士均身處美國境外(定義見S規例)，又或屬S規例第902條第(h)(3)段所述的人士；
- 保證閣下提供的資料真實及準確；
- 同意接納所申請數目或根據申請分配予閣下較少數目的香港公開發行股份；

如閣下欲以本身名義登記將獲發行的香港公開發行股份，請使用本表格

- 授權本公司將閣下的姓名／名稱列入本公司股東名冊，作為閣下獲分配任何香港公開發行股份的持有人，並授權本公司及／或其代理以普通郵遞方式按申請所示地址向閣下或聯名申請排名首位的申請人寄發任何股票及／或退款支票，郵誤風險由閣下承擔，惟閣下已選擇親身領取退款支票則除外；
- 聲明及表示此乃本人／吾等為本身或本人／吾等為其利益提出申請人士的利益提出及擬提出的唯一申請；
- 明白本公司及聯席全球協調人將依據閣下的聲明及陳述決定是否向閣下配發任何香港公開發行股份，閣下如作出虛假聲明，可能會被檢控；
- (如本申請為閣下本身的利益提出) 保證閣下或作為閣下代理的任何人士或任何其他人士不曾亦不會為閣下的利益以白色或黃色申請表格或向香港結算或透過白表eIPO服務發出電子認購指示而提出其他申請；及
- (如閣下作為代理為另一人士的利益提出申請) 保證(i) 閣下(作為代理或為該人士利益)或該人士或任何其他作為該人士代理的人士不曾亦不會以白色或黃色申請表格或向香港結算發出電子認購指示而提出其他申請；及(ii) 閣下獲正式授權作為該人士的代理代為簽署申請表格或發出電子認購指示。

丁、授權書

如閣下透過授權代理人提出申請，本公司及聯席全球協調人可按其認為合適的任何條件(包括出示代理人獲授權證明)酌情接納或拒絕閣下的申請。

釐定發售價及香港公開發行股份的分配

預期發售價會於2014年5月16日(星期五)或前後釐定。申請人須繳付每股香港公開發行股份6.20港元的最高發售價，另加1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費。倘若本公司與聯席全球協調人(本身及代表承銷商)並無於2014年5月21日(星期三)或之前協定發售價，全球發行將不會進行。

截止登記認購申請前，概不處理香港公開發行股份的申請或配發任何香港公開發行股份。

本公司預期於2014年5月21日(星期三)在《南華早報》(英文)、《香港經濟日報》(中文)、香港聯交所網站www.hkexnews.hk及本公司網站www.chinacnr.com公佈協定發售價、國際發行踴躍程度、香港公開發行的申請數目及香港公開發行分配基準。香港公開發行的分配結果以及獲接納申請人的香港身份證號碼／護照號碼／香港商業登記號碼(如適用)亦會於上述網站公佈。

如閣下成功申請認購香港公開發行股份(全部或部分)

如閣下申請認購1,000,000股或以上香港公開發行股份，閣下可於2014年5月21日(星期三)或本公司在報章上公佈的其他日期，親身前往香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心1712-1716室)領取股票。

如閣下為個人申請人並合資格親身領取，則閣下不得授權任何其他人士代領。如閣下為公司申請人並合資格派人領取，閣下的授權代表須攜同蓋上公司印鑑的授權書領取。個人申請人及授權代表領取股票時均須出示香港中央證券登記有限公司接納的身份證明文件。

如閣下並無在指定領取時間內親身領取股票，有關股票會立刻以普通郵遞方式寄往本申請表格所示地址，郵誤風險由閣下承擔。

如閣下申請認購1,000,000股以下香港公開發行股份，閣下的退款支票及／或股票將於2014年5月21日(星期三)以普通郵遞方式寄往相關申請表格所示地址，郵誤風險由閣下承擔。

退回款項

若閣下未獲分配任何香港公開發行股份或申請僅部分獲接納，本公司將不計利息退回閣下的申請股款(包括相關的1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費)。如發售價低於最高發售價，本公司將不計利息退回多收申請股款(包括相關的1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費)。有關退款程序載於售股章程「如何申請香港公開發行股份」一節「14.寄發／領取股票及退回股款」。

香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請

如本申請表格由香港結算代理人代表發出電子認購指示申請香港公開發行股份的人士簽署，本申請表格與售股章程不符的條文將不適用，且以售股章程所述者為準。

在不限制此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「如閣下為代名人」；
- 「填交本申請表格的效用」一節的所有陳述及保證，惟首項有關以申請人名義登記香港公開發行股份及簽署使申請人登記成為香港公開發行股份持有人的文件除外；
- 「如閣下成功申請認購香港公開發行股份(全部或部分)」；及
- 「退回款項」。

售股章程「如何申請香港公開發行股份」一節的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 「閣下可提交的申請數目」；及
- 「閣下不獲配發發行股份的情況」。

Personal Data

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Public Offer Shares, of the policies and practices of the Company and its H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the H Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the H Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Public Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Public Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities’ holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities’ holders of the Company;
- verifying securities holders’ identities;
- establishing benefit entitlements of securities’ holders of the Company, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities’ holder profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the H Share Registrar to discharge their obligations to securities’ holders and/or regulators and/or any other purposes to which the securities’ holders may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and its H Share Registrar relating to the securities holders will be kept confidential but the Company and its H Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- the Company’s appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors, or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the H Share Registrar in connection with their respective business operation;
- the Hong Kong Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities’ holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data

The Company and its H Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the H Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the “Corporate Information” section of the Prospectus or as notified from time to time, for the attention of the company secretary, or our H Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

個人資料

個人資料收集聲明

此項個人資料收集聲明是向香港公開發行股份的申請人和持有人說明有關本公司及其H股證券登記處有關個人資料和香港法例第486章《個人資料(私隱)條例》(「《條例》」)方面的政策和慣例。

1. 收集閣下個人資料的原因

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求H股證券登記處的服務時，必須向本公司或其代理人及H股證券登記處提供準確個人資料。

未能提供所需資料可能導致閣下申請證券被拒或延遲，或本公司或其H股證券登記處無法落實轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓閣下成功申請的香港公開發行股份及／或寄發閣下應得的股票及／或退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及H股證券登記處。

2. 目的

證券持有人的個人資料可被採用及以任何方式持有、處理及／或保存，以作下列用途：

- 處理閣下的申請及退款支票(如適用)、核實是否符合本申請表格及售股章程載列的條款和申請程序以及公佈香港公開發行股份的分配結果；
- 遵守香港及其他地區的適用法律及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 核實證券持有人的身份；
- 確定本公司證券持有人的受益權利，例如股息、供股和紅股等；
- 分發本公司及其子公司的通訊；
- 編製統計數據和證券持有人資料；
- 披露有關資料以便就權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或使本公司及H股證券登記處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人不時同意的任何其他目的。

3. 轉交個人資料

本公司及其H股證券登記處所持有關證券持有人的個人資料將會保密，但本公司及其H股證券登記處可以在為達到上述任何目的之必要情況下，向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理人，例如財務顧問、收款銀行和主要海外股份過戶登記處；
- (如證券申請人要求將證券存於中央結算系統)香港結算或香港結算代理人，彼等將會就中央結算系統的運作使用有關個人資料；
- 向本公司或H股證券登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理人、承包商或第三方服務供應商；
- 香港聯交所、證監會及任何其他法定監管機關或政府部門或遵照其他法例、規則或法規；及
- 證券持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

本公司及其H股證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據條例銷毀或處理。

5. 查閱和更正個人資料

證券持有人有權確定本公司或H股證券登記處是否持有其個人資料，並有權索取有關資料的副本並更正任何不準確資料。本公司和H股證券登記處有權就處理任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按售股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向本公司H股證券登記處的個人資料私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。