



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China CNR Corporation Limited

Date Submitted 4 May 2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code :	<u>06199</u>	Description :	<u>H Shares</u>	
		No. of ordinary shares	Par value (state currency)	Authorised share capital (state currency)
Balance at close of preceding month	<u>2,133,696,400</u>		<u>RMB1.00</u>	<u>RMB2,133,696,400</u>
Increase/(decrease)	<u>-</u>			<u>-</u>
Balance at close of the month	<u>2,133,696,400</u>		<u>RMB1.00</u>	<u>RMB2,133,696,400</u>
(2) Stock code :	<u>601299</u>	Description :	<u>A Shares</u>	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>10,126,083,903</u>		<u>RMB1.00</u>	<u>RMB10,126,083,903</u>
Increase/(decrease)	<u>-</u>			<u>-</u>
Balance at close of the month	<u>10,126,083,903</u>		<u>RMB1.00</u>	<u>RMB10,126,083,903</u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**RMB 12,259,780,303**



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
2. _____ _____ _____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
3. _____ _____ _____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
4. _____ _____ _____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
Total C. (Ordinary shares)					_____	N/A
(Preference shares)					_____	N/A
(Other class)					_____	N/A



## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> ) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> ) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) ( / / ) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) ( / / ) (dd/mm/yyyy)	N/A	N/A
Total E.		(Ordinary shares) N/A	N/A
		(Preference shares) N/A	N/A
		(Other class) N/A	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

**As the Company was incorporated in the PRC, the concept of “authorised share capital” is not applicable. The information contained in section I refers to the “issued share capital” of the Company.**

**Remark 1: The board of director of the Company (the “Board”) approved to adjust the exercise price of the share options under the share option scheme in respect of the A shares of the Company (the “Share Option Scheme”) from RMB4.24 to RMB4.04 on 29 August 2014.**

**Remark 2: On 20 January 2015, the Board considered and approved the proposed termination of the Share Option Scheme subject to the completion of the proposed merger of the Company with CSR CORPORATION LIMITED (the “Proposed Termination”). The Proposed Termination is subject to approvals at the general meeting, the A Shareholders’ class meeting and H Shareholders’ class meeting of the Company. Upon termination of the Share Option Scheme, the share options granted but not yet vested thereunder will be terminated and will not become effective and will be cancelled accordingly. On 9 March 2015, the Proposed Termination was approved at the Company’s 2015 first extraordinary general meeting, the 2015 first class meeting for holders of A Shares and the 2015 first class meeting for holders of H Shares.**

Submitted by:           Xie Jilong          

Title:                   Joint Company Secretary                    
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. If there is insufficient space, please append the prescribed continuation sheet