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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)
(Stock Code: 6199)

**POLL RESULTS OF THE RESOLUTIONS PROPOSED
AT THE 2014 ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON MONDAY, 18 MAY 2015**

The board of directors (the “**Board**”) of China CNR Corporation Limited (the “**Company**”) is pleased to announce the poll results of the 2014 annual general meeting of the Company (the “**AGM**”) held at Conference Room 103, China CNR Building, No. 15, First Area, Fangcheng Park, Fengtai District, Beijing, the People’s Republic of China (“**PRC**”) on Monday, 18 May 2015.

References are made to the circular (the “**AGM Circular**”) and the notice of AGM (the “**AGM Notice**”) of the Company, both dated 1 April 2015, the supplemental circular (the “**Supplemental Circular**”) and the supplemental notice of AGM (the “**Supplemental AGM Notice**”) of the Company, both dated 30 April 2015, and the second supplemental notice of AGM (the “**Second Supplemental AGM Notice**”, together with the AGM Notice and the Supplemental AGM Notice, the “**AGM Notices**”) of the Company dated 11 May 2015. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the Supplemental Circular.

1. CONVENING AND ATTENDANCE OF THE AGM

The AGM was held at 9:30 a.m. on Monday, 18 May 2015 at Conference Room 103, China CNR Building, No. 15, First Area, Fangcheng Park, Fengtai District, Beijing, the PRC.

The AGM was convened by the Board and chaired by Mr. Cui Dianguo, the chairman of the Company, and 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. None of the resolutions had been voted against at the AGM.

As at the date of the AGM, the total number of the issued Shares of the Company was 12,259,780,303 Shares, comprising 10,126,083,903 A Shares and 2,133,696,400 H Shares. Holders of such Shares were entitled to attend the AGM and vote on the resolutions proposed thereat. There was no restriction on any Shareholder casting votes on the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM. A total of 929 Shareholders, holding an aggregate of 7,559,987,975 Shares with voting rights (comprising 6,760,423,740 A Shares and 799,564,235 H Shares), representing 61.66% of the total number of issued Shares of the Company, were present at the AGM or voting on the Internet (either in person or by proxy).

As at the date of the AGM, CNRG and Beijing CNR Investment Co., Ltd.*, who collectively owned 6,700,158,074 A Shares (representing approximately 54.65% of the issued share capital of the Company), were required to abstain and had abstained from voting at the AGM for the resolution in respect of the estimated day-to-day related-party transactions of China CNR Corporation Limited for 2015. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, none of the other connected persons of the Company, the Shareholders and their respective associates has any material interest in the resolutions proposed at the AGM and is required to abstain from voting at the AGM.

The AGM was convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association. In compliance with the requirement of the Hong Kong Listing Rules and Article 119 of the Articles of Association, (i) Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar for H Shares; (ii) Jingtian & Gongcheng, the Company's PRC legal advisers; (iii) the representatives of the Shareholders; and (iv) the members of the supervisory committee of the Company jointly acted as the scrutineers for the vote-counting at the AGM.

2. POLL RESULTS OF THE AGM

At the AGM, the resolutions set out in the AGM Circular, the AGM Notice, the Supplemental Circular, the Supplemental AGM Notice and the Second Supplemental AGM Notice were voted by poll.

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

1. To consider and approve the resolution regarding China CNR Corporation Limited 2014 Board of Directors' Report

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,983,592	99.771610	58,510	0.000865	15,381,638	0.227525
H Shares	777,827,735	97.281457	0	0.000000	21,736,500	2.718543
Total	7,522,811,327	99.508245	58,510	0.000774	37,118,138	0.490981

As more than half 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 resolution regarding China CNR Corporation Limited 2014 Board of Supervisors' Report

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,983,592	99.771610	58,510	0.000865	15,381,638	0.227525
H Shares	777,827,735	97.281457	0	0.000000	21,736,500	2.718543
Total	7,522,811,327	99.508245	58,510	0.000774	37,118,138	0.490981

As more than half 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 regarding the A Shares Annual Report and Summary Thereof and H Shares Annual Report and Results Announcement of China CNR Corporation Limited for the Year 2014

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,982,792	99.771598	59,110	0.000874	15,381,838	0.227528
H Shares	777,827,735	97.281457	0	0.000000	21,736,500	2.718543
Total	7,522,810,527	99.508234	59,110	0.000782	37,118,338	0.490984

As more than half 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 regarding China CNR Corporation Limited 2014 Financial Report

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,606,792	99.766036	63,210	0.000935	15,753,738	0.233029
H Shares	777,827,735	97.281457	0	0.000000	21,736,500	2.718543
Total	7,522,434,527	99.503260	63,210	0.000837	37,490,238	0.495903

As more than half 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 regarding the profit distribution plan of China CNR Corporation Limited for 2014

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,379,092	99.762668	503,110	0.007442	15,541,538	0.229890
H Shares	776,827,735	97.156389	1,000,000	0.125068	21,736,500	2.718543
Total	7,521,206,827	99.487021	1,503,110	0.019882	37,278,038	0.493097

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

6. To consider and approve the resolution regarding the estimated day-to-day related-party transactions of China CNR Corporation Limited for 2015

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	44,723,644	74.210818	59,110	0.098083	15,482,912	25.691099
H Shares	783,017,235	97.930498	0	0.000000	16,547,000	2.069502
Total	827,740,879	96.267980	59,110	0.006875	32,029,912	3.725145

As more than half 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 regarding the issuance of debt financing instruments by China CNR Corporation Limited in 2015

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,883,760	99.770133	62,210	0.000920	15,477,770	0.228947
H Shares	717,266,165	89.707135	57,399,800	7.178885	24,898,270	3.113980
Total	7,462,149,925	98.705844	57,462,010	0.760081	40,376,040	0.534075

As more than half 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 regarding the guarantee matters relating to the subsidiaries of China CNR Corporation Limited:

8.1 To consider and approve the Company's provision of guarantees for its subsidiaries' general credit services

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,737,442,881	99.660068	7,517,947	0.111205	15,462,912	0.228727
H Shares	462,378,525	57.828815	320,638,710	40.101683	16,547,000	2.069502
Total	7,199,821,406	95.235884	328,156,657	4.340704	32,009,912	0.423412

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

8.2 To consider and approve the handling of guarantees for group entities by CNR Financial

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,737,442,581	99.660063	7,517,947	0.111206	15,463,212	0.228731
H Shares	466,115,025	58.296132	320,638,710	40.101683	12,810,500	1.602185
Total	7,203,557,606	95.285305	328,156,657	4.340704	28,273,712	0.373991

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

9. To consider and approve the resolution regarding the payment of audit fees for 2014 of China CNR Corporation Limited and the engagement of audit firms for 2015 by China CNR Corporation Limited and the Post-Merger New Company

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,903,218	99.770421	59,110	0.000874	15,461,412	0.228705
H Shares	786,753,735	98.397815	0	0.000000	12,810,500	1.602185
Total	7,531,656,953	99.625250	59,110	0.000782	28,271,912	0.373968

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

10. To consider and approve the resolution regarding the remuneration of Directors and Supervisors of China CNR Corporation Limited for 2014

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,788,992	99.768731	264,210	0.003908	15,370,538	0.227361
H Shares	795,827,735	99.532683	0	0.000000	3,736,500	0.467317
Total	7,540,616,727	99.743766	264,210	0.003495	19,107,038	0.252739

As more than half 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 resolution regarding the provision of parent company's guarantee by China CNR Corporation Limited in respect of the balance payment on procurement of diesel engines for South Africa locomotives project

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,880,118	99.770079	74,310	0.001099	15,469,312	0.228822
H Shares	781,199,235	97.703124	0	0.000000	18,365,000	2.296876
Total	7,526,079,353	99.551473	74,310	0.000982	33,834,312	0.447545

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

12. To consider and approve the resolution regarding the articles of association (draft) of the Post-Merger New Company

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,745,002,992	99.771897	59,110	0.000874	15,361,638	0.227229
H Shares	799,564,235	100.000000	0	0.000000	0	0.000000
Total	7,544,567,227	99.796022	59,110	0.000781	15,361,638	0.203197

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

13. To consider and approve the resolution regarding the rules of procedures of the general meetings (draft) of the Post-Merger New Company

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,745,002,992	99.771897	59,110	0.000874	15,361,638	0.227229
H Shares	799,564,235	100.000000	0	0.000000	0	0.000000
Total	7,544,567,227	99.796022	59,110	0.000781	15,361,638	0.203197

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

14. To consider and approve the resolution regarding the rules of procedures of the board of directors (draft) of the Post-Merger New Company

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,998,992	99.771838	59,110	0.000874	15,365,638	0.227288
H Shares	799,564,235	100.000000	0	0.000000	0	0.000000
Total	7,544,563,227	99.795969	59,110	0.000781	15,365,638	0.203250

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

15. To consider and approve the resolution regarding the rules of procedures of the supervisory committee (draft) of the Post-Merger New Company

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,990,392	99.771710	59,110	0.000875	15,374,238	0.227415
H Shares	799,564,235	100.000000	0	0.000000	0	0.000000
Total	7,544,554,627	99.795855	59,110	0.000782	15,374,238	0.203363

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

16. To consider and approve the resolution regarding the election of members of the first session of the board of directors of the Post-Merger New Company:

16.1 To consider and approve to elect Mr. Cui Dianguo as executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,939,892	99.770963	59,110	0.000875	15,424,738	0.228162
H Shares	770,445,996	96.358236	25,381,739	3.174447	3,736,500	0.467317
Total	7,515,385,888	99.410024	25,440,849	0.336520	19,161,238	0.253456

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

16.2 To consider and approve to elect Mr. Zheng Changhong as executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,794,892	99.768819	259,710	0.003841	15,369,138	0.227340
H Shares	770,655,496	96.384438	25,172,239	3.148245	3,736,500	0.467317
Total	7,515,450,388	99.410878	25,431,949	0.336402	19,105,638	0.252720

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

16.3 To consider and approve to elect Mr. Liu Hualong as executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,739,292	99.767996	259,710	0.003842	15,424,738	0.228162
H Shares	770,655,496	96.384438	25,172,239	3.148245	3,736,500	0.467317
Total	7,515,394,788	99.410142	25,431,949	0.336402	19,161,238	0.253456

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

16.4 To consider and approve to elect Mr. Xi Guohua as executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,739,292	99.767996	259,710	0.003842	15,424,738	0.228162
H Shares	770,655,496	96.384438	25,172,239	3.148245	3,736,500	0.467317
Total	7,515,394,788	99.410142	25,431,949	0.336402	19,161,238	0.253456

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

16.5 To consider and approve to elect Mr. Fu Jianguo as executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,739,292	99.767996	259,710	0.003842	15,424,738	0.228162
H Shares	770,655,496	96.384438	25,172,239	3.148245	3,736,500	0.467317
Total	7,515,394,788	99.410142	25,431,949	0.336402	19,161,238	0.253456

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

16.6 To consider and approve to elect Mr. Liu Zhiyong as non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,794,892	99.768819	259,710	0.003841	15,369,138	0.227340
H Shares	756,969,308	94.672732	38,858,427	4.859951	3,736,500	0.467317
Total	7,501,764,200	99.229843	39,118,137	0.517437	19,105,638	0.252720

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

16.7 To consider and approve to elect Mr. Li Guo'an as independent non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,739,292	99.767996	259,710	0.003842	15,424,738	0.228162
H Shares	795,827,735	99.532683	0	0.000000	3,736,500	0.467317
Total	7,540,567,027	99.743109	259,710	0.003435	19,161,238	0.253456

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

16.8 To consider and approve to elect Mr. Zhang Zhong as independent non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,743,392	99.768057	255,610	0.003781	15,424,738	0.228162
H Shares	795,827,735	99.532683	0	0.000000	3,736,500	0.467317
Total	7,540,571,127	99.743163	255,610	0.003381	19,161,238	0.253456

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

16.9 To consider and approve to elect Mr. Wu Zhuo as independent non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,798,992	99.768879	255,610	0.003781	15,369,138	0.227340
H Shares	795,827,735	99.532683	0	0.000000	3,736,500	0.467317
Total	7,540,626,727	99.743898	255,610	0.003382	19,105,638	0.252720

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

16.10 To consider and approve to elect Mr. Sun Patrick as independent non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,041,742	99.757678	957,260	0.014160	15,424,738	0.228162
H Shares	700,239,103	87.577592	90,524,632	11.321746	8,800,500	1.100662
Total	7,444,280,845	98.469480	91,481,892	1.210080	24,225,238	0.320440

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

16.11 To consider and approve to elect Mr. Chan Ka Keung, Peter as independent non-executive director

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,739,292	99.767996	259,710	0.003842	15,424,738	0.228162
H Shares	795,827,735	99.532683	3,736,500	0.467317	0	0.000000
Total	7,540,567,027	99.743109	3,996,210	0.052860	15,424,738	0.204031

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

17. To consider and approve the resolution regarding the election of shareholder representative members of the first session of the supervisory committee of the Post-Merger New Company:

17.1 To consider and approve to elect Mr. Wan Jun as shareholder representative supervisor

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,707,460	99.767525	347,342	0.005138	15,368,938	0.227337
H Shares	721,298,791	90.211488	78,265,444	9.788512	0	0.000000
Total	7,466,006,251	98.756854	78,612,786	1.039853	15,368,938	0.203293

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

17.2 To consider and approve to elect Mr. Chen Fangping as shareholder representative supervisor

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,743,592	99.768060	255,610	0.003781	15,424,538	0.228159
H Shares	792,594,235	99.128275	2,468,000	0.308668	4,502,000	0.563057
Total	7,537,337,827	99.700394	2,723,610	0.036027	19,926,538	0.263579

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

18. To consider and approve the resolution regarding the subsequent matters relating to the Merger

Category	For		Against		Abstain	
	No. of Shares voted	%	No. of Shares voted	%	No. of Shares voted	%
A Shares	6,744,995,691	99.771789	59,110	0.000874	15,368,939	0.227337
H Shares	799,564,235	100.000000	0	0.000000	0	0.000000
Total	7,544,559,926	99.795925	59,110	0.000782	15,368,939	0.203293

As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.

As certified by and stated in the legal opinion issued by Jingtian and Gongcheng, the Company's PRC legal advisers, the convening of and the procedures in convening the AGM, the qualification of the attendees of the AGM, the qualification of the convener of the AGM and the voting procedures of the AGM are in compliance with the relevant requirements of the relevant laws of the PRC, administrative regulations and the Articles of Association, and the voting results and the resolutions as set out in the AGM Notices are legally valid.

By order of the Board
China CNR Corporation Limited
Cui Dianguo
Chairman

Beijing, the PRC
18 May 2015

As at the date of this announcement, the executive director of the Company is Mr. Xi Guohua; the non-executive directors of the Company are Mr. Cui Dianguo and Mr. Wan Jun; and the independent non-executive directors of the Company are Mr. Li Fenghua, Mr. Zhang Zhong, Ms. Shao Ying and Mr. Sun Patrick.

* *For identification purpose only*