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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)

**ADJUSTMENT TO CONVERSION PRICE OF
CONVERTIBLE BONDS**
Stock Code: 5613

Reference is made to (i) the announcements of CRRC Corporation Limited (the “**Company**”) dated 26 January 2016, 5 February 2016 and 7 March 2016 in relation to the issue of the zero coupon convertible bonds due 2021 in an aggregate principal amount of US\$600,000,000 (the “**Bonds**”), (ii) the announcements of the Company dated 27 June 2016, 29 June 2017 and 12 June 2018 in relation to the adjustments to the conversion price of the Bonds, and (iii) the announcement of the Company dated 8 February 2019 in relation to redemption and cancellation of part of the Bonds (collectively, the “**Announcements**”).

Reference is also made to the Company’s announcement dated 28 March 2019 in relation to, among other things, the proposed payment of a final dividend of RMB0.15 (tax inclusive) per Share for the year ended 2018 (the “**2018 Final**”).

Dividend”), the Company’s circular dated 7 May 2019 in relation to the matters to be considered at the Company’s annual general meeting held on 25 June 2019 (the “**2018 AGM**”), and the Company’s announcement dated 25 June 2019 in relation to the poll results of the 2018 AGM.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The payment of the 2018 Final Dividend as recommended by the Board was approved by the Shareholders at the 2018 AGM. With effect from 9 July 2019, being the day immediately after the record date in respect of the 2018 Final Dividend, the Conversion Price of the Bonds will be adjusted from the adjusted Conversion Price of HK\$9.15 per H Share (the “**2018 Adjusted Conversion Price**”) to the further adjusted Conversion Price of HK\$9.00 per H Share (the “**Adjustment**”), in accordance with the terms and conditions of the Bonds. Save for the abovementioned Adjustment to the Conversion Price, the other terms of the Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the Bonds that remains outstanding is US\$360,000,000. Immediately following the Adjustment, the maximum number of H Shares issuable by the Company upon full conversion of the outstanding Bonds at the adjusted Conversion Price of HK\$9.00 per H Share will be 311,608,000 H Shares (the “**Conversion Shares**”) .

The Conversion Shares will be issued and allotted pursuant to the general mandate approved by the Shareholders at the extraordinary general meeting of the Company held on 30 October 2015 (the “**2015 General Mandate**”). The Company is entitled to issue and allot a maximum of 874,213,208 H Shares pursuant to the 2015 General Mandate and has not fully utilised the 2015 General Mandate as at the date of this announcement.

By order of the Board
CRRC Corporation Limited
Liu Hualong
Chairman

Beijing, the PRC
8 July 2019

As at the date of this announcement, the executive directors of the Company are Mr. Liu Hualong, Mr. Sun Yongcai and Mr. Xu Zongxiang; the non-executive director is Mr. Liu Zhiyong; and the independent non-executive directors are Mr. Li Guo’an, Mr. Wu Zhuo and Mr. Sun Patrick.