

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

INSIDE INFORMATION
IN RELATION TO THE SPIN-OFF AND LISTING OF CRRC QSYRI
ON THE CHINEXT MARKET

This announcement is made by CRRC Corporation Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 27 October 2023, the Company convened the seventeenth meeting of the third session of the board of directors (the “**Board**”) of the Company, at which the following resolutions were considered and approved through valid voting:

I. To Consider and Approve the Resolution Regarding the Analysis of the Background, Objectives, Commercial Reasonableness, Necessity and Feasibility of the Spin-off and Listing of the Company’s Subsidiary, CRRC Qishuyan Institute Co., Ltd., on the ChiNext Market of Shenzhen Stock Exchange.

The Board is of the view that the proposed spin-off and listing of the Company’s subsidiary, CRRC Qishuyan Institute Co., Ltd. (“**CRRC QSYRI**”), on the ChiNext Market of Shenzhen Stock Exchange (the “**Spin-off**” or the “**Spin-off and Listing**”) is commercially reasonable, necessary and feasible.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

II. To Consider and Approve the Resolution Regarding the Spin-off and Listing of the Company’s Subsidiary, CRRC Qishuyan Institute Co., Ltd., on the ChiNext Market of Shenzhen Stock Exchange in Compliance with the Requirements of Relevant Laws and Regulations.

The Board is of the view that the Spin-off is in compliance with the requirements of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, Provisions on the Spin-off of Listed Companies (Trial) (“**Provisions on the Spin-off**”) and other laws and regulations.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

III. To Consider and Approve the Resolution Regarding the Plan on the Initial Public Offering of Shares of the Company’s Subsidiary, CRRC Qishuyan Institute Co., Ltd., and its Listing on the ChiNext Market of Shenzhen Stock Exchange.

The Board approved the specific plan on the spin-off and the initial public offering of shares and the listing of the Company’s subsidiary, CRRC QSYRI, on the ChiNext Market of Shenzhen Stock Exchange:

(i) Place of listing

The ChiNext Market of Shenzhen Stock Exchange.

(ii) Class of shares to be issued

Domestically-listed RMB ordinary shares (A shares).

(iii) Nominal value of shares

RMB1.00 each.

(iv) Target subscribers

Price inquiry participants who meet the relevant qualification requirements provided by laws, regulations and the regulatory authorities, and natural persons, legal persons and other institutional investors who have opened securities accounts with the ChiNext Market of Shenzhen Stock Exchange (excluding those who have been prohibited by laws, administrative regulations, department rules and normative documents of the PRC, or other regulatory requirements that shall be observed by the Company).

(v) Schedule of the issue and listing

CRRC QSYRI will proceed with the issue at an appropriate time after obtaining the approval of Shenzhen Stock Exchange and the consent of China Securities Regulatory Commission (“CSRC”) for the registration. The specific date for the issue will be determined upon obtaining the aforesaid approval and consent.

(vi) Methods of issue

A combination of methods of offline placing through price consultation to targeted investors and online offering to the qualified public investors at a fixed price will be adopted, or through other methods recognized by CSRC or Shenzhen Stock Exchange (including but not limited to placing of shares to strategic investors).

(vii) Size of issue

The final number of shares to be issued will be determined through negotiation between CRRC QSYRI and the lead underwriter(s) in accordance with the requirements of the regulatory authorities, the actual conditions of the securities market, the number of share capital before the issue and capital requirements of fund-raising projects, etc.

(viii) Pricing methods

The issue price of shares will be determined through price inquiry with professional institutional investors who are registered with the Securities Association of China, such as securities companies, fund management companies, trust companies, finance companies, insurance companies, qualified overseas investors and private equity fund managers. CRRC QSYRI and the lead underwriter(s) may determine the issue price through initial price inquiry or by other pricing methods then recognized by CSRC or Shenzhen Stock Exchange.

(ix) Other matters related to the issue

Matters such as strategic placement, use of proceeds and the underwriting methods involved in the offering will be further determined and adjusted by CRRC QSYRI before the issue and listing based on the implementation of the plan of the offering and listing, market conditions, policy adjustment and requirements of regulatory authorities.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

IV. To Consider and Approve the Resolution Regarding the Proposal on the Spin-off and Listing of the Company's Subsidiary, CRRC Qishuyan Institute Co., Ltd., on the ChiNext Market of Shenzhen Stock Exchange by CRRC Corporation Limited.

The Board approved the Proposal on the Spin-off and Listing of the Company's Subsidiary, CRRC Qishuyan Institute Co., Ltd., on the ChiNext Market of Shenzhen Stock Exchange by CRRC Corporation Limited.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

V. To Consider and Approve the Resolution Regarding the Spin-off and Listing of the Company's Subsidiary on the ChiNext Market in Compliance with the Provisions on the Spin-off of Listed Companies (Trial).

The Board is of the view that the Spin-off is expected to meet the relevant requirements on the spin-off and domestic listing of subsidiaries by listed companies under the Provisions on the Spin-off and is feasible.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

VI. To Consider and Approve the Resolution Regarding the Spin-off and Listing of the Company's Subsidiary, CRRC Qishuyan Institute Co., Ltd., on the ChiNext Market of Shenzhen Stock Exchange which is Beneficial to Safeguarding the Legal Rights and Interests of the Shareholders and Creditors.

The Board is of the view that the Spin-off is beneficial to safeguarding the legal rights and interests of the shareholders and creditors of the Company.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

VII. To Consider and Approve the Resolution Regarding the Maintenance of Independence and Sustainable Operation Capability of the Company.

The Board is of the view that the Company is able to maintain independence and sustainable operation capability after the Spin-off.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

VIII. To Consider and Approve the Resolution Regarding the Capability of CRRC Qishuyan Institute Co., Ltd. to Implement Regulated Operations.

The Board is of the view that CRRC QSYRI has been operating in strict accordance with the Company Law of the People's Republic of China, the Articles of Association of CRRC Qishuyan Institute Co., Ltd. and various internal management system, and has established management structures such as general meetings, the board of directors and the board of supervisors. For the purpose of the Spin-off, CRRC QSYRI will carry out a joint stock reform and implement regulated operations in strict accordance with the requirements of the relevant provisions for a joint stock company with limited liability and a listed company. Therefore, CRRC QSYRI is capable of implementing regulated operations after the Spin-off.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

IX. To Consider and Approve the Resolution Regarding the Explanation of the Completeness of and Compliance with Statutory Procedures of the Spin-off and the Validity of Legal Documents Submitted.

The Board is of the view that the Company has performed necessary statutory procedures regarding the relevant matters of the Spin-off at the current stage in accordance with the relevant provisions of the laws, regulations and normative documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Provisions on the Spin-off and the Articles of Association. The statutory procedures in respect of the Spin-off performed by the Company are complete and in compliance with the requirements of related laws, regulations, normative documents and the Articles of Association, and the legal documents submitted by the Company for the Spin-off are legal and valid.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

X. To Consider and Approve the Resolution Regarding the Authorization by the General Meeting to the Board of Directors and its Authorized Persons to Deal with Matters Relating to the Spin-off at Their Full Discretion.

To ensure the smooth progress of matters in relation to the Spin-off, the Board agreed to propose to the general meeting to authorize the Board and its authorized persons to deal with matters in relation to the Spin-off at their full discretion, which include but are not limited to:

1. The Board and its authorized persons of the Company are authorized to exercise, at their full discretion, shareholder's rights in CRRC QSYRI on behalf of the Company to make resolutions (other than resolutions which must be made at the general meeting of the Company as required by laws and regulations) in relation to matters concerning the Spin-off, which shall be made at the general meeting of the Company.
2. The Board and its authorized persons of the Company are authorized to make adjustments and modifications to the matters and plans relating to the Spin-off based on the specific conditions.
3. The Board and its authorized persons of the Company are authorized to deal with, at their full discretion, relevant matters in respect of the Spin-off, including but not limited to submission of applications related to the Spin-off to relevant authorities, such as the state-owned assets supervision and administration authorities, CSRC, Shenzhen Stock Exchange and Hong Kong Stock Exchange, communication with the state-owned assets supervision and administration authorities, and domestic and overseas securities regulatory authorities in respect of matters relating to the Spin-off and Listing, as well as adjustments and modifications to the matters relating to the Spin-off in accordance with the requirements of the state-owned assets supervision and administration authorities, and domestic and overseas securities regulatory authorities.
4. The Board and its authorized persons of the Company are authorized to decide on other specific matters in connection with the Spin-off, including but not limited to the engagement of relevant intermediaries, execution, delivery and receipt of necessary agreements and legal documents and relevant information disclosure in accordance with applicable regulatory rules.

The above-mentioned authorization is valid for 24 months, from the date of this proposed resolution being considered and approved at the general meeting of the Company.

It is proposed to the general meeting to approve that the Board shall further authorize the chairman and the president of the Company as the persons authorized by the Board for the Spin-off upon obtaining the authorization at the general meeting (without holding another Board meeting to consider and approve relevant authorization matters), to handle the aforesaid authorization matters on behalf of the Company in accordance with the resolution of the general meeting and the authorization from the Board. The term of the authorization granted to the chairman and the president of the Company by the Board shall be the same as the term of the authorization granted to the Board by the general meeting.

This resolution shall be submitted to the general meeting of the Company for consideration and approval.

XI. To Consider and Approve the Resolution Regarding the Spin-off and Listing of the Company's Subsidiary on the ChiNext Without Provision of Assured Entitlement to Shares to the Shareholders of the Company.

The Board is of the view that no provision of assured entitlement to shares to shareholders of the Company meets the provisions of regulations currently in effect, and is fair and reasonable and in the interests of the Company and its shareholders as a whole, and agreed that the Company shall apply to the Hong Kong Stock Exchange for a waiver in this regard.

The prior confirmation has been given to the aforesaid relevant resolutions of the Spin-off by the independent directors of the Company and the independent directors of the Company have expressed an independent opinion of consent.

Shareholders of the Company should be aware that the Spin-off will constitute a spin-off within the meaning of Practice Note 15 of the Listing Rules and will be subject to the approval of the Hong Kong Stock Exchange. Further announcement(s) regarding the Spin-off will be made by the Company as and when appropriate and/or in accordance with applicable requirements of the Listing Rules.

Shareholders of the Company and potential investors are advised that the Spin-off and Listing is subject to, among other things, the approval of relevant authorities, including but not limited to CSRC, Shenzhen Stock Exchange and the Hong Kong Stock Exchange, and the approval of shareholders of the Company and CRRC QSYRI. Accordingly, there is no assurance as to whether and when the Spin-off and Listing will be implemented or completed. Shareholders of the Company and potential investors should therefore exercise caution when dealing in the securities of the Company.

By order of the Board
CRRC Corporation Limited
Sun Yongcai
Chairman

Beijing, the PRC
27 October 2023

As at the date of this announcement, the executive directors of the Company are Mr. Sun Yongcai and Mr. Wang An; the non-executive director is Mr. Jiang Renfeng; and the independent non-executive directors are Mr. Shi Jianzhong, Mr. Weng Yiran and Mr. Ngai Ming Tak.