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**中国南车**

**株洲南车时代电气股份有限公司**

**ZHUZHOU CSR TIMES ELECTRIC CO., LTD.**

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

**(Stock Code: 3898)**

## **COMPLETION OF PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

### **GLOBAL COORDINATOR, BOOKRUNNER AND PLACING AGENT**

**Goldman  
Sachs**

The Board is pleased to announce that all conditions of the Placing as set out in the Placing Agreement have been fulfilled and the Placing was completed on 25 October 2013. 91,221,000 Placing Shares have been successfully placed by the Placing Agent to not less than six nor more than ten Placees at the Placing Price of HK\$25.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcements of Zhuzhou CSR Times Electric Co., Ltd. (the “**Company**”) dated 20 October 2013 and 21 October 2013 regarding the Placing of new H Shares under general mandate (the “**Announcements**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

## COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions of the Placing as set out in the Placing Agreement have been fulfilled and the Placing was completed on 25 October 2013. 91,221,000 new H Shares (the “**91,221,000 Placing Shares**”) have been successfully placed by the Placing Agent to not less than six nor more than ten Placees at the Placing Price of HK\$25.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are not connected with the Company, connected persons of the Company and any of the Directors, chief executive or substantial Shareholder(s) of the Company or any of its subsidiaries or their respective associates. None of the Placees has become a substantial Shareholder of the Company immediately after the completion of the Placing.

## CHANGE IN SHAREHOLDING STRUCTURE OF THE COMPANY

The 91,221,000 Placing Shares represent approximately 16.67% of the number of H Shares of the Company in issue immediately upon completion of the Placing. The aggregate nominal value of the Placing Shares issued under the Placing is RMB91,221,000.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

<b>Name of Shareholder</b>	<b>Immediately before the completion of the Placing (Number of Shares)</b>	<b>% of total issued Shares</b>	<b>Immediately after the completion of the Placing (Number of Shares)</b>	<b>% of total issued Shares</b>
<b>Domestic Shares</b>				
CSR ZELRI	589,585,699	54.38	589,585,699	50.16
Qishuyan Works	9,380,769	0.87	9,380,769	0.80
CSR Investment & Leasing	9,380,769	0.87	9,380,769	0.80
CSR Zhuzhou	10,000,000	0.92	10,000,000	0.85
Kunming China Railway	<u>9,800,000</u>	<u>0.90</u>	<u>9,800,000</u>	<u>0.83</u>
<b>Total Issued Domestic Shares</b>	<b><u>628,147,237</u></b>	<b><u>57.94</u></b>	<b><u>628,147,237</u></b>	<b><u>53.44</u></b>

Name of Shareholder	Immediately before the completion of the Placing (Number of Shares)	% of total issued Shares	Immediately after the completion of the Placing (Number of Shares)	% of total issued Shares
<b>H SHARES</b>				
Placees <sup>(Note)</sup>	—	—	91,221,000	7.76
Other public H Shareholders	<u>456,108,400</u>	<u>42.06</u>	<u>456,108,400</u>	<u>38.80</u>
<b>Total Issued H Shares</b>	<u>456,108,400</u>	<u>42.06</u>	<u>547,329,400</u>	<u>46.56</u>
<b>TOTAL ISSUED SHARES</b>	<u><b>1,084,255,637</b></u>	<u><b>100.00</b></u>	<u><b>1,175,476,637</b></u>	<u><b>100.00</b></u>

*Note:* The 91,221,000 Placing Shares have been placed by the Placing Agent to not less than six nor more than ten Placees and none of the Placees becomes a substantial Shareholder of the Company. Accordingly, the shareholding held by the Placees is regarded as held by the public.

Consequent upon the issue of the Placing Shares, the registered capital of the Company will be increased to RMB1,175,476,637 comprising 1,175,476,637 Shares. In accordance with the authority given by the Shareholders at the AGM, the Board was authorised to increase the registered capital of the Company pursuant to the issue of the Placing Shares and to make such corresponding amendments to the articles of association of the Company (the “Articles”) as it thinks fit so as to reflect the new capital structure of the Company. Hence, the Articles will be updated with the new capital structure accordingly.

By Order of the Board  
**Ding Rongjun**  
*Chairman*

Zhuzhou, China, 25 October 2013

*As at the date of this announcement, our chairman of the Board and executive director is Ding Rongjun, our vice chairman of the Board and non-executive director is Deng Huijin, our other executive director is Li Donglin, our other non-executive directors are Yan Wu and Ma Yunkun, and our independent non-executive directors are Gao Yucai, Chan Kam Wing, Clement, Pao Ping Wing and Liu Chunru.*