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**China Railway Signal & Communication Corporation Limited\***  
**中國鐵路通信信號股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 03969)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Railway Signal & Communication Corporation Limited\* (中國鐵路通信信號股份有限公司) (the “**Company**”) hereby announces that the Board held a meeting of the Board on 25 March 2016. At the meeting, the Board considered and approved, among other things, the resolution in relation to the amendments to the Articles of Association of China Railway Signal & Communication Corporation Limited (the “**Articles of Association**”).

**Resolution in relation to the proposed amendments to the Articles of Association**

As the State Council of the People’s Republic of China (the “**State Council**”) and the State-owned Assets Supervision and Administration Commission of the State Council have included the general requirements of party building into the requirements of articles of association of the state-owned enterprises, the Company proposed to make amendments to the Articles of Associations (the “**Proposed Amendments**”). The Proposed Amendments primarily add articles specifying the establishment of party organization, allocation of personnel handling party affairs, party member organization and the Board’s relation with the management of the Company. Specific amendments are as follows:

Adding:

## **Chapter 14 Party Organization**

### **Article 204**

According to the Constitution of the Communist Party and relevant provisions, the Company set up a Chinese communist party organization, established a work mechanism of the party and assigned personnel to handle party affairs, included the establishment of party organization and staffing of party members into the Company's management organization and staffing, included the party organization's work funding into the Company's budget which is charged to the Company's management costs. The party organization plays a core political role in the Company.

### **Article 205**

For significant matters of the Company considered and decided by the Board, opinion from the Company's party organization should be sought first. Significant operation and management matters involving the country's macro adjustment, national development strategy and national security, the Board shall make decisions based on the discussion of the party organization.

### **Article 206**

During the recruitment of senior management personnel, the Company's party organization shall vet and raise opinion on the candidates nominated by the Board or the General Manager. The Company's party organization may recommend nominees to the Board or the General Manager. The Company's party organization shall inspect the proposed personnel and raise opinion collectively.

The relevant authority may issue a template regarding the articles mentioned above to the state-owned enterprises for reference. In the event that the authority issues a template 10 working days before the general meeting is convened, and the amendments mentioned above are not consistent with the template, the template shall prevail for the amendments to the Articles of Association. An announcement will be published to inform the shareholders.

After the Proposed Amendments add Chapter 14, 3 articles are added. The number of the articles of the amended Articles of Association increases from 258 to 261, and the numbering of the original Chapter 14 and articles is adjusted accordingly.

This resolution is subject to consideration and approval at shareholders' general meeting of the Company by way of a special resolution. The revised Articles of Association shall become effective on the date of passing the relevant resolution at the general meeting of the Company. Prior to the passing of the relevant resolution at the general meeting, the prevailing Articles of Association of the Company shall remain valid.

By order of the Board  
**China Railway Signal &  
Communication Corporation Limited\***  
**ZHOU Zhiliang**  
*Chairman*

Beijing, the People's Republic of China  
28 March 2016

*As of the date of this announcement, the executive directors are Mr. ZHOU Zhiliang, Ms. LI Yanqing and Mr. YIN Gang, and the independent non-executive directors are Mr. WANG Jiajie, Mr. SUN Patrick, Mr. CHEN Jin'en and Mr. GAO Shutang.*

*\* For identification only*