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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: 3969)**

**POLL RESULTS OF THE 2017 ANNUAL GENERAL MEETING  
PAYMENT OF FINAL DIVIDEND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
CHANGE OF SHAREHOLDER REPRESENTATIVE  
SUPERVISOR**

References are made to the notice of annual general meeting dated 10 April 2018 and the circular dated 25 April 2018 (the “**AGM Circular**”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

**Attendance at the AGM**

The Company has held the AGM at 9:30 a.m. on Friday, 25 May 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The AGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association.

As at the date of the AGM, the Company's issued share capital comprised a total of 8,789,819,000 Shares (including 6,821,018,000 Domestic Shares and 1,968,801,000 H Shares), which entitled the holders to attend the AGM and vote for or against or abstain from voting on the resolutions proposed thereat (“**Resolutions**”). Shareholders and proxies of Shareholders attending the AGM held a total of 7,188,912,924 voting Shares, representing approximately 81.786814% of the total number of the Company's voting issued Shares.

\* For identification purpose only.

No Shareholders were required under the Listing Rules to abstain from voting on any Resolutions. There were no Shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholders have indicated in the AGM Circular that they intend to vote against or to abstain from voting on any Resolutions. All Resolutions were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, acted as the scrutineer for the vote-taking at the AGM. Two representatives from the Shareholders and one Supervisor also acted as the scrutineers for the vote-taking and vote-tabulation.

### Poll Results of the AGM

The poll results in respect of the respective Resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Report of the Board of Directors for 2017	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
2.	Report of the Board of Supervisors for 2017	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
3.	Financial Report for 2017	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
4.	Audit Report for 2017	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
5.	Profits Distribution Plan for 2017	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
6.	Remuneration Plan for Independent Non-Executive Directors for 2018	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
7.	Appointment of External Auditor for 2018	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
8.	Appointment of Mr. WU Zuowei as Shareholder Representative Supervisor	<u>7,188,912,924</u> (100.000000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)
Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
9.	Amendments to the Articles of Association	<u>7,016,120,000</u> (97.596397%)	<u>113,144,924</u> (1.573881%)	<u>59,648,000</u> (0.829722%)
10.	General Mandate for the Issuance of Shares	<u>7,049,678,413</u> (98.063205%)	<u>133,198,711</u> (1.852835%)	<u>6,035,800</u> (0.083960%)
11.	General Authorization for the Issuance of Debt Financing Instruments	<u>7,188,912,924</u> (100.000,000%)	<u>0</u> (0.000000%)	<u>0</u> (0.000000%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the Resolutions numbered 1 to 8, these Resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the Resolutions numbered 9 and 11, these Resolutions were duly passed as special resolutions.

### **Payment of Final Dividend**

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that details relating to payment of final dividend to Shareholders are as follows:

The Company will distribute final dividend for 2017 to the Shareholders, whose names appear on the register of members of the Company on Wednesday, 6 June 2018, a cash dividend of RMB0.15 (tax inclusive) per Share. The 2017 final dividend will be distributed on Wednesday, 25 July 2018. The 2017 final dividend to be distributed will be denominated and announced in RMB, of which domestic Shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be the average of the central parity rates (i.e. RMB0.81316 = HK\$1.00) published by the People's Bank of China for the three working days before the AGM (inclusive of the day of the dividend distribution announcement, i.e. from 23 May 2018 to 25 May 2018). Accordingly, the dividend payable for each Share is HK\$0.184466 (tax inclusive).

In order to determine the entitlements of the H Shareholders to receive final dividend, the register of members will be closed from Friday, 1 June 2018 to Wednesday, 6 June 2018 (both days inclusive), during which period no transfer of the H Shares will be effected. To be eligible to receive the above final dividend, the holder of H Shares must lodge the instruments of transfer with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 31 May 2018.

## **Withholding and Payment of Final Dividend Income Tax**

### ***Final dividend income tax applicable to overseas shareholders***

#### *Withholding and Payment of Enterprise Income Tax on behalf of Overseas Non-Resident Enterprise Shareholders*

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules and the requirements under the Notice on the Issues Concerning Withholding and Payment of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation (國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes the final dividend to overseas non-resident enterprise holders of H shares (including any H shares of the Company registered in the name of HKSCC Nominees Limited, but excluding any H shares of the Company registered in the name of HKSCC Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee shareholder on behalf of investors who invest in the H shares of the Company through Shanghai-Hong Kong Stock Connect).

#### *Withholding and Payment of Individual Income Tax on behalf of Overseas Individual Shareholders*

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and its implementing rules, the Tax Notice, the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) and other relevant laws, regulations and requirements under normative documents, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of the overseas individual H shareholders:

- For individual H shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H shareholders in the distribution of the final dividend;

- For individual H shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of these individual H shareholders in the distribution of the final dividend. If relevant individual H shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Notice. Qualified shareholders please submit in time a letter of entrustment and all application materials as required under the Tax Notice to the Company's H share registrar, Computershare Hong Kong Investor Services Limited. The Company will then submit the above documents to the competent tax authorities and, after their examination and if and when approved, the Company will assist in refunding the excess amount of tax withheld and paid;
- For individual H shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H shareholders in the distribution of the final dividend; and
- For individual H shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H shareholders in the distribution of the final dividend.

**Final dividend income tax applicable to Shareholders in Mainland China investing in H Shares of the Company through Southbound Trading Link**

***Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Southbound Trading Link***

- **Shanghai-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic individual shareholders who invest in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic shareholders who are securities investment funds investing in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend.

- **Shenzhen-Hong Kong Stock Connect:**

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual shareholders who invest in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic shareholders who are securities investment funds investing in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend.

*No Withholding and Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Southbound Trading Link*

- **Shanghai-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic enterprise shareholders who invest in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H shares of the Company which have been continuously held by a domestic enterprise shareholder for 12 months shall be exempted from enterprise income tax.
- **Shenzhen-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic enterprise shareholders who invest in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H shares of the Company which have been continuously held by a domestic enterprise shareholder for 12 months shall be exempted from enterprise income tax.



H Shareholders are recommended to consult their own tax advisors on the relevant tax impact in China, Hong Kong and other countries (regions) on the possession and disposal of H Shares.

The time arrangement such as record date and the cash payment date of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect investors is in line with that of H Shareholders.

The Company will determine the identity of the H Shareholders based on the registered address as recorded in the register of members of the Company on Wednesday, 6 June 2018. Shareholders should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the H Share register as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

For H Shareholders, the Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the final dividend declared by the Company on behalf of the H Shareholders. The final dividend will be paid by the Receiving Agent and the final dividend warrants will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the dividend at their own risk on Wednesday, 25 July 2018. |

### **Amendments to the Articles of Association**

References are made to the announcement dated 23 January 2018 of the Company and the AGM Circular in relation to the amendments of the Articles of Associations. Such amendments are primarily for the amendments to the relevant articles concerning the business registered address of the Company, the name of the promoter of the Company, general requirements of Party building, and the addition of the relevant articles concerning the general legal adviser system (the “**Amendments**”). The Company hereby announces that, following the approval by Shareholders at the AGM, the Amendments become effective from 25 May 2018.

The details of the Amendments as approved by Shareholders at the AGM are as follows:

No.	Current Articles of Association	Proposed Amendments
	<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
1.	<p><b>Article 2</b> The Company is a joint stock limited company incorporated pursuant to the Company Law, the Securities Law, the Special Regulations and other relevant laws and regulations of China.</p> <p>Following approval by the State-owned Assets Supervision and Administration Commission of the State Council, the Company was jointly established by China Railway Signal &amp; Communication Corporation, China National Machinery Industry Corporation, China Chengtong Holdings Group Ltd., China Reform Holdings Corporation Ltd. and CICC Jiacheng Investment Management Co., Ltd. by way of promotion. The Company was registered with the State Administration for Industry &amp; Commerce of the People’s Republic of China and obtained a business license (No. 100000000043121) on 29 December 2010.</p>	<p><b>Article 2</b> The Company is a joint stock limited company incorporated pursuant to the Company Law, the Securities Law, the Special Regulations and other relevant laws and regulations of China.</p> <p>Following approval by the State-owned Assets Supervision and Administration Commission of the State Council, the Company was jointly established by <b>China Railway Signal &amp; Communication Corporation Limited</b>, ChinaNational Machinery Industry Corporation, China Chengtong Holdings Group Ltd., China Reform Holdings Corporation Ltd. and CICC Jiacheng Investment Management Co., Ltd. by way of promotion. The Company was registered with the State Administration for Industry &amp; Commerce of the People’s Republic of China and obtained a business license on 29 December 2010.</p>
	<p><b>Article 4</b> The Company’s domicile: B49 Xisihuan South Road, Fengtai District, Beijing; Postal code:100166.</p>	<p><b>Article 4</b> The Company’s domicile: <b>20/F CRSC Building A, 1 Compound, Automobile Museum South Road</b>, Fengtai District,Beijing; Postal code: <b>100070</b>.</p>

No.	Current Articles of Association	Proposed Amendments
3	(New Article)	<b>Article 12</b> According to the Constitution of the Communist Party of China, the Company shall establish an organization under the Communist Party of China. The Party organization will play a core leadership role and a core political role by holding the general direction, managing the general situation and ensuring the implementation. The Company shall establish the related working organs of the Party which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.
	<b>CHAPTER 3 SHARES AND REGISTERED CAPITAL</b>	<b>CHAPTER 3 SHARES AND REGISTERED CAPITAL</b>
4	<b>Article 20</b> Upon approval from the approval authority authorized by the State Council, the Company issued 4,500,000,000 shares to its promoters upon its establishment on 29 December 2010, representing 100% of the total issuable ordinary shares of the Company. Among the promoters, China Railway Signal & Communication Corporation held 4,357,540,000 shares (96.8343%), China National Machinery Industry Corporation held 41,900,000 shares (0.9311%), China Chengtong Holdings Group Ltd. held 41,900,000 shares (0.9311%), China Reform Holdings Corporation Ltd. held 41,900,000 shares (0.9311%) and CICC Jiacheng Investment Management Co., Ltd. held 16,760,000 shares (0.3724%).	<b>Article 21</b> Upon approval from the approval authority authorized by the State Council, the Company issued 4,500,000,000 shares to its promoters upon its establishment on 29 December 2010, representing 100% of the total issuable ordinary shares of the Company. Among the promoters, <b>China Railway Signal &amp; Communication Corporation Limited</b> held 4,357,540,000 shares (96.8343%), China National Machinery Industry Corporation held 41,900,000 shares (0.9311%), China Chengtong Holdings Group Ltd. held 41,900,000 shares (0.9311%), China Reform Holdings Corporation Ltd. held 41,900,000 shares (0.9311%) and CICC Jiacheng Investment Management Co., Ltd. held 16,760,000 shares (0.3724%).

No.	Current Articles of Association	Proposed Amendments
	<p>On 6 December 2013, the Company issued 2,500,000,000 ordinary shares to its original shareholders by way of capital increase on a pro-rata basis, whereby the Company's total number of shares was changed to 7,000,000,000 ordinary shares. Among the promoters, China Railway Signal &amp; Communication Corporation held 6,778,390,000 shares (96.8343%), China National Machinery Industry Corporation held 65,180,000 shares (0.9311%), China Chengtong Holdings Group Ltd. held 65,180,000 shares (0.9311%), China Reform Holdings Corporation Ltd. held 65,180,000 shares (0.9311%) and CICC Jiacheng Investment Management Co., Ltd. held 26,070,000 shares (0.3724%).</p>	<p>On 6 December 2013, the Company issued 2,500,000,000 ordinary shares to its original shareholders by way of capital increase on a pro-rata basis, whereby the Company's total number of shares was changed to 7,000,000,000 ordinary shares. Among the promoters, <b>China Railway Signal &amp; Communication Corporation Limited</b> held 6,778,390,000 shares (96.8343%), China National Machinery Industry Corporation held 65,180,000 shares (0.9311%), China Chengtong Holdings Group Ltd. held 65,180,000 shares (0.9311%), China Reform Holdings Corporation Ltd. held 65,180,000 shares (0.9311%) and CICC Jiacheng Investment Management Co., Ltd. held 26,070,000 shares (0.3724%).</p>
	<p><b>CHAPTER 9 BOARD OF DIRECTORS</b></p>	<p><b>CHAPTER 9 BOARD OF DIRECTORS</b></p>
5	<p><b>Article 141</b> The Board shall exercise the following functions and powers:                  .....                  The abovementioned functions and powers of the Board as well as any transaction or arrangement of the Company shall be proposed to the general meeting for approval as prescribed by the regulatory rules in the place where shares of the Company are listed.</p>	<p><b>Article 142</b> The Board shall exercise the following functions and powers:                  .....                  The abovementioned functions and powers of the Board as well as any transaction or arrangement of the Company shall be proposed to the general meeting for approval as prescribed by the regulatory rules in the place where shares of the Company are listed.</p>

No.	Current Articles of Association	Proposed Amendments
	<p>When necessary, reasonable and legal, the Board may authorize the chairman and other persons authorized by the chairman to decide on specific matters that relate to the matters to be resolved and that cannot or need not be promptly decided on by the Board.</p> <p>With the authorization made by the Board, the chairman of the Board may exercise part of functions and powers of the Board when the Board is not in session. The content of the authorization made by the Board shall be clear and specific.</p>	<p>When necessary, reasonable and legal, the Board may authorize the chairman and other persons authorized by the chairman to decide on specific matters that relate to the matters to be resolved and that cannot or need not be promptly decided on by the Board.</p> <p>With the authorization made by the Board, the chairman of the Board may exercise part of functions and powers of the Board when the Board is not in session. The content of the authorization made by the Board shall be clear and specific.</p> <p><b>Prior to making decisions on material issues of the Company, the Board of Directors of the Company shall seek advices from the Party Committee of the Company.</b></p>

No.	Current Articles of Association	Proposed Amendments
	<b>CHAPTER 14 PARTY ORGANIZATION</b>	<b>CHAPTER 14 PARTY COMMITTEE</b>
6	<p><b>Article 204</b> 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.</p>	<p><b>Article 205</b> The Company shall establish the Party Committee consisting of one secretary and several other members. The chairman of the Board of Directors of the Company and the secretary of the Party Committee shall, in principle, be assumed by the same person, and one deputy secretary shall be designated to mainly carry out the Party building work. Eligible members of the Party Committee may take seats in the Board of Directors of the Company, the supervisory committee and the senior management through statutory procedures, while eligible members of the Board of Directors of the Company, the supervisory committee and the senior management may take seats in the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant regulations.</p>
7	<p><b>Article 205</b> 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.</p>	<p><b>Article 206</b> The Party Committee of the Company shall perform the following duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China:</p>

<b>No.</b>	<b>Current Articles of Association</b>	<b>Proposed Amendments</b>
		<p>(I) To ensure and supervise the Company's implementation of guidelines and policies of the Party and the country, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party Committee of State-owned Assets Supervision and Administration Commission and the Party organizations at higher levels.</p> <p>(II) To adhere to the principle of the Party supervising the performance of cadres while ensuring the lawful selection by the Board of Directors of the Company of the senior management and the lawful exercise of the power of the senior management in the employment of personnel. The Party Committee shall consider and propose opinions and suggestions on the candidates as nominated by the Board of Directors of the Company or general manager, or nominate candidates to the Board of Directors of the Company or general manager; and, together with the Board of Directors of the Company, conduct investigations on the candidates to be appointed and collective research to raise opinions and suggestions.</p>

<b>No.</b>	<b>Current Articles of Association</b>	<b>Proposed Amendments</b>
		<p>(III)To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' immediate interests, and propose comments and suggestions thereon.</p> <p>(IV)To undertake the primary responsibility of comprehensive and strict Party management; to lead the Company's ideological and political work, the united front work, the cultural and ethical progress, the corporate culture cultivation as well as the work of groups such as the labor union and the Communist Youth League; to lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection committee in earnestly performing its supervisory responsibilities.</p>



No.	Current Articles of Association	Proposed Amendments
8	<p><b>Article 206</b> 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.</p>	<p>(Delete the original article)</p>
	<p>(New Chapter)</p>	<p><b>CHAPTER 17 GENERAL LEGAL ADVISER SYSTEM</b></p>
9	<p>(New Article)</p>	<p><b>Article 233</b> The Company shall implement the general counsel system:</p> <p>(I) The general counsel shall be the senior management of the Company and shall be appointed by the Board.</p> <p>(II) The audit and risk management committee of the Board shall be responsible for promoting the construction of the rule of law of the Company and supervising the management of enterprise according to law by the managers.</p> <p>(III) Where the matters considered by the Board relate to legal issues, the general counsel shall be present at the meeting and give legal advices.</p>

The Amendments add 2 new articles, delete 1 article and amend 9 articles in total. The number of the articles of the amended Articles of Association increases from the original 261 articles to 262 articles, and the numbering of the relevant chapters and the relevant articles is adjusted accordingly. The full text of the revised Articles of Association is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.crsc.cn](http://www.crsc.cn)).

### **Change of Shareholder Representative Supervisor**

The appointment of Mr. WU Zuowei as shareholder representative supervisor has been approved by ordinary resolution of the Shareholders at the AGM. Mr. WU Zuowei's term of office shall commence from the date hereof until the expiry of the second session of the Board of Supervisors of the Company. After expiry of his term, he may be reappointed for a consecutive term if re-elected according to the Articles of Association. Biographical details of Mr. WU Zuowei are set out in the AGM Circular of the Company dated 25 April 2018. As of the date of this announcement, there has been no change to such information. Mr. Gao Fan has resigned as a supervisor of the Company due to personal work arrangement, and his resignation has taken effect from the date hereof, details of which are set out in the announcement of the Company dated on 29 March 2018.

The Company will enter into a supervisor service contract with Mr. WU Zuowei as soon as possible. During the tenure of office of Mr. WU Zuowei as a supervisor of the Company, he will not obtain any remuneration from the Company.

Save as otherwise disclosed herein, as of the date of this announcement, Mr. WU Zuowei confirms that he (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the

Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters should be brought to the attention of the Shareholders or the Stock Exchange.

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

Beijing, China  
25 May 2018

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

\* *For identification purpose only.*