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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**If you have sold or transferred** all your shares in China Railway Signal & Communication Corporation Limited\*, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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**中国通号**

**中國鐵路通信信號股份有限公司**

**China Railway Signal & Communication Corporation Limited\***

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

**(Stock Code: 3969)**

**PROPOSED APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION OF  
THE BOARD OF DIRECTORS**

**PROPOSED APPOINTMENT OF THE NON-EMPLOYEE REPRESENTATIVE  
SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

**2018 REMUNERATION PLAN FOR THE PROPOSED NEW INDEPENDENT  
NON-EXECUTIVE DIRECTORS**

**AND**

**NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC is set out on pages 13 to 15 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.crsc.cn](http://www.crsc.cn)).

Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. If you propose to attend the EGM in person or by proxy, you are requested to complete the enclosed reply slip in accordance with the instruction printed thereon and return the same on or before Wednesday, 8 August 2018.

\* *For identification purpose only*

13 July 2018

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	China Railway Signal & Communication Corporation Limited*
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the 2018 first extraordinary general meeting of the Company to be convened and held at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, to be subscribed for and traded in HK dollars and listed on the Stock Exchange
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

\* For identification purpose only

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## DEFINITIONS

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“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent

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LETTER FROM THE BOARD

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**CRSC**

**中国通号**

**中國鐵路通信信號股份有限公司**

**China Railway Signal & Communication Corporation Limited\***

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

**(Stock Code: 3969)**

*Chairman of the Board and Executive Director:*

Mr. ZHOU Zhiliang

*Registered Address:*

20th Floor, Building A, CRSC Building  
1 Compound, Automobile Museum South Road  
Fengtai District  
Beijing, PRC

*Executive Director:*

Mr. YIN Gang

*Independent non-executive Directors:*

Mr. WANG Jiajie  
Mr. SUN Patrick  
Mr. CHEN Jin'en  
Mr. GAO Shutang

*Principal place of business in the PRC:*

CRSC Building  
1 Compound, Automobile Museum South Road  
Fengtai District  
Beijing, PRC

*Principal place of business  
in Hong Kong:*

18th Floor, Tesbury Centre  
28 Queen's Road East  
Wan Chai  
Hong Kong

*To the Shareholders*

**PROPOSED APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION  
OF THE BOARD OF DIRECTORS**

**PROPOSED APPOINTMENT OF THE NON-EMPLOYEE REPRESENTATIVE  
SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

**2018 REMUNERATION PLAN FOR THE PROPOSED NEW INDEPENDENT  
NON-EXECUTIVE DIRECTORS**

**I. INTRODUCTION**

The Company intends to hold the EGM at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice to convene the EGM has been dispatched on 13 July 2018, and is set out on pages 13 to 15 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with details of the resolutions to be proposed for you to consider and approve as ordinary resolutions at the EGM and provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at these resolutions. Such resolutions and details are set out in the letter from the Board.

### **II. MATTERS TO BE RESOLVED AT THE EGM**

#### **1. PROPOSED APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

Reference is made to the announcement of the Company dated 9 July 2018 in relation to, among others, the proposed appointment of the members of the third session of the Board of Directors.

The term of the second session of the Board of Directors expired on 21 May 2018. Members of the second session of the Board of Directors shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the third session of the Board of Directors take office. The following is the list of candidates for the members of the third session of the Board nominated by the nomination committee of the Board and the Board:

- (1) 3 candidates for executive Directors: Mr. Zhou Zhiliang, Mr. Yin Gang, Mr. Yang Yongsheng;
- (2) 4 candidates for independent non-executive Directors: Mr. Wang Jiajie, Mr. Chen Jin'en, Mr. Chan Ka Keung Peter, Mr. Yao Guiqing.

The above list of candidates for the members of the third session of the Board of Directors is proposed at the EGM for voting, which will produce 3 executive Directors and 4 independent non-executive Directors. These 7 Directors will compose the third session of the Board of Directors. The Directors of the third session of the Board of Directors will serve for a term of three years, with effect from the date of approval at the EGM.

The members of the committees under the Board shall be appointed by members of the third session of the Board after being elected.

The biographies of the above-mentioned candidates for the members of the third session of the Board and further details related to their appointments are set out in Appendix I to this circular.

#### **2. PROPOSED APPOINTMENT OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

Reference is made to the announcement of the Company dated 9 July 2018 in relation to, among others, the proposed appointment of the non-employee representative Supervisors of the third session of the Board of Supervisors.

The term of the second session of the Board of Supervisors expired on 21 May 2018. Members of the second session of the Board of Supervisors shall continue to fulfil their respective

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## LETTER FROM THE BOARD

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responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the third session of the Board of Supervisors take office. The following is the list of candidates for the non-employee representative Supervisors of the third session of the Board of Supervisors nominated by the Board of Supervisors:

- (1) 1 candidate for Shareholder representative Supervisor: Ms. Tian Liyan;
- (2) 1 candidate for external Supervisor: Mr. Wu Zuowei.

The above list of candidates for the non-employee representative Supervisors of the third session of the Board of Supervisors is proposed at the EGM for voting, which will produce 1 Shareholder representative Supervisor and 1 external Supervisor. Together with 1 employee representative Supervisor to be elected through employee's democratic election, these 3 Supervisors will compose the third session of the Board of Supervisors. Further announcement will be made on the information of the employee representative Supervisor of the Company. The Supervisors of the third session of the Board of Supervisors will serve for a term of three years, with effect from the date of approval at the EGM.

The biographies of the above-mentioned candidates for the non-employee representative Supervisors of the third session of the Board of Supervisors and further details related to their appointments are set out in Appendix II to this circular.

### 3. 2018 REMUNERATION PLAN FOR THE PROPOSED NEW INDEPENDENT NON-EXECUTIVE DIRECTORS

An ordinary resolution will be proposed at the EGM to approve the 2018 remuneration plan for the year ending 31 December 2018 for the proposed new independent non-executive Directors, and authorize the human resources department of the Company to perform the details of such plan, subject to such persons are considered and approved as independent non-executive Directors of the Company at the EGM. According to the plan, the basic remuneration of each proposed new independent non-executive Director shall be as below:

*(before tax, in RMB)*

<b>Proposed new independent non-executive Directors</b>	<b>2018 Annual remuneration</b>		
	<i>Basic emolument</i>	<i>Allowance for attending Board meetings</i>	<i>Allowance for attending Board committee meetings</i>
Mr. Chan Ka Keung Peter	If act as chairman of Board committee: 100,000 If not act as chairman of Board committee: 80,000	3,000/attendance	2,000/attendance
Mr. Yao Guiqing	60,000	—	—

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## LETTER FROM THE BOARD

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### III. THE EGM AND VOTING METHOD

A notice convening the EGM to be held at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC is set out on pages 13 to 15 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange and the Company.

Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. H Shareholders of the Company who wish to attend the EGM in person or by proxy are requested to complete the reply slip and return the same, by hand or by fax or by post, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Wednesday, 8 August 2018.

Pursuant to Rules 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy.

### IV. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Sunday, 29 July 2018 to Tuesday, 28 August 2018 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged 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 for holders of H Shares no later than 4:30 p.m. on Friday, 27 July 2018.

### V. RECOMMENDATION

The Board considers that the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the enclosed notice.

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

13 July 2018

\* For identification purpose only

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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### CANDIDATES FOR EXECUTIVE DIRECTORS

**Mr. ZHOU Zhiliang**, aged 53, has been the Company's chairman since January 2012, and is mainly responsible for overseeing the overall work of the Board and formulating the Company's strategies. Mr. Zhou has been the chairman of China Railway Signal & Communication Corporation Limited since May 2017, and was the general manager of China Railway Signal & Communication Corporation Limited from January 2012 to May 2017. Mr. Zhou was a vice president of CRCC (listed on the Stock Exchange, stock code: 1186; listed on the Shanghai Stock Exchange, stock code: 601186) from October 2007 to January 2012, during which Mr. Zhou served as the chairman of China Railway Construction Investment Group Co., Ltd. (中國鐵建投資有限公司) from March 2011 to January 2012. From December 2004 to October 2007, Mr. Zhou was a deputy general manager of China Railway Construction Corp. (中國鐵道建築總公司). From November 2001 to December 2004, Mr. Zhou was the director of China Railway No.4 Survey & Design Group Co., Ltd. (鐵道部第四勘察設計院). From January 2000 to November 2001, Mr. Zhou served as the chairman of Labor Union of China Railway No.4 Survey & Design Group Co., Ltd. From November 1996 to January 2000, Mr. Zhou served as the director at No.2 Railway Survey and Design Department (第二勘測設計處) of China Railway No.4 Survey & Design Group Co., Ltd..

Mr. Zhou graduated from China University of Mining & Technology (中國礦業學院) in July 1985 with a bachelor's degree in engineering and majored in hydrogeology and engineering geology, and from Tsinghua University School of Economic and Management with an EMBA degree in January 2008. In December 2010, Mr. Zhou was conferred the title of Professor of Engineering by Technological Qualification Review Committee for Senior Engineers of CRCC (中國鐵建股份有限公司工程系列正高級專業技術職務任職資格評審委員會). Mr. Zhou was elected as the deputy managing director of the China Railway Society (中國鐵道學會) in January 2017, as a representative of the 15th Beijing Municipal People's Congress in November 2017, and as a director of the Communication and Signal Branch of the China Railway Society (中國鐵道學會通信信號分會) in June 2018.

**Mr. YIN Gang**, aged 55, has been appointed as an executive Director and president of the Company since May 2015, and is mainly responsible for overseeing the management of the Company's daily production and operations. From December 2010 to May 2015, Mr. Yin was a vice president of the Company, during which, Mr. Yin served as the chairman of Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd. (北京全路通信信號研究設計院集團有限公司) from January 2012 to November 2012 and as the Board secretary of the Company from April 2011 to May 2013. Mr. Yin has been the general manager of China Railway Signal & Communication Corporation Limited since May 2017. From August 2001 to May 2015, Mr. Yin was the deputy general manager of China Railway Signal & Communication Corporation Limited. From December 1996 to August 2001, Mr. Yin successively served as deputy general manager and the general manager of Shenyang Railway Signal Factory (瀋陽鐵路信號工廠) (the predecessor of Shenyang Railway Communication Co., Ltd. (瀋陽鐵路信號有限責任公司)).

Mr. Yin graduated from Dalian Railway Institute (大連鐵道學院) in July 1983, with a bachelor's degree in engineering and majored in metal material and heat treatment. In December 1999, he was conferred the title of senior engineer by the Qualification Review Committee for Senior Engineering

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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Technical Position of China Railway Signal & Communication Company. Mr. Yin was elected as the deputy managing director of China Association of Railway Engineering Construction (中國鐵道工程建設協會) in December 2017 and as the president of China Chamber of International Commerce (中國國際商會) in February 2018.

**Mr. YANG Yongsheng**, aged 49, has been the adjunct professor of China Business Executives Academy, Dalian since June 2018. He has been the extramural tutor of the Executive Education of School of Economics Peking University since November 2017. He has been the deputy secretary of the Party Committee of China Railway Signal & Communication Corporation Limited since July 2017. Mr. Yang was the secretary of the Party Committee and the chairman of China Urban and Rural Construction Group Ltd. (中國城鄉建設集團有限公司) from April 2017 to August 2017. From February 2016 to April 2017, Mr. Yang was the Party secretary to the disciplinary committee and vice chairman of China Road & Bridge Corporation. From December 2010 to February 2016, Mr. Yang served in several positions in China Communications Construction Company Limited, including serving as the deputy director of the general office, the general manager of the human resources department, the general manager of the human resources department, the head of the organizational department of the Party Committee, the executive vice president of the management college and the executive deputy principal of the party school. Mr. Yang has been the vice director of the general manager department of Sinohydro Group Ltd. from March 2010 to December 2010. From July 1988 to July 2006, Mr. Yang served in several positions in No.5 Bureau of Sinohydro, including serving as the principal of the staff children secondary school, the director of the education department, the director of the human resources department, the head of the organizational department of the Party Committee, the director of the system reform office, vice director and the chief economist.

Mr. Yang graduated from ISCTE Lisbon University Institute of Portugal in May 2012, with a doctor's degree in management. Mr. Yang is a professor level senior economist and a senior engineer. He has published "From Competitiveness to Core Competitiveness" (China Development Press) and he is an expert entitled to Government Special Allowance by the State Council of the PRC.

### CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. WANG Jiajie**, aged 67, has been the Company's independent non-executive Director since May 2015, and is mainly responsible for providing advice with regard to corporate governance, connected transactions, the Company's business strategies, nomination of the Directors and Senior Management of the Company and auditing and risk management. Mr. Wang is currently the arbitrator of China International Economic and Trade Arbitration Commission and the arbitrator of Beijing Arbitration Commission. Before joining the Company, Mr. Wang served in several positions in China General Technology (Group) Holding Co., Ltd. (中國通用技術(集團)控股有限責任公司), including serving as its general counsel from December 2004 to December 2010 and as the general manager of its legal department from July 1999 to December 2004. Mr. Wang also served in several positions in China National Technical Imp. & Exp. Corp. (中國技術進出口總公司), including serving as the general manager of its legal department from November 1998 to July 1999; and the vice general manager of its legal department from December 1991 to November 1998.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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Mr. Wang graduated from the law school of Renmin University of China (中國人民大學) with a master's degree in laws in July 1987 and from the legal department of the second campus of Renmin University of China with a bachelor's degree in law in February 1983.

**Mr. CHEN Jin'en**, aged 63, has been the independent non-executive Director since May 2015, and is mainly responsible for providing advice with regard to corporate governance, connected transactions, the Company's business strategies, nomination and remuneration of the Directors and Senior Management of the Company. Before joining the Company, from March 2010 to August 2013, Mr. Chen was the vice chairman of China Energy Conservation and Environmental Protection Group (中國節能環保集團公司). Mr. Chen served as a non-executive director of Billion Industrial Holdings Limited (listed on the Stock Exchange, stock code: 2299) from September 2012 to March 2013. Mr. Chen also served several positions in China Energy Conservation Investment Co., Ltd. (中國節能投資公司), including serving as its deputy general manager from October 2004 to March 2010, its vice chairman from September 2001 to October 2004. From November 2000 to September 2001, Mr. Chen was the head of the working department of the supervisory committee of Central Work Committee for Enterprises (中央企業工委). From August 1998 to November 2000, Mr. Chen was the deputy director of General Administration Office of Special Inspector of Ministry of Personnel (人事部稽查特派員總署辦公室). From July 1988 to August 1998, Mr. Chen served as a deputy director, director and assistant supervisor of the Department of Title of Ministry of Personnel (人事部職稱司).

Mr. Chen graduated from City University of Macau with a master's degree in business administration in July 2000, and from Nanjing University of Aeronautics and Astronautics (南京航空航天大學), majoring in aircraft design in July 1978.

**Mr. CHAN Ka Keung Peter**, aged 67, has been the independent non-executive director of Metallurgical Corporation of China Ltd (listed on the Stock Exchange, stock code: 1618; listed on the Shanghai Stock Exchange, stock code: 601618) since November 2014. He was the independent non-executive Director of CRRC Corporation Limited (listed on the Stock Exchange, stock code: 1766; listed on the Shanghai Stock Exchange, stock code: 601766) from May 2015 to May 2018. Mr. Chan served as a senior assistant of the Assurance Department, manager of the Tax Department and senior manager of China Service Department in Ernst & Young and the chief financial officer of Dransfield Group. Mr. Chan served as a Beijing-based partner, a Beijing-based managing partner of Tax and Investment Advisory Service Department and a Beijing-based managing partner of the NPA Transaction Advisory Service Department of Ernst & Young from January 1994 to December 2008. He served as a member of the executive committee of Hong Kong Chamber of Commerce in China, and served as the chairman of Hong Kong Chamber of Commerce in China in 2000 and 2003.

Mr. Chan graduated from The Hong Kong Polytechnic majoring in accounting. He is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants of UK, an associate member of the Institute of Chartered Secretaries and Administrators of UK and a member of CPA Australia.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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**Mr. YAO Guiqing**, aged 63, served in several positions in China Railway Engineering Corporation from February 1990 to December 2017, including serving as its chairman of the labour union, employee representative director, general manager, director and vice general manager. From September 2007 to October 2017, Mr. Yao served in several positions in China Railway Group Limited (listed on the Stock Exchange, stock code: 390; listed on the Shanghai Stock Exchange, stock code: 601390), including serving as its vice president, chairman of the supervisory committee, vice chairman and chairman of the labour union; and he served as its executive director from August 2010 to June 2017. Mr. Yao was the deputy secretary of the Party Committee of China Railway Construction Engineering Group\* (中鐵建廠工程局) from February 2000 to February 2001. From December 1971 to February 1990, Mr. Yao served in several positions in Engineering No.3 Bureau of the Ministry of Railway\* (中國鐵道部第三工程局), including serving as its head of the organizational department of the committee of the Communist Youth League of China and the secretary to the committee of the Communist Youth League of China.

Mr. Yao graduated from Party School of the Central Committee of the Communist Party of China as an on-the-job graduate in economic management. Mr. Yao is a senior economist.

### SUMMARY

Pursuant to the Articles of Association, the Directors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Associations. If Mr. Zhou Zhiliang, Mr. Yin Gang, Mr. Yang Yongsheng, Mr. Wang Jiajie, Mr. Chen Jin'en, Mr. Chan Ka Keung Peter and Mr. Yao Guiqing are appointed as the Directors of the third session of the Board, each of them will enter into a service contract with the Company respectively. Remuneration of the Directors during their term of service is determined based on the remuneration policy of the Company at the general meeting or by the Board as authorised at the general meeting.

Save as disclosed above, as of the Latest Practicable Date, each candidate for the Directors of the third session of the Board 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 SFO; 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.

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## APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS

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### CANDIDATE FOR SHAREHOLDER REPRESENTATIVE SUPERVISOR

**Ms. TIAN Liyan**, aged 44, has been appointed as the chairwoman of the Supervisory Committee of the Company since May 2015, and is mainly responsible for overall work of the Supervisory Committee, organizing and supervising the management and the Board and making relevant suggestions. Ms. Tian has been the general counsel of the Company since September 2017. Ms. Tian has served several positions in Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd., including serving as its general counsel from August 2013 to July 2015, as one of its directors from February 2012 to July 2015 and as its chief accountant from February 2007 to July 2015. Ms. Tian has also been a director of Thales Transport Automation Control Systems (Beijing) Co., Ltd. (北京泰雷茲交通自動化控制系統有限公司) from October 2013 to July 2015. From June 2012 to October 2013, Ms. Tian was a supervisor of Thales Transport Automation Control Systems (Beijing) Co., Ltd. From November 2005 to February 2007, Ms. Tian was a deputy chief accountant and head of the asset and finance department of the Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd.; from October 2005 to November 2005, Ms. Tian was an accountant and deputy head of the asset and finance department of Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd.; from July 1999 to October 2005, Ms. Tian was also a manager of the audit department of Deloitte Touche Tohmatsu CPA Ltd. (Beijing Branch).

Ms. Tian graduated from the accounting department of Dongbei University of Finance (東北財經大學) with a master's degree in economics in April 1997, and graduated from the accounting department of Shanxi Finance and Economics College with a bachelor's degree in economics in July 1994. Ms. Tian obtained CPA certificate in January 2000 and was qualified as a senior accountant by the Senior Accountant Specialised Technique Qualification Evaluation Committee of Government Offices Administration of the State Council of the PRC in May 2012.

### CANDIDATE FOR EXTERNAL SUPERVISOR

**Mr. WU Zuowei**, aged 40, has been the head of the Asset Management Division of the Capital Operation Management Department of China Reform Holdings Corporation Ltd.\* (中國國新控股有限責任公司) since February 2018. Mr. Wu served as a senior manager of the Asset Management Department (subsequently renamed as the Capital Operation Management Department) of China Reform Holdings Corporation Ltd.\* from August 2012 to February 2018. He served as the deputy head of the strategic development of Zhongbing Optoelectronics Technology Co., Ltd.\* (中兵光電科技股份有限公司) (now known as North Navigation Control Technology Co.,Ltd. \* (中國兵器北方導航控制技術股份有限公司)), which is listed on the Shanghai Stock Exchange, Stock Code: 600435) from March 2011 to August 2012. He served as the deputy head of the operation planning department of Zhongbing Optoelectronics Technology Co., Ltd.\* from May 2009 to March 2011. He served as a technician of the technology institute, a staff of the technical reform office, a staff of the development planning department, the deputy head of the asset management department, the deputy head of the asset operation department and the deputy head of the operation planning department of Beijing Huabei Optical Instrument Co., Ltd.\* (北京華北光學儀器有限公司) successively from July 2002 to May 2009.

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**APPENDIX II    BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE NON-EMPLOYEE REPRESENTATIVE  
SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

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Mr. Wu graduated from Beijing Institute of Technology in July 2002 with a bachelor 's degree in engineering and majored in mechanical engineering and automation, and graduated from University of Science and Technology Beijing in June 2009 with a master 's degree in engineering and majored in project management. Mr. Wu was accredited as a senior engineer in December 2011.

**SUMMARY**

Pursuant to the Articles of Association, the Supervisors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Associations. If Ms. Tian Liyan is appointed as the Shareholder representative Supervisor of the third session of the Board of Supervisors, she will enter into a service contract with the Company, and her remuneration during the term of Supervisor will be determined based on the remuneration policy of the Company at the general meeting or by the Board as authorised at the general meeting. If Mr. Wu Zuwei is appointed as the external Supervisor of the third session of the Board of Supervisors, he will enter into a service contract with the Company, and he will not receive any remuneration from the Company during the term of Supervisor.

Save as disclosed above, as of the Latest Practicable Date, each candidate for the non-employee representative Supervisors of the third session of the Board of Supervisors confirms that he/she (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 SFO; 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.

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## NOTICE OF 2018 FIRST EGM

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**CRSC**

**中国通号**

**中國鐵路通信信號股份有限公司**

**China Railway Signal & Communication Corporation Limited\***

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

**(Stock Code: 3969)**

### **NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the “EGM”) of China Railway Signal & Communication Corporation Limited\* (the “Company”) will be held at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the People’s Republic of China (the “PRC”) for the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications).

#### **Ordinary Resolutions**

1. To consider and approve the appointment of the members of the third session of the Board of Directors of the Company
  - 1.1 To appoint Mr. Zhou Zhiliang as an executive Director of the third session of the Board of the Company
  - 1.2 To appoint Mr. Yin Gang as an executive Director of the third session of the Board of the Company
  - 1.3 To appoint Mr. Yang Yongsheng as an executive Director of the third session of the Board of the Company
  - 1.4 To appoint Mr. Wang Jiajie as an independent non-executive Director of the third session of the Board of the Company
  - 1.5 To appoint Mr. Chen Jin'en as an independent non-executive Director of the third session of the Board of the Company
  - 1.6 To appoint Mr. Chan Ka Keung Peter as an independent non-executive Director of the third session of the Board of the Company
  - 1.7 To appoint Mr. Yao Guiqing as an independent non-executive Director of the third session of the Board of the Company

\* For identification purpose only

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## NOTICE OF 2018 FIRST EGM

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2. To consider and approve the appointment of the non-employee representative Supervisors of the third session of the Board of Supervisors of the Company
  - 2.1 To appoint Ms. Tian Liyan as a Shareholder representative Supervisor of the third session of the Board of Supervisors of the Company
  - 2.2 To appoint Mr. Wu Zuowei as an external Supervisor of the third session of the Board of Supervisors of the Company
3. To consider and approve the 2018 Remuneration Plan for the Proposed New Independent Non-Executive Directors

The details of the above resolutions are set out in the circular of the Company dated 13 July 2018.

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

Beijing, the PRC, 13 July 2018

*Notes:*

- (A) The register of members will be closed from Sunday, 29 July 2018 to Tuesday, 28 August 2018 (both days inclusive), during which period no transfer of the H Shares will be effected. H Shareholders of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Tuesday, 28 August 2018 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged 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 no later than 4:30 p.m. on Friday, 27 July 2018.

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## NOTICE OF 2018 FIRST EGM

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- (B) H Shareholders intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares on or before Wednesday, 8 August 2018.
- (C) Each Shareholder entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its legal representative or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so desires.
- (F) A Shareholder or his proxy should produce proof of identity when attending the EGM. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (G) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.