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If you are in doubt as to any aspect of this supplementary 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 supplementary circular and the accompanying further revised form of proxy for the AGM and revised form of proxy for the H Shareholders Class Meeting and the reply slips dispatched on 21 April 2020 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).



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)

**(1) GRANTING THE GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO REPURCHASE H SHARES**
**(2) FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING
AND**
**(3) REVISED NOTICE OF 2020 FIRST H SHAREHOLDERS
CLASS MEETING**

This supplementary circular should be read in conjunction with the Original Circular of the Company to Shareholders dated 15 May 2020 and the announcement dated 27 May 2020 of the Company relating to the proposed granting of general mandate to the Board to repurchase H Shares.

A letter from the Board is set out on pages 4 to 9 of this supplementary circular.

Due to the proposing of a new resolution at the AGM and the Shareholders Class Meetings for Shareholders' consideration, the need for work arrangement coordination and in accordance with the Listing Rules, the AGM which was originally scheduled to be held at 10:00 a.m. on Tuesday, 9 June 2020 will be postponed to 10:00 a.m. on Friday, 12 June 2020; the A Shareholders Class Meeting which was originally scheduled to be held on Tuesday, 9 June 2020 immediately following the conclusion of the AGM (or any adjournment thereof), and the H Shareholders Class Meeting which was originally scheduled to be held on Tuesday, 9 June 2020 immediately following the conclusions of the AGM and the A Shareholders Class Meeting (or any adjournment thereof) will be postponed to be held on Friday, 12 June 2020 following the conclusion of the AGM (or any adjournment thereof) and Friday, 12 June 2020 immediately following the conclusions of the AGM and the A Shareholders Class Meeting (or any adjournment thereof), respectively. The venue of the AGM and the Shareholders Class Meeting will remain unchanged at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice of the AGM and the notice of the H Shareholders Class Meeting have been dispatched on 21 April 2020. The revised notice of the AGM has been dispatched on 15 May 2020. The further revised notice of the AGM and the revised notice of H Shareholders Class Meeting, which are set out on pages 10 to 13 and pages 14 to 15 of this supplementary circular, respectively, are dispatched on 28 May 2020. The further revised form of proxy for use at the AGM and the revised form of proxy for the H Shareholders Class Meeting are also enclosed. Such further revised form of proxy for the AGM and revised form of proxy for the H Shareholders Class Meeting are also published on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.crsc.cn).

Whether or not you propose to attend the AGM and/or the H Shareholders Class Meeting, H Shareholders are requested to complete the enclosed further revised form of proxy for the AGM and/or revised form of proxy for the H Shareholders Class Meeting in accordance with the instruction printed thereon and return them 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 AGM and/or the H Shareholders Class Meeting or any adjournment thereof, i.e. not later than 10:00 a.m. on Thursday, 11 June 2020. Completion and return of the further revised form of proxy for the AGM and/or revised form of proxy for the H Shareholders Class Meeting will not preclude the Shareholders from attending and voting in person at the AGM and/or the H Shareholders Class Meeting or any adjournment thereof if they so wish. Save for the change in the time for holding the AGM and/or the H Shareholders Class Meeting, the reply slips of the AGM and H Shareholders Class Meeting dispatched by the Company on 21 April 2020 will remain unchanged and valid for the postponed AGM and H Shareholders Class Meeting. If you propose to attend the AGM and/or the H Shareholders Class Meeting in person or by proxy, you are requested to complete the reply slips dispatched on 21 April 2020 in accordance with the instruction printed thereon and return the same on or before Wednesday, 20 May 2020. For the avoidance of doubt, reply slips duly completed and returned in accordance with the instructions printed thereon will remain valid for the postponed AGM and H Shareholders Class Meeting, and you are not required to submit the reply slips again.

* For identification purpose only.

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DEFINITIONS

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

“A Share(s)”	ordinary Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are traded in RMB and listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holders of A Shares of the Company
“A Shareholders Class Meeting”	the 2020 first A Shareholders Class Meeting of the Company to be convened and held on Friday, 12 June 2020 immediately following the conclusion of the AGM (or any adjournment thereof) at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC
“AGM”	the annual general meeting of the Company for the year 2019 to be convened and held at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC at 10:00 a.m. on Friday, 12 June 2020
“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
“Company”	China Railway Signal & Communication Corporation Limited* (中國鐵路通信信號股份有限公司)
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》) (as amended from time to time)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and as of the Latest Practicable Date, refers to the controlling Shareholder of the Company, being CRSC Corporation Group

* For identification purpose only.

DEFINITIONS

“CRSC Corporation Group”	China Railway Signal and Communication (group) Corporation Limited (中國鐵路通信信號集團有限公司) (formerly known as China Railway Signal & Communication Corporation (中國鐵路通信信號集團公司)), a wholly state-owned enterprise approved to be established by the former Ministry of Railway of the PRC on 8 May 1981 and registered in the PRC on 7 January 1984, the sole Controlling Shareholder and one of the promoters of the Company
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Group”	the Company and/or 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, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares of the Company
“H Shareholders Class Meeting”	the 2020 first H Shareholders Class Meeting of the Company to be convened and held on Friday, 12 June 2020 immediately following the conclusions of the AGM and A Shareholders Class Meeting (or any adjournment thereof) at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC
“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”	27 May 2020, being the latest practicable date prior to the printing of this supplementary circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITIONS

“Original Circular”	the circular of the AGM and the H Shareholders Class Meeting of the Company dated 15 May 2020
“PRC”	the People’s Republic of China, which for the purposes of this supplementary circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the general mandate to repurchase H Shares proposed to be granted by Shareholders to the Board at the AGM and the Shareholders Class Meetings, to repurchase H Shares, the number of which shall not exceed 10% of the total number of the H Shares in issue at the time when the relevant resolution is passed at the AGM and the Shareholders Class Meetings, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	A Shareholder(s) and/or H Shareholder(s) of the Company
“Shareholders Class Meeting(s)”	collective term for A Shareholders Class Meeting and H Shareholders Class Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs (as amended from time to time)
“%”	per cent

LETTER FROM THE BOARD



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

Executive Directors:

Mr. XU Zongxiang

Mr. YANG Yongsheng

Independent non-executive Directors:

Mr. WANG Jiajie

Mr. CHEN Jin'en

Mr. CHAN Ka Keung Peter

Mr. YAO Guiqing

Registered address:

20th Floor, Building A

CRSC Building

1 Compound, Automobile

Museum South Road

Fengtai District

Beijing, PRC

*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:*

40th Floor, Sunlight Tower

248 Queen's Road East

Wan Chai

Hong Kong

To the Shareholders

GRANTING THE GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES

I. INTRODUCTION

References are made to the notice of the AGM and the notice of the H Shareholders Class Meeting of the Company dated 21 April 2020 as well as the revised notice of the AGM and the Original Circular dated 15 May 2020, which set out the time and venue of the AGM and the H Shareholders Class Meeting and contain the resolutions to be proposed at the AGM and/or the H Shareholders Class Meeting for Shareholders' consideration and approval. The notice of

* For identification purpose only.

LETTER FROM THE BOARD

the AGM and the notice of the H Shareholders Class Meeting have been dispatched on 21 April 2020. The revised notice of the AGM has been dispatched on 15 May 2020. The further revised notice of the AGM and the revised notice of the H Shareholders Class Meeting, which are set out on pages 10 to 13 and pages 14 to 15 of this supplementary circular, respectively, are dispatched on 28 May 2020.

References are also made to the Company's (i) announcement dated 27 May 2020 in relation to the proposed granting of general mandate to the Board to repurchase H Shares; and (ii) announcement dated 27 May 2020 in relation to the postponement of the AGM and Shareholders Class Meetings and changes of book closure periods for H share registrar and of distribution date for dividend.

According to the Company Law, the Articles of Association and other relevant regulations, Shareholders individually or jointly holding more than 3% of the Company's Shares may submit ad hoc proposals to the convener in writing ten days prior to the general meeting of the Company. Accordingly, CRSC Corporation Group, the Controlling Shareholder of the Company, put forward an ad hoc proposal — Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares on 27 May 2020 and submitted it to the convener of the general meeting in writing. This ad hoc proposal has been considered and approved at the 20th meeting of the third session of the Board and the ninth meeting of the third session of the Supervisory Committee of the Company.

The purpose of this supplementary circular is to provide you with details of the supplementary resolution to be proposed for you to consider and approve as special resolution at the AGM and the Shareholders Class Meetings and provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at such resolution. The supplementary resolution of the AGM and the Shareholders Class Meetings and the relevant details are set out in the letter from the Board.

II. SUPPLEMENTARY MATTER TO BE RESOLVED AT THE AGM AND THE SHAREHOLDERS CLASS MEETINGS

Special Resolution

1. Granting the General Mandate to the Board of Directors to Repurchase H Shares

In addition to the resolutions set out in the Original Circular, a new special resolution will be proposed at the AGM and the Shareholders Class Meetings to approve the granting of the general mandate to the Board to repurchase H Shares.

In order to strengthen the Company's capital market value management and in response to Shareholders' demands, the Board proposes the granting of the general mandate to the Board to repurchase H Shares be considered and approved at the AGM and the Shareholders Class Meetings, for the Board to repurchase H Shares not exceeding 10% of the total number of the H Shares of the Company in issue at the time when this resolution is passed in accordance with

LETTER FROM THE BOARD

the relevant laws, regulations, the Articles of Association, requirements of securities regulators of the places where the Shares of the Company are listed and any other relevant government or regulatory authorities of the PRC and with reference to market conditions, based on funding arrangements and in accordance with needs of the Company.

It is proposed at the AGM and the Shareholders Class Meetings to grant to the Board authorities including but are not limited to:

1. to formulate and implement specific repurchase plans, including but not limited to repurchase price(s), number of Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc.;
2. to notify creditors and issue announcement in accordance with the Company Law and the Articles of Association;
3. to set up overseas Share accounts and carry out relevant procedures for change of foreign exchange registration;
4. to carry out the relevant approval, filing and/or disclosure procedures in accordance with laws, regulations, the Articles of Association, requirements of securities regulators of the places where the Shares of the Company are listed and any other relevant government or regulatory authorities of the PRC (if necessary);
5. to carry out the cancellation procedures for repurchased Shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and to carry out the statutory registration and filing procedures within and outside the PRC;
6. to execute other documents, and deal with all other necessary or appropriate measures, actions, matters and affairs, in connection with the repurchase of H Shares.

If the relevant special resolution set out in the notices of the AGM and the Shareholders Class Meetings is passed at each of the meetings, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2020 annual general meeting of the Company; or (b) the date on which the authorities conferred by the relevant special resolution is revoked or varied by special resolution by the Shareholders at the general meeting, the A shareholders class meeting and the H shareholders class meeting, respectively, in repurchasing its H Shares.

The Company intends to apply and only apply its own funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC.

The proposed Repurchase Mandate is subject to the Shareholders' approval. An explanatory statement setting out certain information on the Repurchase Mandate is contained in the Appendix I to this supplementary circular.

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III. THE AGM AND SHAREHOLDERS CLASS MEETINGS AND VOTING METHOD

Due to the proposing of a new resolution at the AGM and the Shareholders Class Meetings for Shareholders' consideration, the need for work arrangement coordination and in accordance with the Listing Rules, the AGM which was originally scheduled to be held at 10:00 a.m. on Tuesday, 9 June 2020 will be postponed to 10:00 a.m. on Friday, 12 June 2020; the A Shareholders Class Meeting which was originally scheduled to be held on Tuesday, 9 June 2020 immediately following the conclusion of the AGM (or any adjournment thereof), and the H Shareholders Class Meeting which was originally scheduled to be held on Tuesday, 9 June 2020 immediately following the conclusions of the AGM and the A Shareholders Class Meeting (or any adjournment thereof) will be postponed to be held on Friday, 12 June 2020 following the conclusion of the AGM (or any adjournment thereof) and Friday, 12 June 2020 immediately following the conclusions of the AGM and the A Shareholders Class Meeting (or any adjournment thereof), respectively. The venue of the AGM and the H Shareholders Class Meeting will remain unchanged at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The notice of the AGM and the notice of the H Shareholders Class Meeting have been dispatched on 21 April 2020. The revised notice of the AGM has been dispatched on 15 May 2020. The further revised notice of the AGM and the revised notice of the H Shareholders Class Meeting, which are set out on pages 10 to 13 and pages 14 to 15 of this supplementary circular, respectively, are dispatched on 28 May 2020. The further revised form of proxy for use at the AGM and the revised form of proxy for the H Shareholders Class Meeting (collectively referred to as the "**Revised Forms of Proxy**") are also enclosed. Such Revised Forms of Proxy are also published on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.crsc.cn).

Whether or not you propose to attend the AGM and/or the H Shareholders Class Meeting, H Shareholders are requested to complete the enclosed Revised Forms of Proxy in accordance with the instruction printed thereon and return them 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 AGM and/or the H Shareholders Class Meeting or any adjournment thereof, i.e. not later than 10:00 a.m. on Thursday, 11 June 2020. Completion and return of the Revised Forms of Proxy will not preclude the Shareholders from attending and voting in person at the AGM and/or the H Shareholders Class Meeting or any adjournment thereof if they so wish.

If a Shareholder has not yet returned the form of proxy of the AGM dispatched on 21 April 2020, the revised form of proxy of the AGM dispatched on 15 May 2020 and/or the form of proxy of H Shareholders Class Meeting dispatched on 21 April 2020 by the Company (collectively referred to as the "**Original Forms of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM and/or the H Shareholders Class Meeting on his/her behalf, he/she is required to submit the Revised Forms of Proxy. In this case, the Shareholder shall not submit the Original Forms of Proxy.

LETTER FROM THE BOARD

If a Shareholder has already returned the Original Forms of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Forms of Proxy are returned by the Shareholder, the Original Forms of Proxy will be treated as valid forms of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Forms of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM and/or the H Shareholders Class Meeting, including the relevant resolutions as set out in the further revised notice of the AGM and the revised notice of the H Shareholders Class Meeting.
- (2) If the Revised Forms of Proxy are returned by the Shareholder not less than 24 hours before the time appointed for the AGM and/or the H Shareholders Class Meeting, the Revised Forms of Proxy will be treated as valid forms of proxy lodged by the Shareholder if duly completed.
- (3) If the Revised Forms of Proxy are returned by the Shareholder after the closing time as set out in the further revised notice of the AGM and/or the revised notice of the H Shareholders Class Meeting, the Revised Forms of Proxy will be deemed invalid. They will not revoke the Original Forms of Proxy previously lodged by the Shareholder. The Original Forms of Proxy will be treated as valid forms of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Forms of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM and/or the H Shareholders Class Meeting, including the relevant resolutions as set out in the further revised notice of the AGM and the revised notice of the H Shareholders Class Meeting.

Save for the change in the time for holding the AGM and the H Shareholders Class Meeting, the reply slips of the AGM and H Shareholders Class Meeting dispatched by the Company on 21 April 2020 will remain unchanged and valid for the postponed AGM and H Shareholders Class Meeting. If you propose to attend the AGM and/or H Shareholders Class Meeting in person or by proxy, you are requested to complete the reply slips dispatched on 21 April 2020 in accordance with the instruction printed thereon and return the same on or before Wednesday, 20 May 2020. For the avoidance of doubt, reply slips duly completed and returned in accordance with the instructions printed thereon will remain valid for the postponed AGM and H Shareholders Class Meeting, and you are not required to submit the reply slips again.

Pursuant to Rule 13.39(4) of the Listing Rules, any voting of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the further revised notice of the AGM and the revised notice of the H Shareholders Class Meeting shall be voted by poll. Votes may be given either personally or by proxy.

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who are entitled to attend the AGM and H Shareholders Class Meeting, transfer of H Shares was originally scheduled to be closed from Sunday, 10 May 2020 to Tuesday, 9 June 2020 (both days inclusive). Due to the postponement of the AGM and H Shareholders Class Meeting, for the purpose of determining the list of H Shareholders who are entitled to attend the AGM and H Shareholders Class Meeting, the Company will change the book closure period for register of H Shareholders to the period from Sunday, 10 May 2020 to Friday, 12 June 2020 (both days inclusive). 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 Friday, 12 June 2020 are entitled to attend and vote at the AGM and H Shareholders Class Meeting following completion of the registration procedures.

In order to determine the list of H Shareholders who are entitled to receive the proposed cash dividend, transfer of H Shares was originally scheduled to be closed from Monday, 15 June 2020 to Monday, 22 June 2020 (both days inclusive). Due to the postponement of the AGM, for the purpose of determining the list of H Shareholders who are entitled to receive the proposed cash dividend, the Company will change the book closure period for register of H Shareholders to the period from Thursday, 18 June 2020 to Wednesday, 24 June 2020 (both days inclusive). To be eligible to receive the aforesaid cash dividend, the 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 H Shareholders of the Company no later than 4:30 p.m. on Wednesday, 17 June 2020.

V. RECOMMENDATION

The Board considers that the above supplementary resolution is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote at the AGM and the Shareholders Class Meetings in favor of the supplementary resolution.

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

28 May 2020

* For identification purpose only.

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

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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)

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

FURTHER REVISED NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) for the year 2019 of China Railway Signal & Communication Corporation Limited* (the “**Company**”) will be held at 10:00 a.m. on Friday, 12 June 2020 at Meeting Room, 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. Resolution on the 2019 Work Report of the Board of Directors of China Railway Signal & Communication Corporation Limited*
2. Resolution on the 2019 Work Report of the Supervisory Committee of China Railway Signal & Communication Corporation Limited*
3. Resolution on the 2019 Annual Report of China Railway Signal & Communication Corporation Limited*
4. Resolution on the Financial Report for 2019 of China Railway Signal & Communication Corporation Limited*
5. Resolution on Appointment of Auditor for 2020
6. Resolution on Appointment of Internal Control Auditor for 2020
7. Resolution on Estimations on Ordinary Related Party Transactions for 2020-2022 of China Railway Signal & Communication Corporation Limited*

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

8. Resolution on Profits Distribution Plan for 2019 of China Railway Signal & Communication Corporation Limited*
9. Resolution on Remunerations for Directors and Supervisors of the Company in 2019
10. Resolution on Change in the Use of Proceeds Raised from H Shares

Special Resolutions

11. Resolution on General Authorization for the Issuance of Debt Financing Instruments
12. Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meetings
13. Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

Beijing, the PRC, 28 May 2020

* *For identification purpose only.*

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

Notes:

- (A) In order to determine the list of H shareholders who are entitled to attend the AGM, transfer of H shares was originally scheduled to be closed from Sunday, 10 May 2020 to Tuesday, 9 June 2020 (both days inclusive). Due to the postponement of the AGM, for the purpose of determining the list of H shareholders who are entitled to attend the AGM, the Company will change the book closure period for register of H shareholders to the period from Sunday, 10 May 2020 to Friday, 12 June 2020 (both days inclusive). H shareholders whose names appear on the register of H shares of the Company kept at Computershare Hong Kong Investor Services Limited on Friday, 12 June 2020 are entitled to attend and vote at the AGM following completion of the registration procedures.

In order to determine the list of H shareholders who are entitled to receive the proposed cash dividend, transfer of H shares was originally scheduled to be closed from Monday, 15 June 2020 to Monday, 22 June 2020 (both days inclusive). Due to the postponement of the AGM, for the purpose of determining the list of H shareholders who are entitled to receive the proposed cash dividend, the Company will change the book closure period for register of H shareholders to the period from Thursday, 18 June 2020 to Wednesday, 24 June 2020 (both days inclusive). To be eligible to receive the aforesaid cash dividend, the 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 H shareholders of the Company no later than 4:30 p.m. on Wednesday, 17 June 2020.

- (B) The reply slip for AGM sent by the Company on 21 April 2020 shall remain unchanged and shall remain valid for the adjourned AGM. If you propose to attend the AGM and/or H Shareholders Class Meeting in person or by proxy, you are requested to complete the reply slips dispatched on 21 April 2020 in accordance with the instruction printed thereon and return the same on or before Wednesday, 20 May 2020. For the avoidance of doubt, if you have completed and returned the reply slip in accordance with the instructions thereof, it will still be valid for the adjourned AGM and you are not required to re-submit the reply slip.
- (C) Each shareholder entitled to attend and vote at the AGM may, by completing the further revised form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM on its behalf. A proxy need not be a shareholder of the Company. 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) The further revised 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 originally, in person 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) not less than 24 hours before the time appointed for the AGM or any adjournment thereof (as the case may be), i.e. not later than 10:00 a.m. on Monday, 8 June 2020 and it will be returned no later than 10:00 a.m. on Thursday, 11 June 2020. Completion and return of a further revised form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he/she so desires.
- (F) If a shareholder has not yet returned the form of proxy of AGM and/or revised form of proxy of AGM dispatched by the Company on 21 April 2020 and 15 May 2020, respectively (collectively referred to as the "**Original Forms of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the further revised form of proxy. In this case, the shareholder shall not submit the Original Forms of Proxy.

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

- (G) If a shareholder has already returned the Original Forms of Proxy in accordance with the instructions printed thereon, he/she should note that:
- a) If no further revised forms of proxy is returned by the Shareholder, the Original Forms of Proxy will be treated as valid forms of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Forms of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the relevant resolutions as set out in this further revised notice of the AGM.
 - b) If the further revised form of proxy is returned by the Shareholder not less than 24 hours before the time appointed for the AGM, i.e. not later than 10:00 a.m. on Thursday, 11 June 2020, the further revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
 - c) If the further revised form of proxy is returned by the Shareholder after the closing time as set out in this further revised notice of the AGM, the further revised form of proxy will be deemed invalid. It will not revoke the Original Forms of Proxy previously lodged by the Shareholder. The Original Forms of Proxy will be treated as valid forms of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Forms of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the relevant resolutions as set out in this further revised notice of the AGM.
- (H) A shareholder or his/her proxy should produce proof of identity when attending the AGM. 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.
- (I) The AGM is expected to last for not more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

As of the date of this notice, the executive Directors of the Company are Mr. ZHOU Zhiliang, Mr. XU Zongxiang and Mr. YANG Yongsheng, and the independent non-executive Directors of the Company are Mr. WANG Jiajie, Mr. CHEN Jin'en, Mr. CHAN Ka Keung Peter and Mr. YAO Guiqing.

REVISED NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

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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)

REVISED NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

REVISED NOTICE IS HEREBY GIVEN that the 2020 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”) will be held on Friday, 12 June 2020 immediately following the conclusions of the 2019 annual general meeting of the Company and the 2020 first A shareholders class meeting of the Company (or any adjournment thereof) held on the same date at Meeting Room, 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).

Special Resolutions

1. Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meeting
2. Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

Beijing, the PRC, 28 May 2020

* *For identification purpose only*

REVISED NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

Notes:

- (A) In order to determine the list of H shareholders who are entitled to attend the H Shareholders Class Meeting, transfer of H Shares was originally scheduled to be closed from Sunday, 10 May 2020 to Tuesday, 9 June 2020 (both days inclusive). Due to the postponement of the H Shareholders Class Meeting, for the purpose of determining the list of H shareholders who are entitled to attend the H Shareholders Class Meeting, the Company will change the book closure period for register of H shareholders to the period from Sunday, 10 May 2020 to Friday, 12 June 2020 (both days inclusive). H shareholders whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Friday, 12 June 2020 are entitled to attend and vote at the H Shareholders Class Meeting following completion of the registration procedures.
- (B) The reply slip for H Shareholders Class Meeting sent by the Company on 21 April 2020 shall remain unchanged and shall remain valid for the adjourned H Shareholders Class Meeting. If you propose to attend the AGM and/or H Shareholders Class Meeting in person or by proxy, you are requested to complete the reply slips dispatched on 21 April 2020 in accordance with the instruction printed thereon and return the same on or before Wednesday, 20 May 2020. For the avoidance of doubt, if you have completed and returned the reply slip in accordance with the instructions thereof, it will still be valid for the adjourned H Shareholders Class Meeting and you are not required to re-submit the reply slip.
- (C) Each H shareholder entitled to attend and vote at H Shareholders Class Meeting may, by completing the revised form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders Class Meeting on its behalf. A proxy need not be an H shareholder. With respect to any H shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) A proxy shall be appointed by an H 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 revised 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, in person 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 not less than 24 hours before the time appointed for the H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude an H shareholder from attending and voting in person at the meeting if he so desires.
- (F) If an H shareholder has not yet returned the form of proxy of the H Shareholders Class Meeting dispatched by the Company on 21 April 2020 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the H Shareholders Class Meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the H shareholder shall not submit the Original Form of Proxy.
- (G) If an H shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
- If no revised form of proxy is returned by the H shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the H shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the H Shareholders Class Meeting, including the relevant resolutions as set out in this revised notice of the H Shareholders Class Meeting.
 - If the revised form of proxy is returned by the H shareholder not less than 24 hours before the time appointed for the H Shareholders Class Meeting, the revised form of proxy will be treated as a valid form of proxy lodged by the H shareholder if duly completed.
 - If the revised form of proxy is returned by the H shareholder after the closing time as set out in this revised notice of the H Shareholders Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the H shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the H shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the H Shareholders Class Meeting, including the relevant resolutions as set out in this revised notice of the H Shareholders Class Meeting.
- (H) An H shareholder or his/her proxy should produce proof of identity when attending the H Shareholders Class Meeting. Where an H 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 H shareholder appointing such person to attend the meeting.
- (I) The H Shareholders Class Meeting is expected to last for not more than half a day. H shareholders who attend the H Shareholders Class Meeting shall bear their own travelling and accommodation expenses.

As of the date of this notice, the executive Directors of the Company are Mr. ZHOU Zhiliang, Mr. XU Zongxiang and Mr. YANG Yongsheng, and the independent non-executive Directors of the Company are Mr. WANG Jiajie, Mr. CHEN Jin'en, Mr. CHAN Ka Keung Peter and Mr. YAO Guiqing.

In accordance with the Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting for the granting of general mandate to repurchase H Shares to the Board.

REPURCHASE MANDATE

Reasons for Repurchasing H Shares

The Directors believe that the Repurchase Mandate would be beneficial to strengthen the Company's capital market value management and respond to the Shareholders' demands, and is in the interest of the Company and its Shareholders as a whole. The repurchase of H Shares may, depending on market conditions and funding arrangements at such time, enhance the net asset value per Share and/or earnings per Share of the Company. The repurchase of H Shares will only be made by the Directors when they believe that it will benefit the Company and its Shareholders as a whole.

Share Capital

As at 27 May 2020 (the "**Latest Practicable Date**"), the total issued capital of the Company was RMB10,589,819,000, comprising 1,968,801,000 H Shares of RMB1.00 each and 8,621,018,000 A Shares of RMB1.00 each.

Exercise of the Repurchase Mandate

If the relevant special resolution set out in the notices of the AGM and the Shareholders Class Meetings is passed at each of the meetings, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2020 annual general meeting of the Company; or (b) the date on which the authorities conferred by the relevant special resolution is revoked or varied by special resolution by the Shareholders at the general meeting, the A shareholders class meeting and the H shareholders class meeting, respectively (the "**Relevant Period**").

If the Repurchase Mandate is exercised in full (on the basis of 1,968,801,000 H Shares in issue as at the Latest Practicable Date and assuming no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Shareholders Class Meetings), the Shares to be repurchased by the Company during the Relevant Period shall not exceed 196,880,100 H Shares under the Repurchase Mandate, being not exceeding 10% of the total H Shares in issue as at the date of passing the relevant special resolution at the AGM and the Shareholders Class Meetings.

Funding of Repurchase

In repurchasing its H Shares, the Company intends to apply and only apply its own funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC.

The Directors consider that there may not be material adverse impact on the working capital or on the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period.

Prices of H Shares

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	H Share	
	Highest HK\$	Lowest HK\$
2019		
May	5.80	5.00
June	5.88	4.94
July	6.31	5.20
August	5.28	4.61
September	5.15	4.65
October	4.86	4.53
November	4.88	4.14
December	4.55	4.06
2020		
January	4.65	3.71
February	4.24	3.49
March	4.29	3.34
April	4.00	3.61
May (up to the Latest Practicable Date)	3.86	3.40

Shares Repurchased by the Company

No repurchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or other stock exchanges).

Directors' Undertakings and General Information

The Directors have undertaken to the Stock Exchange that, so far as may be applicable, they will exercise the Repurchase Mandate pursuant to the approved special resolution of the Repurchase Mandate in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has a present intention to sell H Shares (if any) to the Company pursuant to the Repurchase Mandate, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Shareholders Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any of the Company's core connected persons (as defined in the Listing Rules) that they have a present intention to sell any H Shares to the Company, nor have they undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Shareholders Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

Takeovers Code and the Public Float Requirements

If the Directors exercise the Repurchase Mandate to repurchase Shares, resulting that a Shareholder's share of interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such increase results in a change of control, it may, under certain circumstances, trigger a proposed mandatory acquisition in respect of the Shares in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, CRSC Corporation Group is the Controlling Shareholder of the Company, holding approximately 62.37% interests in the issued ordinary Shares of the Company. The Company expects that exercising Repurchase Mandate in full will not have any implications for CRSC Corporation Group under the Takeovers Code. The Directors are not aware of any other consequences under the Takeovers Code and any similar applicable laws which would arise from any repurchasing actions under the Repurchase Mandate.

The Directors do not propose to repurchase Shares to the extent that the public float would fall below the minimum requirement under Rule 8.08 of the Listing Rules.

Status of Repurchased Shares

Pursuant to the Listing Rules, the listing status of all repurchased H Shares of the Company will be automatically cancelled and the relevant certificates of Shares will be cancelled and destroyed.

Under the PRC laws, the repurchased H Shares will be cancelled, and the amount of the Company's registered capital shall be reduced by an amount equal to the aggregate nominal value of the cancelled H Shares accordingly.