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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 enclosed form of proxy 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)

**PROPOSED ELECTION OF MR. ZHANG QUAN
AS AN EXECUTIVE DIRECTOR
AND
NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

The EGM of the Company will be held at 9:30 a.m. on Monday, 29 August 2022 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The notice to convene the EGM has been dispatched on 9 August 2022 and is set out on pages 7 to 8 of this circular. The form of proxy for use at the EGM is also enclosed. The form of proxy for the EGM is 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 EGM, H Shareholders of the Company are requested to complete the form of proxy for the EGM 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 EGM or any adjournment thereof, i.e. not later than 9:30 a.m. on Sunday, 28 August 2022. Completion and return of the form of proxy for the EGM will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions 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)”	holder(s) of A Share(s) of the Company
“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	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)
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	The 2022 second extraordinary general meeting of the Company to be convened and held at 9:30 a.m. on Monday, 29 August 2022 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC
“Group”	The Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in HK dollars
“H Shareholder(s)”	holder(s) of H Share(s) of the Company
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	5 August 2022, 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 (as amended, supplemented or otherwise modified from time to time)
“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, supplemented or otherwise modified from time to time)
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	A Shareholder(s) and/or H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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: Registered address:

Mr. ZHOU Zhiliang

20th Floor, Building A

CRSC Building

Executive Directors:

Mr. XU Zongxiang

1 Compound, Automobile

Museum South Road

Fengtai District

Non-executive Director:

Mr. GUO Yonghong

Beijing, PRC

Independent non-executive Directors:

Mr. YAO Guiqing

Principal place of business in the PRC:

CRSC Building

Mr. YAO Cho Fai Andrew

1 Compound, Automobile

Museum South Road

Mr. FU Junyuan

Fengtai District

Beijing, PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre

248 Queen's Road East

Wan Chai

Hong Kong

9 August 2022

To the Shareholders

Dear Sir/Madam,

PROPOSED ELECTION OF MR. ZHANG QUAN AS AN EXECUTIVE DIRECTOR

I. INTRODUCTION

The EGM of the Company will be held at 9:30 a.m. on Monday, 29 August 2022 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The notice of convening the EGM has been dispatched on 9 August 2022 and is set out on pages 7 to 8 of this circular.

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LETTER FROM THE BOARD

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

For reference purpose only, notice of the EGM to holders of A Shares have been published on the website of the Shanghai Stock Exchange (www.sse.com.cn) on Monday, 8 August 2022.

II. MATTER TO BE RESOLVED AT THE EGM

Ordinary Resolution

Proposed Election of Mr. ZHANG Quan as an Executive Director

An ordinary resolution will be proposed at the EGM to approve the election of Mr. ZHANG Quan as an Executive Director of the Company.

Reference is made to the announcement dated 8 August 2022 of the Company in relation to, among others, the proposed election of Mr. ZHANG Quan as an Executive Director. Pursuant to the Company Law of the People's Republic of China and the Articles of Association, the Company proposes the election of Mr. ZHANG Quan as an executive Director of the fourth session of the Board of the Company after the consideration and approval of the Board. The term of Mr. ZHANG Quan shall commence from the date of approval of the election by the general meeting of the Company until the expiration of the term of the the fourth session of the Board.

Subject to the requirements under the Articles of Association, Mr. ZHANG Quan is eligible for re-election upon completion of his term. If Mr. ZHANG Quan is elected as an executive Director of the fourth session of the Board of the Company, he will enter into a service contract with the Company. The remuneration of Mr. ZHANG Quan during his term of service are subject to the remuneration policy considered and approved at the general meeting of the Company. The remuneration of Mr. ZHANG Quan includes post-based salaries, performance-based salaries, social insurance paid by the Company for individuals and annuity. The Company will disclose the details after his remunerations are determined. For details, please refer to the annual report and the circular of the annual general meeting to be published by the Company in due course.

The biographical details and other information regarding the election of Mr. ZHANG Quan are as follows:

Mr. ZHANG Quan, aged 52. He served as the deputy general manager of China Tower Corporation Limited (“**China Tower**”), a company listed on the Stock Exchange (stock code: 0788), from January 2020 to July 2022; Party secretary and general manager of the Shandong Branch of China Tower from September 2016 to January 2020; and the general manager of the Shandong Branch of China Tower from August 2014 to September 2016. From February 2012

LETTER FROM THE BOARD

to August 2014, he served as the deputy general manager and a member of the Party committee of Yunnan Branch of China United Network Communications Corporation Limited. He successively served as general manager and Party secretary of Linyi Branch of China United Network Communications Corporation Limited from November 2008 to February 2012. He successively served as director of the network operations and maintenance department of Shandong Branch and general manager and Party secretary of Linyi Branch of China Network Communications Group Corporation from June 2006 to November 2008. He successively served as the deputy director of the planning and construction department and deputy general manager of the radio communication department of Shandong Communications Company (山東省通信公司) from October 2002 to June 2006. He successively served as the deputy general manager, member of the Party committee and secretary of the discipline inspection commission of Weihai Branch of Shandong Telecommunications Company (山東省電信公司) from January 2001 to October 2002.

Mr. ZHANG graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications) with a bachelor's degree in telecommunications engineering in July 1992 and graduated from Beijing University of Posts and Telecommunications with a master's degree in electronics and information engineering in July 2002. He is a senior engineer.

Save as disclosed above, as of the Latest Practicable Date, Mr. ZHANG Quan confirms that (i) he has not held any other directorship in any listed company in Hong Kong or overseas, in the last three years, nor any other position within the Group; (ii) he does not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholder of the Company; (iii) he does not have any interest in the Shares of the Company or its associated corporation(s) within the meaning of Part XV of the SFO; and (iv) there is no other matter 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 is no other matter that should be brought to the attention of the Shareholders or the Stock Exchange.

III. THE EGM AND VOTING METHOD

The EGM of the Company will be held at 9:30 a.m. on Monday, 29 August 2022 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice to convene the EGM has been dispatched on 9 August 2022 and is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy for the EGM is also published on the websites of HKEXnews of the Stock Exchange (www.hkexnews.hk) and the Company (www.crsc.cn).

Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete the form of proxy for the EGM 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

LETTER FROM THE BOARD

appointed for the holding of the EGM or any adjournment thereof, i.e. not later than 9:30 a.m. on Sunday, 28 August 2022. Completion and return of the form of proxy for the EGM will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish, and in such case, the form of proxy for the EGM shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the resolution 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 Tuesday, 23 August 2022 to Monday, 29 August 2022 (both days inclusive), during which no transfer of Shares of the Company will be effected. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company, as maintained by Computershare Hong Kong Investor Services Limited, on Monday, 29 August 2022 are entitled to attend and vote at the EGM following completion of the registration procedures. To be eligible to attend and vote at the EGM, all transfer documents of H Shareholders 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 Monday, 22 August 2022.

VI. RECOMMENDATION

The Board considers that the resolution mentioned above is in the best interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolution 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

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING



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 company incorporated in the People's Republic of China)

(Stock Code: 3969)

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “EGM”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”) will be held at 9:30 a.m. on Monday, 29 August 2022 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, and if thought fit, passing the following resolution (with or without modifications).

Ordinary Resolution

1. Resolution on the election of Mr. ZHANG Quan as an executive director of China Railway Signal & Communication Corporation Limited*
 - 1.01 To elect Mr. ZHANG Quan as an executive director of the fourth session of the Board of the Company

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

Beijing, the PRC, 9 August 2022

* *For identification purpose only*

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The register of members will be closed from Tuesday, 23 August 2022 to Monday, 29 August 2022 (both days inclusive), during which 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 Monday, 29 August 2022 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 Monday, 22 August 2022.
- (B) 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 needs 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.
- (C) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his/her 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.
- (D) 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 (C) 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 (for H shareholders) not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be), i.e. not later than 9:30 a.m. on Sunday, 28 August 2022. Completion and return of a form of proxy will not preclude a shareholder from attending the EGM or any adjournment thereof and voting in person at the meeting if he/she so desires, and in such case, the form of proxy shall be deemed to be revoked.
- (E) A shareholder or his/her 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.
- (F) The above resolution adopt the cumulative voting system, that is, the number of votes entitled for each share held by shareholders shall be equal to the number of the director(s) to be elected and the voting rights possessed by the shareholders may be exercised uniformly. Specifically: each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the number of director(s) upon whom he/she can vote, when electing director(s). Such votes may only be voted for the candidate(s) of the director(s) of the Company, and the candidate(s) who have the most votes shall be appointed.
- (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.