Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, July 28, 2015 (the "Prospectus") issued by China Railway Signal & Communication Corporation Limited (the "Company").

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).

This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in Hong Kong, the United States or in any other jurisdictions. The securities referred to in this announcement have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the "U.S. Securities Act") or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as stabilizing manager (the "Stabilizing Manager"), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, August 30, 2015, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



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

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

## **GLOBAL OFFERING**

Number of Offer Shares under the Global: 1,750,000,000 H Shares (subject to the

Offering Over-allotment Option)

Number of International Offer Shares: 1,702,663,000 H Shares (subject to

**Over-allotment Option**)

Number of Hong Kong Public Offer Shares: 47,337,000 H Shares

Offer Price: HK\$6.30 per H Share, plus brokerage fee of

1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%

(payable in full on application in Hong Kong dollars and subject to refund on final pricing)

Normal value: RMB1.00 per H Share

Stock code: 3969

Joint Sponsors

Financial Advisor



Morgan Stanley





## Joint Global Coordinators













## Joint Bookrunners and Joint Lead Managers

















<sup>\*</sup> For identification only.

## ANNOUNCEMENT OF ALLOTMENT RESULTS

## **SUMMARY**

- The Offer Price has been determined at HK\$6.30 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%).
- Based on the Offer Price of HK\$6.30 per H Share, the net proceeds from the Global Offering to be received by the Company, after deduction of the underwriting commissions, the incentive fees and other estimated expenses in connection with the Global Offering and assuming no exercise of the Over-allotment Option, is estimated to be approximately HK\$10,765.6 million.
- A total of 2,503 valid applications have been received pursuant to the Hong Kong Public Offering on WHITE and YELLOW Application Forms and through giving electronic application instructions to HKSCC via CCASS and through the White Form eIPO Service under the White Form eIPO for a total of 47,337,000 Hong Kong Offer Shares, equivalent to approximately 0.54 times of the total number of 87,500,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering.
- The final number of Offer Shares under the Hong Kong Public Offering is 47,337,000 Offer Shares, representing approximately 2.70% of the total number of Offer Shares initially available under the Global Offering. The Joint Global Coordinators have exercised their discretion to reallocate 40,163,000 Offer Shares initially available for subscription under the Hong Kong Public Offering to the International Offering as described in the section headed "Structure of the Global Offering International Offering" in the Prospectus.
- The Offer Shares initially offered under the International Offering have been slightly over-subscribed. A total number of 40,163,000 Offer Shares initially available for subscription under the Hong Kong Public Offering have been reallocated to the International Offering. As a result of such reallocation, the number of H Shares under the International Offering has been increased to 1,702,663,000 Offer Shares, representing approximately 97.30% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), whereas the number of Offer Shares under the Hong Kong Public Offering has been decreased to 47,337,000 H Shares, representing approximately 2.70% of the total number of Offer Shares in the Global Offering (before any exercise of the Over-allotment Option).

Pursuant to the Cornerstone Investment Agreements with the Cornerstone Investors, the number of Offer Shares subscribed for by the Cornerstone Investors has now been determined. China Railway Group Investment (Hong Kong) Limited ("China Railway Investment") has subscribed for 123,063,000 H Shares, Guangdong Finance Investment International Co., Ltd ("GFI") has subscribed for 123,063,000 H Shares, Shanghai Zhenhua Port Machinery (Hong Kong) Company Limited ("Shanghai Zhenhua") has subscribed for 123,063,000 H Shares, China Shipping (Hong Kong) Holdings Co., Limited ("China Shipping HK") has subscribed for 123,063,000 H Shares, Genertec Hong Kong International Capital Ltd. ("Genertec Capital") has subscribed for 98,450,000 H Shares, Beijing Infrastructure Investment (Hong Kong) Limited ("BII HK") has subscribed for 73,838,000 H Shares, China Life Insurance Company Limited ("China Life") has subscribed for 61,531,000 H Shares, Guangzhou Xinhua Urban Development Industry Investment Enterprise (Limited Partnership) ("Guangzhou Fund") has subscribed for 61,531,000 H Shares, Pingan-UOB Wealthtone Asset Management Company Limited ("Pingan UOB Wealthtone") has subscribed for 61,531,000 H Shares, Heywin Investments Limited ("Heywin") has subscribed for 61,531,000 H Shares, Zhongchuan Investment & Development Co., Ltd ("Zhongchuan"), through China Industrial International Trust Limited, has subscribed for 62,858,000 H Shares, CMI Financial Holding Corporation ("CMI") has in aggregate subscribed for 61,531,000 H Shares, China Merchants Bank Corporation Limited Asset Management ("CMB Asset") has subscribed for 61,531,000 H Shares, CSR (Hong Kong) Co. Limited ("CSR HK") has subscribed for 36,919,000 H Shares, China Construction Investment Co., Ltd (Shanghai) ("CCI(Shanghai)") has subscribed for 36,919,000 H Shares, Hengjian International Investment Holding (Hong Kong) Limited ("Hengjian International") has subscribed for 24,612,000 H Shares, in all totalling 1,195,034,000 H Shares representing in aggregate (i) approximately 13.66% of the Company's total issued share capital following the completion of the Global Offering; and (ii) approximately 68.29% of the number of Offer Shares under the Global Offering, assuming the Over-allotment Option is not exercised. Please refer to the section headed "Our Cornerstone Investors" in the Prospectus for further details relating to the Cornerstone Investors.

- Pursuant to the International Underwriting Agreement, the Company has granted the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) from the date of the International Underwriting Agreement up to (and including) the date which is the thirtieth day from the last day for lodging applications under the Hong Kong Public Offering to require the Company to allot and issue up to an aggregate of 262,500,000 additional H Shares at the Offer Price. In the event that the Over-allotment Option is exercised to cover over-allocations in the International Offering an announcement will be made. There was an over-allocation of 262,500,000 H Shares. Such over-allocation may be covered by exercising the Over-allotment Option or by making purchases in the secondary market at prices that do not exceed the Offer Price or through deferred settlement or a combination of these means. In the event that the Over-allotment Option is exercised, an announcement will be made. As of the date of this announcement, the Over-allotment Option has not been exercised.
- The International Offering is in compliance with the Placing Guidelines. No Offer Shares placed by or through the Joint Global Coordinators and the Underwriters under the Global Offering have been placed with any core connected person (as such term is defined in the Listing Rules) of the Company or, save as disclosed in this announcement to any connected clients (as set out in paragraph 5(1) of the Placing Guidelines), or persons as set out in paragraph 5(2) of the Placing Guidelines, whether in their own names or through nominees. The Directors confirm that no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering. The Directors confirm that (a) there will not be any new substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Global Offering, (b) the number of H Shares in public hands will satisfy the minimum percentage prescribed by rule 8.08 of the Listing Rules and, (c) the three largest public shareholders of the Company do not hold more than 50% of the shares in public hands at the time of Listing in compliance with rules 8.08(3) and 8.24 of the Listing Rules.
- The Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares will be published on Thursday, August 6, 2015 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

In relation to the Hong Kong Public Offering, the Company announces that the results of allocations which will include the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where supplied) under the Hong Kong Public Offering will be made available at the times and dates and in the manner specified below:

- in the announcement posted on the Company's website at www.crsc.cn and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk on Thursday, August 6, 2015;
- from the designated results of allocations website at www.iporesults.com.hk on a 24-hour basis from 8:00 a.m. on Thursday, August 6, 2015 to 12:00 midnight on Wednesday, August 12, 2015. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/ its application to search for his/her/its own allocation result;
- by telephone enquiry line by calling +852 2862 8669 between 9:00 a.m. and 10:00 p.m. from Thursday, August 6, 2015 to Sunday, August 9, 2015; and
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, August 6, 2015 to Saturday, August 8, 2015 at all the receiving bank branches and sub-branches at the addresses set out in the paragraph headed "Results of Allocations" in this announcement.
- Applicants who apply for 1,000,000 or more Hong Kong Offer Shares using White Form eIPO or using WHITE Application Forms and have provided all information required may collect their H Share certificates (if any) in person from Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on Thursday, August 6, 2015.
- H Share certificates (if any) for Hong Kong Offer Shares allotted to applicants using **WHITE** Application Forms or **White Form eIPO** which are either not available for personal collection, or which are so available but are not collected in person, are expected to be dispatched by ordinary post to those entitled at their own risk on or before Thursday, August 6, 2015.
- H Share certificates (if any) for Hong Kong Offer Shares allotted to applicants using YELLOW Application Forms and those who applied by giving electronic application instructions to HKSCC via CCASS are expected to be deposited into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants on Thursday, August 6, 2015.

- Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more using YELLOW Application Forms and have provided all information required may collect refund cheques (if any) in person from Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on Thursday, August 6, 2015.
- Refund cheques for wholly or partially unsuccessful applicants using WHITE or YELLOW Application Forms which are either not available for personal collection or which are so available but are not collected in person, will be dispatched by ordinary post to those entitled at their own risk on or before Thursday, August 6, 2015.
- For applicants who have paid the application monies from a single bank account using **White Form eIPO**, e-Refund payment instructions (if any) are expected to be dispatched to the application payment account on Thursday, August 6, 2015. For applicants who have paid the application monies from multi-bank accounts using **White Form eIPO**, refund cheques (if any) are expected to be dispatched by ordinary post at their own risk on or before Thursday, August 6, 2015.
- Refund monies for applicants applying by giving **electronic application instructions** to HKSCC via CCASS are expected to be credited to the relevant applicants' designated bank account or the designated bank account of their broker or custodian on Thursday, August 6, 2015.
- H Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, August 7, 2015, provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination as described in the section entitled "Underwriting Underwriting Arrangements and Expenses Hong Kong Public Offering Grounds for termination" in the Prospectus has not been exercised.
- Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, August 7, 2015. The H Shares will be traded in board lots of 1000 H Shares each. The stock code of the H Shares is 3969.

## APPLICATIONS AND INDICATIONS OF INTEREST RECEIVED

The Offer Price has been determined at HK\$6.30 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%). Based on the Offer Price of HK\$6.30 per H Share, the net proceeds from the Global Offering to be received by the Company, after deduction of the underwriting commissions, the incentive fees and other estimated expenses in connection with the Global Offering and assuming no exercise of the Over-allotment

Option, is estimated to be approximately HK\$10,765.6 million. Please refer to the section headed "Net Proceeds of the Gloabl Offering" in this announcement.

The Directors announce that at the close of the application lists at 12:00 noon on Friday, July 31, 2015, a total of 2,503 valid applications (including applications on WHITE and YELLOW Application Forms and through giving electronic application instructions to HKSCC via CCASS and through the White Form eIPO) have been received pursuant to the Hong Kong Public Offering for a total of 47,337,000 Hong Kong Offer Shares, equivalent to approximately 0.54 times the total number of 87,500,000 Hong Kong Offer Shares initially available under the Hong Kong Public Offering. The Joint Global Coordinators have exercised their discretion to reallocate 40,163,000 Offer Shares under the Hong Kong Public Offering to the International Offering as described in the section headed "Structure of the Global Offering — International Offering" in the Prospectus.

Of the 2,503 valid applications on WHITE and YELLOW Application Forms or to the designated White Form eIPO Service Provider through White Form eIPO website (www.eipo.com.hk) and by electronic application instructions given to HKSCC via CCASS for a total of 47,337,000 Hong Kong Offer Shares, a total of 2,494 applications in respect of a total of 27,737,000 Hong Kong Offer Shares were for Hong Kong Offer Shares with an aggregate subscription amount based on the maximum offer price of HK\$8.00 per Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) of HK\$5 million or less (representing approximately 0.63 times the 43,750,000 Hong Kong Offer Shares initially comprised in pool A), and a total of 9 applications in respect of a total of 19,600,000 Hong Kong Offer Shares were for Hong Kong Offer Shares with an aggregate subscription amount based on the maximum offer price of HK\$8.00 per Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) of more than HK\$5 million (representing approximately 0.45 times the 43,750,000 Hong Kong Offer Shares initially comprised in pool B). Applications not completed in accordance with the instructions set out in the Application Forms have been rejected. No multiple applications or suspected multiple applications have been identified and rejected. 1 application has been rejected due to bounced cheques. 1 application has been rejected due to invalid application. No applications for more than 50% of the Hong Kong Offer Shares initially available under the Hong Kong Public Offering (i.e. more than 43,750,000 H Shares) have been identified. The Offer Shares offered in the Hong Kong Public Offering were conditionally allocated on the basis set out in the paragraph headed "Basis of Allotment under the Hong Kong Public Offering" below.

## INTERNATIONAL OFFERING

The Offer Shares initially offered under the International Offering have been slightly over-subscribed. A total number of 40,163,000 Offer Shares initially available for subscription under the Hong Kong Public Offering have been reallocated to the International Offering. As a result of such reallocation, the number of H Shares under the International Offering has been increased to 1,702,663,000 Offer Shares, representing approximately 97.30% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), whereas the number of Offer Shares under the Hong Kong Public Offering has been decreased to 47,337,000 H Shares, representing approximately 2.70% of the total number of Offer Shares in the Global Offering (before any exercise of the Over-allotment Option).

Based on the Offer Price of HK\$6.30 per Offer Share and pursuant to the cornerstone investment agreements with the Cornerstone Investors as disclosed in the section headed "Our Cornerstone Investors" in the Prospectus, the number of Offer Shares subscribed for by the Cornerstone Investors has now been determined as set out below:

Percentage

			of the total
			issued share
			capital
			following the
	Number of H	Percentage	completion
	Shares	of the Offer	of the Global
	subscribed	Shares*	Offering*
China Railway Investment	123,063,000	7.03%	1.41%
GFI	123,063,000	7.03%	1.41%
Shanghai Zhenhua	123,063,000	7.03%	1.41%
China Shipping HK	123,063,000	7.03%	1.41%
Genertec Capital	98,450,000	5.63%	1.13%
BII HK	73,838,000	4.22%	0.84%
China Life	61,531,000	3.52%	0.70%
Guangzhou Fund	61,531,000	3.52%	0.70%
Pingan UOB Wealthtone	61,531,000	3.52%	0.70%
Heywin	61,531,000	3.52%	0.70%
Zhongchuan	62,858,000	3.59%	0.72%
CMI	61,531,000	3.52%	0.70%
CMB Asset	61,531,000	3.52%	0.70%
CSR HK	36,919,000	2.11%	0.42%
CCI(Shanghai)	36,919,000	2.11%	0.42%
Hengjian International	24,612,000	1.41%	0.28%
TOTAL	1,195,034,000	68.29%	13.66%

<sup>\*</sup> Assuming that the Over-allotment Option is not exercised.

The final number of Offer Shares under the International Offering is 1,702,663,000 H Shares (subject to the Over-allotment Option).

The number of Offer Shares allocated to placees under the International Offering includes an over-allocation of 262,500,000 H Shares. The settlement of such over-allocation will be effected by exercising the Over-allotment Option, which will be exercisable by the Joint Global Coordinators, or by market purchases in the secondary market at prices that do not exceed the Offer Price or through deferred settlement or a combination of these means.

The Company has granted to the International Underwriters the Over-allotment Option exercisable by the Joint Global Coordinators from the date of the International Underwriting Agreement up to (and including) the date which is the thirtieth day from the last day for lodging applications under the Hong Kong Public Offering (Sunday, August 30, 2015) to require the Company to allot and issue up to an aggregate of 262,500,000 additional H Shares representing approximately 15% of the initial Offer Shares under the Global Offering at the Offer Price to cover among other things, over-allocations in the International Offering. The Over-allotment Option has not yet been exercised. If the Over-allotment Option is exercised, an announcement will be made.

61,531,000 H Shares, representing approximately 0.70% of the Company's total issued share capital immediately following the Global Offering (before the exercise of the Over-allotment Option) were placed, as mentioned above, to CMB Asset, a cornerstone investor. CMB Asset is a department of China Merchants Banks Co., Ltd. ("CMB"), one of the Joint Bookrunners and Joint Lead Managers, and therefore is a connected client of CMB within the meaning of the Placing Guidelines set out in the Appendix 6 to the Listing Rules. We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, its consent under paragraph 5(1) of Appendix 6 to the Listing Rules to permit the Company to allocate H Shares to CMB Asset as a cornerstone investor, subject to the conditions disclosed in the section titled "Our Cornerstone Investors— China Merchants Bank Corporation Limited Asset Management" in the Prospectus. Such conditions have been satisfied.

The H Shares placed to the connected clients are held by the connected clients on behalf of independent third parties. Each of the Joint Sponsors and the Joint Bookrunners confirms that the Offer Shares allocated under each of the placements to CMB Asset was not made on a preferential basis. On these bases, the Hong Kong Stock Exchange has granted consent to the Relevant Placements.

Each of the Cornerstone Investors has agreed that without the prior written consent of the Company, the relevant Joint Bookrunner(s) and the Joint Global Coordinators, it will not, whether directly or indirectly, at any time during the period of six months

following the Listing Date (the "Lock-up Period"), dispose of any of the H Shares they have purchased pursuant to the relevant cornerstone investor agreements, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.

59,000,000 H Shares, representing approximately 0.67% of the Company's total issued share capital immediately following the Global Offering (before the exercise of the Over-allotment Option), were placed to Sinomach Finance Co., Ltd. ("SINOMACH Finance"), a "close associate" of an existing Shareholder. We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with Rule 10.04 of the Listing Rules and Paragraph 5(2) of the placing guidelines for equity securities as set out in Appendix 6 to the Listing Rules to permit the proposed investment by SINOMACH Finance, subject to the conditions disclosed in the section titled "Waivers from Strict Compliance with the Hong Kong Listing Rules — Subscription of H Shares by Close Associates of Existing Shareholders" in the Prospectus. Such conditions have been satisfied. No H Shares were placed to Alstom Holdings and China Reform Technology Innovation Equity Investment Fund.

The International Offering is in compliance with the Placing Guidelines. No Offer Shares placed by or through the Joint Global Coordinators and the Underwriters under the Global Offering have been placed with any core connected person (as such term is defined in the Listing Rules) of the Company or, save as disclosed in the foregoing (as set out in paragraph 5(1) of the Placing Guidelines), or persons set out in paragraph 5(2) of the Placing Guidelines, whether in their own names or through nominees. The Directors confirm that no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering. The Directors confirm that (a) there will not be any new substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Global Offering, (b) the number of H Shares in public hands will satisfy the minimum percentage prescribed by rule 8.08 of the Listing Rules and, (c) the three largest public shareholders of the Company do not hold more than 50% of the shares in public hands at the time of Listing in compliance with rules 8.08(3) and 8.24 of the Listing Rules.

## BASIS OF ALLOTMENT UNDER THE HONG KONG PUBLIC OFFERING

Valid applications made by the public of **WHITE** and **YELLOW** Application Forms and by **electronic application instructions** given to HKSCC via CCASS or to the **White Form eIPO** Service Provider under the **White Form eIPO** service will be conditionally allotted on the basis set out below:

			APPROXIMATE
			PERCENTAGE
NO. OF			ALLOTTED OF
SHARES	NO. OF	BASIS OF	THE TOTAL NO.
APPLIED	VALID	ALLOTMENT /	OF SHARES
FOR APP	LICATIONS	BALLOT	APPLIED FOR
		Pool A	
1,000	754	1,000 Shares	100%
2,000	444	2,000 Shares	100%
3,000	185	3,000 Shares	100%
4,000	128	4,000 Shares	100%
5,000	208	5,000 Shares	100%
6,000	54	6,000 Shares	100%
7,000	32	7,000 Shares	100%
8,000	49	8,000 Shares	100%
9,000	17	9,000 Shares	100%
10,000	262	10,000 Shares	100%
15,000	73	15,000 Shares	100%
20,000	72	20,000 Shares	100%
25,000	26	25,000 Shares	100%
30,000	34	30,000 Shares	100%
35,000	9	35,000 Shares	100%
40,000	10	40,000 Shares	100%
45,000	7	45,000 Shares	100%
50,000	36	50,000 Shares	100%
60,000	14	60,000 Shares	100%
70,000	6	70,000 Shares	100%
80,000	6	80,000 Shares	100%
100,000	41	100,000 Shares	100%
200,000	18	200,000 Shares	100%
300,000	4	300,000 Shares	100%
400,000	1	400,000 Shares	100%
500,000	2	500,000 Shares	100%
600,000	2	600,000 Shares	100%
Total:	2,494		

			APPROXIMATE
			<b>PERCENTAGE</b>
NO. OF			ALLOTTED OF
<b>SHARES</b>	NO. OF	BASIS OF	THE TOTAL NO.
APPLIED	VALID	ALLOTMENT /	OF SHARES
FOR	APPLICATIONS	BALLOT	APPLIED FOR
		POOL B	
700,000	1	700,000 Shares	100.00%
900,000	1	900,000 Shares	100.00%
1,000,000	4	1,000,000 Shares	100.00%
4,000,000	1	4,000,000 Shares	100.00%
5,000,000	2	5,000,000 Shares	100.00%
Total:	9		

The final number of Offer Shares comprised in the Hong Kong Public Offering is 47,337,000 H Shares, representing approximately 2.70% of the Offer Shares in the Global Offering (before any exercise of the Over-allotment Option).

The final number of Offer Shares available in the International Offering is 1,702,663,000 H Shares which were allocated in full, representing approximately 97.30% of the Offer Shares in the Global Offering (before any exercise of the Over-allotment Option).

## **RESULTS OF ALLOCATIONS**

The results of allocations of Hong Kong Offer Shares in the Hong Kong Public Offering, including applications made on WHITE and YELLOW Application Forms and through giving electronic application instructions to HKSCC via CCASS and through the White Form eIPO Service through the designated White Form eIPO website and the Hong Kong identity card/passport/ Hong Kong business registration numbers of successful applicants (where supplied) will be made available at the times and dates and in the manner specified below:

- in the announcement posted on the Company's website at www.crsc.cn and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk on Thursday, August 6, 2015;
- from the designated results of allocations website at www.iporesults.com.hk on a 24-hour basis from 8:00 a.m. on Thursday, August 6, 2015 to 12:00 midnight on Wednesday, August 12, 2015. The user will be required to key in the Hong Kong identity card/passport/ Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;

- by telephone enquiry line by calling +852 2862 8669 between 9:00 a.m. and 10:00 p.m. from Thursday, August 6, 2015, to Sunday, August 9, 2015; and
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, August 6, 2015 to Saturday, August 8, 2015 at all the receiving bank branches and sub-branches at the addresses set out in this announcement.

## 1. Bank of China (Hong Kong) Limited

	Branch	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
	Lee Chung Street Branch	29-31 Lee Chung Street, Chai Wan
Kowloon	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
New Territories	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

## 2. Wing Lung Bank Limited

	Branch	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
New Territories	Yuen Long Branch	37 On Ning Road

Applicants who wish to obtain their results of allocations are encouraged to make use of the Company's Hong Kong Public Offering allocation results enquiry line or to use the Company's Hong Kong Public Offering website <a href="www.iporesults.com.hk">www.iporesults.com.hk</a>.

Applicants applying through their designated CCASS Participants (other than CCASS Investor Participants) can arrange with their designated CCASS Participants to advise them of the number of Offer Shares allocated under their applications. Successful CCASS Investor Participants can check the number of Offer Shares allocated to them via the CCASS Phone System and CCASS Internet System on Thursday, August 6, 2015 or from the activity statement that will be made available by HKSCC to them showing the number of Hong Kong Offer Shares credited to their CCASS Investor Participant stock accounts.

Identification Document Number(s)	HKPO Shares Allocated	Identification Document Number(s) 證件號碼	HKPO Shares Allocated	Identification Document Number(s)	HKPO Shares Allocated	Identification Document Number(s)	HKPO Shares Allocated
證件號碼	獲配發股份	證件號碼	獲配發股份	證件號碼	獲配發股份	證件號碼	獲配發股份
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63933179	1000	D1547055	2000	E7410013 E7460981	3000	H3341587	2000
63933179	1000	D1833961	1000	E7482152	1000	H344999A	2000
63933179	1000	D1997239	3000	E7753210	1000	Н3573445	1000
63933179 63933179	1000	D2037069	3000 T000	E7831416	1000	H3599975	1000
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B2161228 B2392076	1000	D5623074 D5667063	1000	G1494146		K1372955 K1428829	1000
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B3706171	20000	D3624855 D3717284 D3787037 D379534A D3887732 D395670A D3966365 D4033753 D4126301 D4136072 D4209460 D4242565 D4342012 D4384149 D4687532 D538388A D5574782 D5663074 D5667063 D5690774 D5754446 D6236058 D6403876 D6417710 D649152A	1000 1000 2000 10000	G172821A		K229995A	1000
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B7035972	2000	D6417710	3000	G2128135	1000	¥2024752	1000
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Identification Document Number(s) 證件號碼	Shares Allocated	Identification Document Number(s) 證件號碼	Shares Allocated	Identification Document Number(s) 證件號碼	Shares Allocated	Identification Document Number(s) 證件號碼	HKPO Shares Allocated
	獲配發股份		獲配發股份		獲配發股份		獲配發股份
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Y1620779	10000						
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Identification Document Number(s) 證件號碼	Shares	Identification Document Number(s) 證件號碼	Shares Allocated <b>獲配發股份</b>	Identification Document Number(s) 證件號碼	證件號碼	HKPO Shares Allocated <b>獲配發股份</b>
14402890	30000				 	
16063767	15000					
16492996	20000					
17388532	50000					
30671532	4000					
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D1402235	9000					
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E3771974	2000					
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Identification Document Number(s)	HKPO Shares Allocated	Identification Document Number(s) 證件號碼	HKPO Shares Allocated	Identification Document Number(s)	HKPO Shares Allocated	Identification Document Number(s)	HKPO Shares Allocated
證件號碼	獲配發股份	起1十5次1场	獲配發股份	直至1十5元4局	獲配發股份	起门十分尤加	獲配發股份
001014813	4000	203274640 204146518 204667026 204716138 20512101X 205166432 205181718 206257517 206260011 206291622 207120012 208038489 208070030 208070565 208079947 209011479 210028924 210031655 210045340 210207270 211012533 211100822 211130849 212149070 218212553 220239222 220323604 220344519	5000	292121C	2000	508246516	1000
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0446062 0499239		235430444 235450012	5000 4000	383193232	1000	787695832 800031t.	80000 1000
0505110		236215000	10000	384161162	3000	800105C	2000
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置作機局	1886 6000 7767 2000
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C410787 1000 E4393361 1000 GS072895B 8000 K06813	385 1000
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C5680717 2000 E545772A 10000 GS082896B 10000 K21839	93 2000
C5756209 4000 E5491111 200000 GS082980B 15000 K23896 C5843969 1000 E5572375 1000 GS083515B 1000 K25974	657 5000 411 2000
C608490 2000 E5774245 1000 GS085297B 300000 K27481	134 2000
C6096652 2000 E5964192 60000 GS089120B 10000 K27650	01 10000 49a 2000
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D2928028 15000 E936680A 3000 H4379073 2000 K93568	800 2000
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D3398588 2000 G0273022 10000 IS1203776 1000 M14504	404 1000 629 2000
D4159617 1000 G0391335 8000 IS1605778 1000 M23623	355 2000
D4394594 2000 G0445362 2000 IS1639050 15000 M25086 D4622473 2000 G0682313 300000 IS1701441 2000 M25473	619 1000 312 4000
D466260 1000 G0813744 1000 IS2002924 3000 M26173	388 1000
D4673477 10000 G0986444 1000 IS2071982 200000 M38267 D4679580 2000 G1142908 2000 IS2386347 1000 M42398	72A 1000 801 1000
D469864 1000 G1544763 1000 IS2429533 2000 P10346	611 10000
D4758138 8000 G155709 3000 IS2490257 1000 P22153 D4758634 10000 G1601937 6000 IS2574346 1000 P32014	350 2000 477 2000
D47/58634         10000 G1601937         6000 IS25/4346         1000 P32014           D4797702         2000 G1655557         15000 IS3100555         1000 P38715           D486499A         2000 G2029242         1000 IS3249393         4000 P50379           D4924852         5000 G2029617         2000 IS3278427         1000 P62892           D4933657         4000 G2383364         5000 IS3298146         2000 P68816           D5250014         50000 G20393041         1000 IS35513863         1000 P74660           D5453446         2000 G2607599         2000 IS3564424         3000 P82990           D554221A         10000 G2637781         15000 IS3553486         15000 P83460           D5577900         10000 G265192A         9000 IS3596054         1000 P84418	537 4000
D486499A 2000 G2029242 1000 IS3249393 4000 P50379 D4924852 5000 G2029617 2000 IS3278427 1000 P62892	2000
D4933657       4000 G2383364       5000 IS3298146       2000 P68816         D5250014       50000 G2393041       1000 IS3513863       1000 P74660         D5453446       2000 G2607599       2000 IS3546424       3000 P82990	673 1000
D5250014 50000 G2393041 1000 IS3513863 1000 P74660 D5453446 2000 G2607599 2000 IS3546424 3000 P82990	
D554221A 10000 G2637781 15000 IS3553486 15000 P83460	031 1000
D5577900 10000 G265192A 9000 IS3596054 1000 P84418 D5649480 1000 G2651938 2000 IS3599053 1000 R13163	
D577210A 4000 G271573 25000 IS3643517 15000 R17190	016 15000
D5780242 1000 G2872047 2000 IS3728479 1000 R32250 D5780420 1000 G289975 1000 IS3830894 1000 R45909	
D6014373 1000 G29494617 1000 IS3872423 4000 R58336	689 10000
D6044566 2000 G3030686 10000 IS4270597 1000 R61485 D615276 2000 G31436213 2000 IS4345237 2000 R61485	
D6156550 2000 G320016 2000 IS4854101 2000 R64164	496 2000
D6266798     4000 G34384726     15000 IS5048642     1000 R65715       D6296050     15000 G365178     1000 IS5179951     1000 R73476	
D6359699 10000 G36937483 60000 IS5232463 6000 R77646	609 3000
D685549 1000 G37280703 1000 IS5766330 2000 R78049 D6946659 2000 G386997A 7000 IS5859117 1000 R93931	
	254 6000
D7520698       5000 G392411       5000 IS6002277       1000 V00122         D8180815       1000 G43038693       10000 IS6041555       8000 V01182         D858582       1000 G4609858       9000 IS6089139       1000 V06966	
E01583270 15000 G51253282 40000 IS6383650 1000 V11809	991 2000
E0167030 3000 G51848172 1000 IS6693436 1000 W17415 E02919883 2000 G520441A 1000 IS6930201 1000 W43401	
E0577417 15000 G5209543 5000 IS7076104 1000 W67289	9519 25000
E0723103 5000 G5285886 10000 IS7390430 1000 W92601 E160057 2000 G5554577 60000 IS7620605 1000 W93696	
E1640961 6000 G5758296 2000 IS7641796 15000 Y00106	624 2000
E175679A 5000 G581163 1000 IS8220264 1000 Y04322 E187433 5000 G6053164 3000 IS8234657 2000 Y05027	
E214695 1000 G6102866 7000 IS8446036 1000 Y08316	
E22260788 4000 G6322165 1000 IS8540550 2000 Y09246 E2577465 1000 G6499413 2000 IS8927106 2000 Y12004	
E2980138 10000 G6636624 5000 IS8946894 1000 Y20898	

Identification Document Number(s) 證件號碼	Shares	Identification Document Number(s) 證件號碼	Shares	Identification Document Number(s) 證件號碼	Shares	Identification Document Number(s) 證件號碼	HKPO Shares Allocated <b>獲配發股份</b>
Y3773572	2000						
Y4069895	2000						
Y4327541	1000						
Y6528390	2000						
Z0354857	15000						
Z1732898	1000						
Z2352495	1000						
Z2478049	30000						
Z2485231	2000						
Z3328245	3000						
Z3522335	1000						
Z3753647	2000						
Z3796931	2000						
Z4131879	2000						
Z4197616	30000						
Z439776	10000						
Z5157472	1000						
Z6591478	2000						
Z686236	3000						
Z7103736	1000						
Z7386231	2000						
Z8442682	20000						
Z861159A	1000						
Z9093177	8000						

## DESPATCH/COLLECTION OF H SHARE CERTIFICATES

Applicants who apply for 1,000,000 or more Hong Kong Offer Shares and are wholly or partially successful using White Form eIPO or those using WHITE Application Forms and have provided all information required may collect their share certificates in person from the 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 between 9:00 a.m. and 1:00 p.m. on Thursday, August 6, 2015. Applicants being individuals who opt for personal collection must not authorise any other person to make collection on their behalf. Applicants being corporations which opt for personal collection must attend by sending their authorised Global Coordinators each bearing a letter of authorisation from their corporation stamped with their corporation's chop. Both individuals and authorised Global Coordinators (if applicable) must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar. H Share certificates (if any) for Hong Kong Offer Shares allotted to applicants using WHITE Application Forms or White Form eIPO which are either not available for personal collection, or which are so available but are not collected in person, are expected to be dispatched by ordinary post to those entitled at their own risk on or before Thursday, August 6, 2015.

Wholly or partially successful applicants who applied on a YELLOW Application Form or by giving electronic application instructions to HKSCC via CCASS will have H Share certificates issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants as instructed by them in respect of applications which are wholly or partially successful on Thursday, August 6, 2015.

Applicants applying through a designated CCASS Participant (other than a CCASS Investor Participant) using **YELLOW** Application Forms should check the number of the Hong Kong Offer Shares allotted to them with that CCASS Participant.

Applicants applying as a CCASS Participant on **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC via CCASS should check and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, August 6, 2015 or such other date as shall be determined by HKSCC or HKSCC Nominees.

## **REFUND OF APPLICATION MONIES**

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more using **WHITE** or **YELLOW** Application Forms and have provided all information required may collect refund cheques (if any) in person from the 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 between 9:00 a.m. and 1:00 p.m. on Thursday, August 6, 2015. Refund cheques (if any) which are either not available for personal collection, or which are available but are not collected in person, will be dispatched by ordinary post to the address as specified in the **WHITE** or **YELLOW** Application Forms at the applicant's own risk on or before Thursday, August 6, 2015.

For applicants who have paid the application monies from a single bank account using **White Form eIPO**, e-Refund payment instructions (if any) are expected to be dispatched to the application payment account on Thursday, August 6, 2015. For applicants who have paid the application monies from multi-bank accounts using **White Form eIPO**, refund cheques are expected to be dispatched by ordinary post at their own risk on or before Thursday, August 6, 2015.

Refund monies for applicants applying by giving **electronic application instructions** to HKSCC via CCASS are expected to be credited to the relevant applicants' designated bank account or the designated bank account of their broker or custodian on Thursday, August 6, 2015.

Applicants applying through designated CCASS Clearing/Custodian Participants may check the refund amount payable to them through their broker or custodian on Thursday, August 6, 2015.

For applicants applying (whether using YELLOW Application Forms or by giving electronic application instructions to HKSCC via CCASS) as CCASS Investor Participants, they can also check their new account balance and the amount of refund (if any) payable to them (by giving electronic application instructions to HKSCC via CCASS only) via the CCASS Phone System or the CCASS Internet System at https://ip.ccass.com (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Offer Shares to their stock account on Thursday, August 6, 2015. HKSCC will also make available to such applicant activity statements showing the number of Offer Shares credited to their CCASS Investor Participants stock accounts and (for CCASS Investor Participants applying by giving electronic application instructions to HKSCC via CCASS) the refund amount credited to their respective designated bank accounts (if any).

## **OVER-ALLOTMENT OPTION**

Pursuant to the International Underwriting Agreement, the Company has granted the Over-Allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) from the date of the International Underwriting Agreement up to (and including) the date which is the

thirtieth day from the last day for lodging applications under the Hong Kong Public Offering to require the Company to allot and issue up to an aggregate of 262,500,000 additional H Shares at the Offer Price. In the event that the Over-allotment Option is exercised, an announcement will be made. As of the date of this announcement, the Over-allotment Option has not been exercised.

## NET PROCEEDS OF THE GLOBAL OFFERING

After deducting the underwriting commissions, the incentive fees and other estimated expenses in connection with the Global Offering, we estimate that the net proceeds of the Global Offering to us will be approximately HK\$10,765.6 million assuming the Over-allotment Option is not exercised. The Company intends to apply the proceeds from the Global Offering as follows:

- approximately HK\$3,229.7 million (equivalent to approximately RMB2,587.1 million), representing approximately 30% of the net proceeds from the Global Offering, will be used for long-term R&D, among which, 72% will be used on the R&D investment for railway and urban transit control systems and the establishment of relevant research centers, 15% on the R&D of communication information technology, 7% on the R&D of modern tram technologies and the rest 6% on others; we have launched about 400 R&D projects and have made initial investments in most of them; the total anticipated investment in long-term R&D projects amounts to RMB1,140.0 million and RMB1,500.0 million in 2015 and 2016, respectively;
- approximately HK\$2,153.1 million (equivalent to approximately RMB1,724.8 million), representing approximately 20% of the net proceeds from the Global Offering, will mainly be used for fixed asset investments; with the development and re-zoning of the cities where some of our production bases are, we plan to take the opportunity to relocate our current production bases and upgrade our equipment for better product quality assurance, we also plan to further expand our business into fields such as Smart Cities and electronic information, to complement our industry value chain, to fulfill our corporate development strategies and to meet the market demands. Our key production machinery generally has useful lives of approximately eight to ten years. We expect to incur capital expenditure of RMB1,366.6 million and RMB649.1 million in connection with aforementioned projects in 2015 and 2016, respectively; in addition, we have a few pipeline projects in rail transportation equipment and vehicle area, which are still in the preliminary stage at the moment;
- approximately HK\$2,153.1 million (equivalent to approximately RMB1,724.8 million), representing approximately 20% of the net proceeds from the Global Offering, will be used for general domestic and overseas acquisitions that, among others, accommodate our business strategies, complement our technologies, strengthen our core value chain as well as widen our marketing channels; in particular, we will focus our efforts in European and North America market;

- approximately HK\$2,153.1 million (equivalent to approximately RMB1,724.8 million), representing not more than 20% of the net proceeds from the Global Offering, will be used for investment in rail transportation PPP projects that are in compliance with the government policies; currently, we are focusing on the development of new means of rail transportation and we have entered into framework agreements on modern tram projects that will take place in Leshan, Sichuan Province, Jiaozuo, Henan Province and Tianshui, Gansu Province; and
- approximately HK\$1,076.6 million (equivalent to approximately RMB862.4 million), representing not more than 10% of the net proceeds from the Global Offering, will be used to supplement working capital.

#### PUBLIC FLOAT

Immediately following the completion of the Global offering and before any exercise of the Over-allotment Option, not less than 22% of the total issued share capital of the Company will be held by the public.

## COMMENCEMENT OF DEALINGS IN THE H SHARES

No temporary documents of title will be issued and no receipt will be issued for application monies received.

H Share certificates will only become valid at 8:00 a.m. on Friday, August 7, 2015 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination as described in the section entitled "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, August 7, 2015. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the H Shares is 3969.

# By order of the Board of Directors China Railway Signal & Communication Corporation Limited Zhou Zhiliang

Chairman

Hong Kong, August 6, 2015

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

Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).