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

**中國鐵路通信信號股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 3969)**

**POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING  
PAYMENT OF FINAL DIVIDEND  
AND  
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of annual general meeting and circular (the “**AGM Circular**”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) dated 8 April 2016. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

**Attendance at the AGM**

The Company has held the annual general meeting at 9:30 a.m. on 24 May 2016 at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC. The AGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association of the Company.

As at the date of the AGM, the Company’s issued share capital comprised a total of 8,789,819,000 Shares (including 6,821,018,000 Domestic Shares and 1,968,801,000 H Shares), which entitle the holders to attend the annual general meeting and vote for or against or abstain from voting on the resolutions (“**Resolutions**”) proposed thereat. Shareholders and proxies of shareholders attending the annual general meeting held a total of 7,113,640,022 voting Shares, representing approximately 80.930449% of the total number of Company’s voting issued Shares.

\* *For identification only.*

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

### Poll Results of the AGM

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

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Report of the Board for 2015	7,113,640,022 (100%)	0 (0%)	0 (0%)
2.	Report of the Board of Supervisors for 2015	7,113,640,022 (100%)	0 (0%)	0 (0%)
3.	Final Financial Accounts for 2015	7,113,640,022 (100%)	0 (0%)	0 (0%)
4.	Audited Financial Statements for 2015	7,113,640,022 (100%)	0 (0%)	0 (0%)
5.	Profits Distribution Plan for 2015	7,113,640,022 (100%)	0 (0%)	0 (0%)
6.	Remuneration Plan for Independent Directors for 2016	7,113,640,022 (100%)	0 (0%)	0 (0%)
7.	Re-appointment of International Auditor and Domestic Auditor	7,113,640,022 (100%)	0 (0%)	0 (0%)
Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
8.	Amendments to the Articles of Associations	7,113,640,022 (100%)	0 (0%)	0 (0%)
9.	General Authorization for the Issuance of Onshore and Offshore Debt Financing Instruments	7,113,640,022 (100%)	0 (0%)	0 (0%)
10.	General Mandate for the Issuance of Shares	7,051,200,199 (99.122252%)	62,439,823 (0.877748%)	0 (0%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the Resolutions numbered 1 to 7, these Resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the Resolutions numbered 8 to 10, these Resolutions were duly passed as special resolutions.

### **Payment of Final Dividend**

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

The Company will distribute final dividend for the period from July 2015 to December 2015 to the Shareholders, whose names appear on the register of members of the Company on Thursday, 2 June 2016, a cash dividend of RMB0.025 (tax inclusive) per share. The 2015 final dividend to be distributed will be denominated and announced in RMB, of which domestic shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be calculated in accordance with the average forex median price (i.e. RMB0.843026667 = HK\$1.00) published by the People's Bank of China for the three working days before the AGM (i.e. from 20 May 2016 to 24 May 2016). Accordingly, the dividend payable for each share is HK\$0.02965505 (tax inclusive).

In order to determine the entitlements of the H Shareholders to receive final dividend, the register of members will be closed from Saturday, 28 May 2016 to Thursday, 2 June 2016 (both days inclusive), during which period no transfer of the H Shares will be effected. To be qualified to receive the above final dividend, the holder of H Shares of the Company must lodge the instruments of transfer with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 27 May 2016.

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

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

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

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules and the requirements under the Notice on the Issues Concerning Withholding and Payment of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation (國家稅務總局《關於中國居

民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes the final dividend to overseas non-resident enterprise holders of H Shares (including any H Shares of the Company registered in the name of HKSCC Nominees Limited, but excluding any H Shares of the Company registered in the name of HKSCC Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee shareholder on behalf of investors who invest in the H Shares of the Company through Southbound Trading).

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

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

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the final dividend;
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the final dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Notice. Qualified shareholders please submit in time a letter of entrustment and all application materials as required under the Tax Notice to the Company's H Share registrar,

Computershare Hong Kong Investor Services Limited. The Company will then submit the above documents to the competent tax authorities and, after their examination and if and when approved, the Company will assist in refunding the excess amount of tax withheld and paid;

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the final dividend; and
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the final dividend.

***Final dividend income tax applicable to shareholders in Mainland China investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect***

*Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Shanghai-Hong Kong Stock Connect*

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

*No Withholding and Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Shanghai-Hong Kong Stock Connect*

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

The record date and the date of distribution of cash dividend and other arrangements for the investors of Shanghai-Hong Kong Stock Connect will be the same as those for the H Shareholders of the Company.

Should the H Shareholders of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

The Company will determine the identity of the H Shareholders based on the registered address as recorded in the register of members of the Company on Thursday, 2 June 2016. Shareholders of the Company should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the H Share register as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

For H Shareholders of the Company, the Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the final dividend declared by the Company on behalf of the H Shareholders.

The final dividend will be paid by the Receiving Agent and the final dividend warrants will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the dividend at their own risk on or about 30 June 2016.

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

References are made to the announcement dated 28 March 2016 of the Company and the AGM Circular in relation to the amendments of the Articles of Associations as a result of a new requirement by the State Council to include general party building requirements into the articles of association of state-owned enterprises. Such amendments stated below primarily cover specifications of establishment of party organization, allocation of personnel handling party affairs, the relationship between the party member organizations and the Board and Senior Management (the “**Amendments**”). The Company hereby announces that, following the approval by shareholders at the AGM, the Amendments become effective from 24 May 2016.

The newly-added Chapter 14 as approved by Shareholders at the AGM is as follows:

#### **Chapter 14 Party Organization**

##### Article 204

According to the Constitution of the Communist Party and relevant provisions, the Company set up a Chinese communist party organization, established a work mechanism of the party and assigned personnel to handle party affairs, included the establishment of party organization and staffing of party members into the Company’s management organization and staffing, included the party organization’s work funding into the Company’s budget which is charged to the Company’s management costs. The party organization plays a core political role in the Company.

##### Article 205

For significant matters of the Company considered and decided by the Board, opinion from the Company’s party organization should be sought first. Significant operation and management matters involving the country’s macro adjustment, national development strategy and national security, the Board shall make decisions based on the discussion of the party organization.

Article 206

During the recruitment of senior management personnel, the Company's party organization shall vet and raise opinion on the candidates nominated by the Board or the General Manager. The Company's party organization may recommend nominees to the Board or the General Manager. The Company's party organization shall inspect the proposed personnel and raise opinion collectively.

After the Amendments to add Chapter 14 are made, 3 articles are added in total. The number of the articles of the revised Articles of Association increases from the original 258 to 261, and the numbering of the original Chapter 14 and articles is adjusted accordingly. The full text of the revised Articles of Association is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.crsc.cn](http://www.crsc.cn)).

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

Beijing, China  
24 May 2016

*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.*

\* *For identification only.*