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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)

ANNOUNCEMENT

**RESIGNATION OF EXECUTIVE DIRECTOR
AND
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

RESIGNATION OF EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”, and its subsidiaries, collectively the “**Group**”) announces that Ms. LI Yanqing has resigned as an executive director of the Company, the vice chairwoman of the Board and as a member of the Strategy and Investment Committee, the Nomination Committee and the Quality and Safety Committee of the Board due to having reached the age of retirement, with effect from 20 July 2016.

Ms. LI Yanqing has confirmed that, she has no disagreement with the Board in any respect and, there are no other matters in relation to her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company and the Board would like to take this opportunity to express their sincere gratitude to Ms. LI Yanqing for her valuable contribution to the Company during her tenure as an executive director of the Company.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

In accordance with the articles of association of the Company, the shareholders holding 3% or more of the shares may put up ad hoc proposals to the Company. Accordingly, China Railway Signal & Communication Corporation, the shareholder of the Company proposed to the Company, and the Board has subsequently

considered and approved to appoint Mr. FU Jianguo as an executive director of the second session of the Board and vice chairman of the Company. The appointment of Mr. FU Jianguo will be effective upon approval of the Shareholders at the first extraordinary general meeting of 2016 of the Company (the “EGM”).

The biographical details of Mr. FU Jianguo are set out as follows:

Mr. FU Jianguo, aged 52, has been a standing member of the Party Committee of CRRC Group, and an executive director and a standing member of the Party Committee of CRRC Corporation Limited (a company listed in the Stock Exchange (stock code:1766)) since May 2015. Mr. FU Jianguo served as the deputy head of Tangshan Locomotives & Rolling Stock Works (唐山機車車輛廠), head and deputy Party secretary of CSR Shijiazhuang Rolling Stock Works and deputy general manager and a standing member of the Party committee of CSR Group. He served as a vice president and a standing member of the Party Committee of CSR Corporation Limited^(Note) from December 2007 to June 2014, and an executive director and a standing member of the Party Committee of CSR Corporation Limited from June 2014 to May 2015. Mr. FU Jianguo graduated from China Europe International Business School in May 1998 with a master’s degree in business administration. Mr. FU Jianguo is a professor-level senior engineer, and possesses the senior professional manager qualification awarded by China Enterprise Confederation and China Enterprise Directors Association.

For the proposed appointment of Mr. FU Jianguo as an executive director, he will hold the office until the expiration of the second session of the Board. Subject to the requirements of the Articles of Association of the Company, he is eligible for re-election upon expiry of his term. During the tenure of office of Mr. FU Jianguo as an executive director of the Company, his remuneration will be determined in accordance with the *Resolution Regarding the Remuneration Scheme of the Directors and Supervisors of the Company*, which was considered and approved at the second Extraordinary General Meeting 2015. If the appointment of Mr. FU Jianguo is approved by the Shareholders, he will enter into a service contract with the Company upon his appointment.

Note: In June 2015, CSR Corporation Limited merged with China CNR Corporation Limited to form CRRC Corporation Limited.

Apart from those described above, as at the date of this announcement, Mr. FU Jianguo confirms that he (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and there are no other matters should be brought to the attention of the Shareholders.

Following the resignation of Ms. LI Yanqing, the number of members of each of the Strategy and Investment Committee the Nomination Committee and the Quality and Sufficiency Committee of the Board falls short of the minimum number requirement under the relevant terms of references. The Company will appoint an appropriate director as a member of the abovementioned committees of the Board as soon as practicable.

A circular which contains, inter alia, details of proposed appointment of executive director and the notice of the EGM, will be dispatched to the Shareholders in due course.

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

Beijing, the People's Republic of China
20 July 2016

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

* *For identification purpose only.*