



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)
(the "Company")
(Stock Code: 3969)

PROXY FORM FOR THE 2016 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON 6 SEPTEMBER 2016 OR ANY ADJOURNMENT THEREOF

| | |
|--|-----------------|
| Number of shares in respect of the form of proxy <i>(Note 1)</i> | Domestic shares |
| | H shares |

I/We *(Note 2)*, _____ of _____ (address) being the holder(s) of _____ Domestic Share(s)/H Share(s) *(Note 3)* (RMB1.00 per share) of the Company, hereby appoint the Chairman of the Meeting or _____ *(Note 4)* (name) of _____ (address) as my/our proxy to attend and vote for me/us and on my/our behalf at the 2016 first extraordinary general meeting (the "EGM") to be held at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC at 9:30 a.m. on Tuesday, 6 September 2016 or any adjournment thereof as indicated hereunder in respect of the resolution set out in the notice of the EGM dated 22 July 2016. In the absence of any indication, the proxy may vote at his/her own discretion.

| | ORDINARY RESOLUTION | For <i>(Note 5)</i> | Against <i>(Note 5)</i> | Abstain <i>(Note 5)</i> |
|----|--|---------------------|-------------------------|-------------------------|
| 1. | Appointment of Mr. Fu Jianguo as an executive Director | | | |

Date: _____ 2016 Signature(s) *(Note 6)*: _____

Notes:

- Please insert the number of shares registered in your name(s) relating to this form of proxy. If the number is inserted, this form of proxy will be deemed to relate only to those shares. If the number is not inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **block letters**.
- Please insert the number of shares of the Company registered in your name(s) and delete as inappropriate.
- If any proxy other than the Chairman of the Meeting of the Company is preferred, please cross out the words "**the Chairman of the Meeting, or**" and insert the name(s) of the proxy(ies) desired in the spaces provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- Important:** If you wish to vote for any resolution, please tick the appropriate box marked "For" or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked "Against" or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "Abstain" or insert the relevant number of shares. If no direction is given, your proxy may vote at his/her own discretion. The share abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy may be signed by any of such joint holders.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be lodged to the Company's Board of Directors' office at B 49 Xisihuan South Road, Fengtai District, Beijing, PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) no later than 24 hours before the time appointed for the EGM or any adjournment thereof.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company and who entitle to vote in respect of such Shares, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of such Shares.
- You are reminded that completion and return of the form of proxy 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