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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**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 accompanying proxy form and the reply slip 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).

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**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)**

**APPOINTMENT OF MR. FU JIANGUO AS AN EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at 9:30 a.m. on Tuesday, 6 September 2016 at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it 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. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. If you propose to attend the EGM in person or by proxy, you are requested to complete the enclosed reply slip in accordance with the instruction printed thereon and return the same on or before Wednesday, 17 August 2016.

\* *For identification purpose only*

22 July 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“EGM”	the first extraordinary general meeting of the Company for the year 2016 to be convened and held
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	China Railway Signal & Communication Corporation Limited*
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, to be subscribed for and traded in HK dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 July 2016, 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
“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
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules

\* For identification purpose only

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## LETTER FROM THE BOARD

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**CRSC**

**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:*

Mr. ZHOU Zhiliang

*Executive Director:*

Mr. YIN Gang

*Independent non-executive Directors:*

Mr. WANG Jiajie

Mr. SUN Patrick

Mr. CHEN Jin'en

Mr. GAO Shutang

*Registered Address:*

B 49 Xisihuan South Road

Fengtai District

Beijing, PRC

*Principal place of business in the PRC:*

CRSC Building

1 Compound, Automobile Museum

Nansihuan West Road

Fengtai District

Beijing, PRC

*Principal place of business  
in Hong Kong:*

18th Floor, Tesbury Centre

28 Queen's Road East

Wan Chai

Hong Kong

*To the Shareholders*

### **APPOINTMENT OF MR. FU JIANGUO AS AN EXECUTIVE DIRECTOR**

#### **I. INTRODUCTION**

The Company intends to hold the EGM at 9:30 a.m. on Tuesday, 6 September 2016 at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC. The notice to convene the EGM has been dispatched on 22 July 2016, and is set out on pages 6 to 7 of this circular.

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

\* For identification purpose only

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE RESOLVED AT THE EGM

#### ORDINARY RESOLUTION

##### 1. APPOINTMENT OF MR. FU JIANGUO AS AN EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. Fu Jianguo as an executive Director.

Reference is made to the announcement of the Company dated 20 July 2016 in relation to the proposed appointment of Mr. Fu Jianguo as an executive Director and the Vice Chairman. After the nomination from China Railway Signal & Communication Corporation, our Shareholder, and the consideration and approval from the Board, the Company proposes to appoint Mr. Fu Jianguo as an executive Director and the Vice Chairman of the second session of the Board. The appointment of Mr. Fu Jianguo will be effective upon the approval at 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<sup>(Note)</sup> 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 the 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.

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## LETTER FROM THE BOARD

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Apart from those described above, as at the Latest Practicable Date, 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 Listing Rules, and there are no other matters should be brought to the attention of the Shareholders.

### III. THE EGM AND VOTING METHOD

A notice convening the EGM to be held at 9:30 a.m. on Tuesday, 6 September 2016 at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange and the Company.

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it 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. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. H Shareholders who wish to attend the EGM in person or by proxy are requested to complete the reply slip and return the same, by hand or by fax or by post, 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 on or before Wednesday, 17 August 2016.

Pursuant to Rules 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions 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 Saturday, 6 August 2016 to Tuesday, 6 September 2016 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents 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 Friday, 5 August 2016.

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## LETTER FROM THE BOARD

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### V. RECOMMENDATION

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

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

22 July 2016

\* *For identification purpose only*

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## NOTICE OF 2016 FIRST EGM

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**CRSC**

**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)**

### **NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the EGM of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 6 September 2016 at Meeting Room 1, Building B, CRSC Building, 1 Compound, Automobile Museum, Nansihuan West Road, Fengtai District, Beijing, PRC for the purpose of considering, among others, and if thought fit, passing the following resolution (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 22 July 2016.

#### **Ordinary Resolution**

1. Appointment of Mr. Fu Jianguo as an executive Director

Details of the above resolution is set out in the circular of the Company dated 22 July 2016.

By order of the Board

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

**ZHOU Zhiliang**

*Chairman*

Beijing, the PRC, 22 July 2016

*Notes:*

- (A) The register of members will be closed from Saturday, 6 August 2016 to Tuesday, 6 September 2016 (both days inclusive), during which period no transfer of the H Shares will be effected. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Tuesday, 6 September 2016 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 Friday, 5 August 2016.

\* *For identification purpose only*



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## NOTICE OF 2016 FIRST EGM

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- (B) Holders of H Shares intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post 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 holders of H Shares on or before Wednesday, 17 August 2016.
- (C) 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 need 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.
- (D) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his 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.
- (E) 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 (D) 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 not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so desires.
- (F) A Shareholder or his 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.
- (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.