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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**  
**PROPOSED APPOINTMENT OF THE MEMBERS OF**  
**THE THIRD SESSION OF THE BOARD OF DIRECTORS**  
**AND**  
**PROPOSED APPOINTMENT OF THE NON-EMPLOYEE**  
**REPRESENTATIVE**  
**SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF**  
**SUPERVISORS**

**Proposed Appointment of the Members of the Third Session of the Board of Directors**

The term of the second session of the board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) expired on 21 May 2018. Members of the second session of the Board of the Company shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the articles of association of the Company (the “**Articles of Association**”) until the members of the third session of the Board of the Company take office. The following is the list of candidates for the members of the third session of the Board nominated by the nomination committee of the Board and the Board:

- (1) 3 candidates for executive directors: Mr. Zhou Zhiliang, Mr. Yin Gang, Mr. Yang Yongsheng;
- (2) 4 candidates for independent non-executive directors: Mr. Wang Jiajie, Mr. Chen Jin'en, Mr. Chan Ka Keung Peter, Mr. Yao Guiqing.

The above list of candidates for the members of the third session of the Board of Directors will be proposed at the general meeting for voting, which will produce 3 executive directors and 4 independent non-executive directors. These 7 directors will compose the third session of the Board. The directors of the third session of the Board will serve for a term of three years, with effect from the date of approval at the general meeting.

The members of the committees under the Board shall be appointed by members of the third session of the Board after being elected.

The biographies of the above-mentioned candidates for the members of the third session of the Board and further details related to their appointments are set out below:

***Candidates for executive directors***

**Mr. ZHOU Zhiliang**, aged 53, has been the Company's chairman since January 2012, and is mainly responsible for overseeing the overall work of the Board and formulating the Company's strategies. Mr. Zhou has been the chairman of China Railway Signal & Communication Corporation Limited since May 2017, and was the general manager of China Railway Signal & Communication Corporation Limited from January 2012 to May 2017. Mr. Zhou was a vice president of CRCC (listed on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), stock code: 1186; listed on the Shanghai Stock Exchange, stock code: 601186) from October 2007 to January 2012, during which Mr. Zhou served as the chairman of China Railway Construction Investment Group Co., Ltd. (中國鐵建投資有限公司) from March 2011 to January 2012. From December 2004 to October 2007, Mr. Zhou was a deputy general manager of China Railway Construction Corp. (中國鐵道建築總公司). From November 2001 to December 2004, Mr. Zhou was the director of China Railway No.4 Survey & Design Group Co., Ltd. (鐵道部第四勘察設計院). From January 2000 to November 2001, Mr. Zhou served as the chairman of Labor Union of China Railway No.4 Survey & Design Group Co., Ltd. From November 1996 to January 2000, Mr. Zhou served as the director at No.2 Railway Survey and Design Department (第二勘測設計處) of China Railway No.4 Survey & Design Group Co., Ltd..

Mr. Zhou graduated from China University of Mining & Technology (中國礦業學院) in July 1985 with a bachelor's degree in engineering and majored in hydrogeology and engineering geology, and from Tsinghua University School of Economic and Management with an EMBA degree in January 2008. In December 2010, Mr. Zhou was conferred the title of Professor of Engineering by Technological Qualification Review Committee for Senior Engineers of CRCC (中國鐵建股份有限公司工程系列正高級專業技術職務任職資格評審委員會). Mr. Zhou was elected as the deputy

managing director of the China Railway Society (中國鐵道學會) in January 2017, as a representative of the 15<sup>th</sup> Beijing Municipal People's Congress in November 2017, and as a director of the Communication and Signal Branch of the China Railway Society (中國鐵道學會通信信號分會) in June 2018.

**Mr. YIN Gang**, aged 55, has been appointed as an executive director and president of the Company since May 2015, and is mainly responsible for overseeing the management of the Company's daily production and operations. From December 2010 to May 2015, Mr. Yin was a vice president of the Company, during which, Mr. Yin served as the chairman of Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd. (北京全路通信信號研究設計院集團有限公司) from January 2012 to November 2012 and as the Board secretary of the Company from April 2011 to May 2013. Mr. Yin has been the general manager of China Railway Signal & Communication Corporation Limited since May 2017. From August 2001 to May 2015, Mr. Yin was the deputy general manager of China Railway Signal & Communication Corporation Limited. From December 1996 to August 2001, Mr. Yin successively served as deputy general manager and the general manager of Shenyang Railway Signal Factory (瀋陽鐵路信號工廠) (the predecessor of Shenyang Railway Communication Co., Ltd. (瀋陽鐵路信號有限責任公司)).

Mr. Yin graduated from Dalian Railway Institute (大連鐵道學院) in July 1983, with a bachelor's degree in engineering and majored in metal material and heat treatment. In December 1999, he was conferred the title of senior engineer by the Qualification Review Committee for Senior Engineering Technical Position of China Railway Signal & Communication Company. Mr. Yin was elected as the deputy managing director of China Association of Railway Engineering Construction (中國鐵道工程建設協會) in December 2017 and as the president of China Chamber of International Commerce (中國國際商會) in February 2018.

**Mr. YANG Yongsheng**, aged 49, has been the adjunct professor of China Business Executives Academy, Dalian since June 2018. He has been the extramural tutor of the Executive Education of School of Economics Peking University since November 2017. He has been the deputy secretary of the Party Committee of China Railway Signal & Communication Corporation Limited since July 2017. Mr. Yang was the secretary of the Party Committee and the chairman of China Urban and Rural Construction Group Ltd. (中國城鄉建設集團有限公司) from April 2017 to August 2017. From February 2016 to April 2017, Mr. Yang was the Party secretary to the disciplinary committee and vice chairman of China Road & Bridge Corporation. From December 2010 to February 2016, Mr. Yang served in several positions in China Communications Construction Company Limited, including serving as the deputy director of the general office, the general manager of the human resources department, the general manager of the human resources department, the head of the

organizational department of the Party Committee, the executive vice president of the management college and the executive deputy principal of the party school. Mr. Yang has been the vice director of the general manager department of Sinohydro Group Ltd. from March 2010 to December 2010. From July 1988 to July 2006, Mr. Yang served in several positions in No.5 Bureau of Sinohydro, including serving as the principal of the staff children secondary school, the director of the education department, the director of the human resources department, the head of the organizational department of the Party Committee, the director of the system reform office, vice director and the chief economist.

Mr. Yang graduated from ISCTE Lisbon University Institute of Portugal in May 2012, with a doctor's degree in management. Mr. Yang is a professor level senior economist and a senior engineer. He has published "From Competitiveness to Core Competitiveness" (China Development Press) and he is an expert entitled to Government Special Allowance by the State Council of the People's Republic of China (the "PRC").

#### *Candidates for independent non-executive directors*

**Mr. WANG Jiajie**, aged 67, has been the Company's independent non-executive director since May 2015, and is mainly responsible for providing advice with regard to corporate governance, connected transactions, the Company's business strategies, nomination of the directors and senior management of the Company and auditing and risk management. Mr. Wang is currently the arbitrator of China International Economic and Trade Arbitration Commission and the arbitrator of Beijing Arbitration Commission. Before joining the Company, Mr. Wang served in several positions in China General Technology (Group) Holding Co., Ltd. (中國通用技術(集團)控股有限責任公司), including serving as its general counsel from December 2004 to December 2010 and as the general manager of its legal department from July 1999 to December 2004. Mr. Wang also served in several positions in China National Technical Imp. & Exp. Corp. (中國技術進出口總公司), including serving as the general manager of its legal department from November 1998 to July 1999; and the vice general manager of its legal department from December 1991 to November 1998.

Mr. Wang graduated from the law school of Renmin University of China (中國人民大學) with a master's degree in laws in July 1987 and from the legal department of the second campus of Renmin University of China with a bachelor's degree in law in February 1983.

**Mr. CHEN Jin'en**, aged 63, has been the independent non-executive director since May 2015, and is mainly responsible for providing advice with regard to corporate governance, connected transactions, the Company's business strategies, nomination and remuneration of the directors and senior management of the Company. Before joining the Company, from March 2010 to August 2013, Mr. Chen was the vice chairman of China Energy Conservation and Environmental Protection Group (中國節能環保集團公司). Mr. Chen served as a non-executive director of Billion Industrial Holdings Limited (listed on the Stock Exchange, stock code: 2299) from September 2012 to March 2013. Mr. Chen also served several positions in China Energy Conservation Investment Co., Ltd. (中國節能投資公司), including serving as its deputy general manager from October 2004 to March 2010, its vice chairman from September 2001 to October 2004. From November 2000 to September 2001, Mr. Chen was the head of the working department of the supervisory committee of Central Work Committee for Enterprises (中央企業工委). From August 1998 to November 2000, Mr. Chen was the deputy director of General Administration Office of Special Inspector of Ministry of Personnel (人事部稽查特派員總署辦公室). From July 1988 to August 1998, Mr. Chen served as a deputy director, director and assistant supervisor of the Department of Title of Ministry of Personnel (人事部職稱司).

Mr. Chen graduated from City University of Macau with a master's degree in business administration in July 2000, and from Nanjing University of Aeronautics and Astronautics (南京航空航天大學), majoring in aircraft design in July 1978.

**Mr. CHAN Ka Keung, Peter**, aged 67, has been the independent non-executive director of Metallurgical Corporation of China Ltd (listed on the Stock Exchange, stock code: 1618; listed on the Shanghai Stock Exchange, stock code: 601618). He was the independent non-executive director of CRRC Corporation Limited (listed on the Stock Exchange, stock code: 1766; listed on the Shanghai Stock Exchange, stock code: 601766) from May 2015 to May 2018. Mr. Chan served as a senior assistant of the Assurance Department, manager of the Tax Department and senior manager of China Service Department in Ernst & Young and the chief financial officer of Dransfield Group. Mr. Chan served as a Beijing based partner, a Beijing-based managing partner of Tax and Investment Advisory Service Department and a Beijing-based managing partner of the NPA Transaction Advisory Service Department of Ernst & Young from January 1994 to December 2008. He served as a member of the executive committee of Hong Kong Chamber of Commerce in China, and served as the chairman of Hong Kong Chamber of Commerce in China in 2000 and 2003.

Mr. Chan graduated from The Hong Kong Polytechnic majoring in accounting. He is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants of UK, an associate member of the Institute of Chartered Secretaries and Administrators of UK and a member of CPA Australia.

**Mr. YAO Guiqing**, aged 63, served in several positions in China Railway Engineering Corporation from February 1990 to December 2017, including serving as its chairman of the labour union, employee representative director, general manager, director and vice general manager. From September 2007 to October 2017, Mr. Yao served in several positions in China Railway Group Limited (listed on the Stock Exchange, stock code: 390; listed on the Shanghai Stock Exchange, stock code: 601390), including serving as its vice president, chairman of the supervisory committee, vice chairman and chairman of the labour union; and he served as its executive director from August 2010 to June 2017. Mr. Yao was the deputy secretary of the Party Committee of China Railway Construction Engineering Group\* (中鐵建廠工程局) from February 2000 to February 2001. From December 1971 to February 1990, Mr. Yao served in several positions in Engineering No.3 Bureau of the Ministry of Railway\* (中國鐵道部第三工程局), including serving as its head of the organizational department of the committee of the Communist Youth League of China and the secretary to the committee of the Communist Youth League of China.

Mr. Yao graduated from Party School of the Central Committee of the Communist Party of China as an on-the-job graduate in economic management. Mr. Yao is a senior economist.

### ***Summary***

Pursuant to the Articles of Association, the directors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Associations. If Mr. Zhou Zhiliang, Mr. Yin Gang, Mr. Yang Yongsheng, Mr. Wang Jiajie, Mr. Chen Jin'en, Mr. Chan Ka Keung Peter and Mr. Yao Guiqing are appointed as the directors of the third session of the Board, each of them will enter into a service contract with the Company respectively. Remuneration of the directors during their term of service is determined based on the remuneration policy of the Company at the general meeting or by the Board as authorised at the general meeting.

Save as disclosed above, as of the date of this announcement, each candidate for the directors of the third session of the Board 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 SFO; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company 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 (the “**Listing Rules**”), and there are no other matters should be brought to the attention of the shareholders of the Company or the Stock Exchange.

### **Proposed Appointment of the Non-Employee Representative Supervisors of the Third Session of the Board of Supervisors**

The term of the second session of the board of supervisors of the Company (the “**Board of Supervisors**”) expired on 21 May 2018. Members of the second session of the Board of Supervisors of the Company shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the third session of the Board of Supervisors of the Company take office. The following is the list of candidates for the non-employee representative supervisors of the third session of the Board of Supervisors nominated by the Board of Supervisors:

- (1) 1 candidate for shareholder representative supervisor: Ms. Tian Liyan;
- (2) 1 candidate for external supervisor: Mr. Wu Zuowei.

The above list of candidates for the non-employee representative supervisors of the third session of the Board of supervisors will be proposed at the general meeting for voting, which will produce 1 shareholder representative supervisor and 1 external supervisor. Together with 1 employee representative supervisor to be elected through employee’s democratic election, these 3 supervisors will compose the third session of the Board of Supervisors. Further announcement will be made on the information of the employee representative supervisor of the Company. The supervisors of the third session of the Board of Supervisors will serve for a term of three years, with effect from the date of approval at the general meeting.

The biographies of the above-mentioned candidates for the non-employee representative supervisors of the third session of the Board of Supervisors and further details related to their appointments are set out below:

#### ***Candidate for shareholder representative supervisor***

**Ms. TIAN Liyan**, aged 44, has been appointed as the chairwoman of the Board of Supervisors of the Company since May 2015, and is mainly responsible for overall

work of the Board of Supervisors, organizing and supervising the management and the Board and making relevant suggestions. Ms. Tian has been the general counsel of the Company since September 2017. Ms. Tian has served several positions in Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd., including serving as its general counsel from August 2013 to July 2015, as one of its directors from February 2012 to July 2015 and as its chief accountant from February 2007 to July 2015. Ms. Tian has also been a director of Thales Transport Automation Control Systems (Beijing) Co., Ltd. (北京泰雷茲交通自動化控制系統有限公司) from October 2013 to July 2015. From June 2012 to October 2013, Ms. Tian was a supervisor of Thales Transport Automation Control Systems (Beijing) Co., Ltd. From November 2005 to February 2007, Ms. Tian was a deputy chief accountant and head of the asset and finance department of the Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd.; from October 2005 to November 2005, Ms. Tian was an accountant and deputy head of the asset and finance department of Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd.; from July 1999 to October 2005, Ms. Tian was also a manager of the audit department of Deloitte Touche Tohmatsu CPA Ltd. (Beijing Branch).

Ms. Tian graduated from the accounting department of Dongbei University of Finance (東北財經大學) with a master's degree in economics in April 1997, and graduated from the accounting department of Shanxi Finance and Economics College with a bachelor's degree in economics in July 1994. Ms. Tian obtained CPA certificate in January 2000 and was qualified as a senior accountant by the Senior Accountant Specialised Technique Qualification Evaluation Committee of Government Offices Administration of the State Council of the PRC in May 2012.

#### ***Candidate for external supervisor***

**Mr. WU Zuowei**, aged 40, has been the head of the Asset Management Division of the Capital Operation Management Department of China Reform Holdings Corporation Ltd.\* (中國國新控股有限責任公司) since February 2018. Mr. Wu served as a senior manager of the Asset Management Department (subsequently renamed as the Capital Operation Management Department) of China Reform Holdings Corporation Ltd.\* from August 2012 to February 2018. He was a senior manager of the Asset Management Department (subsequently renamed as the Capital Operation Management Department) of China Reform Holdings Corporation Ltd.\* from August 2012 to February 2018. He served as the deputy head of the operation planning department of Zhongbing Optoelectronics Technology Co., Ltd.\* (中兵光電科技股份有限公司) (now known as North Navigation Control Technology Co., Ltd. \* (中國兵器北方導航控制技術股份有限公司) and listed on the Shanghai Stock Exchange,



Stock Code: 600435) from May 2009 to March 2011. He served as a technician of the technology institute, a staff of the technical reform office, a staff of the development planning department, the deputy head of the asset management department, the deputy head of the asset operation department and the deputy head of the operation planning department of Beijing Huabei Optical Instrument Co., Ltd.\* (北京華北光學儀器有限公司) successively from July 2002 to May 2009.

Mr. Wu graduated from Beijing Institute of Technology in July 2002 with a bachelor's degree in engineering and majored in mechanical engineering and automation, and graduated from University of Science and Technology Beijing in June 2009 with a master's degree in engineering and majored in project management. Mr. Wu was accredited as a senior engineer in December 2011.

### ***Summary***

Pursuant to the Articles of Association, the supervisors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Associations. If Ms. Tian Liyan is appointed as the shareholder representative supervisor of the third session of the Board of Supervisors of the Company, she will enter into a service contract with the Company, and her remuneration during the term of supervisor will be determined based on the remuneration policy of the Company at the general meeting or by the Board as authorised at the general meeting. If Mr. Wu Zuowei is appointed as the external supervisor of the third session of the Board of Supervisors of the Company, he will enter into a service contract with the Company, and he will not receive any remuneration from the Company during the term of supervisor.

Save as disclosed above, as of the date of this announcement, each candidate for the non-employee representative supervisors of the third session of the Board of Supervisors confirms that he/she (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 SFO; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company 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 of the Company or the Stock Exchange.

A circular which contains, inter alia, details of the proposed appointment of the members of the third session of the Board of Directors and the proposed appointment of the non-employee representative supervisors of the third session of the Board of Supervisors and the notice of the general meeting, will be dispatched to the shareholders of the Company in due course.

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

Beijing, PRC  
9 July 2018

*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 only.*