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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 2018 FIRST EXTRAORDINARY GENERAL MEETING
APPOINTMENT OF MEMBERS OF THE THIRD SESSION OF THE BOARD
OF DIRECTORS AND THE THIRD SESSION OF THE BOARD OF
SUPERVISORS
APPOINTMENT OF MEMBERS OF THE COMMITTEES UNDER THE
THIRD SESSION OF THE BOARD OF DIRECTORS
ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS AND
CHAIRMAN OF THE BOARD OF SUPERVISORS**

References are made to the notice and the circular (“**Circular**”) of the 2018 first extraordinary general meeting (the “**EGM**”) dated 13 July 2018 of China Railway Signal & Communication Corporation Limited* (the “**Company**”). Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as those defined in the Circular.

ATTENDANCE AT THE EGM

The Company held the EGM at 9:00 a.m. on 28 August 2018 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The EGM was held pursuant to the requirements of the Company Law of the PRC and the Articles of Association.

As at the date of the EGM, 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 entitled the holders to attend the EGM and vote for or against or

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abstain from voting on the resolutions proposed thereat (the “**Resolutions**”). Shareholders and proxies of Shareholders attending the EGM held a total of 7,176,260,170 voting Shares, representing approximately 81.642866% of the total number of the Company’s issued voting Shares.

None of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions. There were no Share entitling the holders to attend the EGM but had to abstain from voting in favour of any of the Resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has indicated in the Circular that they intended to vote against or to abstain from voting on any of the 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 the scrutineer for the vote-taking at the EGM. Two representatives from the Shareholders and one Supervisor also acted as scrutineers for the vote-taking and vote-tabulation.

VOTING AT THE EGM

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

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the appointment of the members of the third session of the Board of Directors of the Company			
1.1	To appoint Mr. Zhou Zhiliang as an executive Director of the third session of the Board of the Company	7,165,336,090 (99.847775%)	6,398,080 (0.089156%)	4,526,000 (0.063069%)
1.2	To appoint Mr. Yin Gang as an executive Director of the third session of the Board of the Company	7,172,110,170 (99.942170%)	0 (0.000000%)	4,150,000 (0.057830%)
1.3	To appoint Mr. Yang Yongsheng as an executive Director of the third session of the Board of the Company	7,171,420,170 (99.932555%)	685,000 (0.009546%)	4,155,000 (0.057899%)
1.4	To appoint Mr. Wang Jiajie as an independent non-executive Director of the third session of the Board of the Company	7,171,465,170 (99.933182%)	645,000 (0.008988%)	4,150,000 (0.057830%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.5	To appoint Mr. Chen Jin'en as an independent non-executive Director of the third session of the Board of the Company	7,170,485,170 (99.919526%)	1,620,000 (0.022575%)	4,155,000 (0.057899%)
1.6	To appoint Mr. Chan Ka Keung Peter as an independent non-executive Director of the third session of the Board of the Company	7,172,105,170 (99.942101%)	0 (0.000000%)	4,155,000 (0.057899%)
1.7	To appoint Mr. Yao Guiqing as an independent non-executive Director of the third session of the Board of the Company	7,172,105,170 (99.942101%)	0 (0.000000%)	4,155,000 (0.057899%)
2.	To consider and approve the appointment of the non-employee representative Supervisors of the third session of the Board of Supervisors of the Company			
2.1	To appoint Ms. Tian Liyan as a Shareholder representative Supervisor of the third session of the Board of Supervisors of the Company	7,172,105,170 (99.942101%)	0 (0.000000%)	4,155,000 (0.057899%)
2.2	To appoint Mr. Wu Zuowei as an external Supervisor of the third session of the Board of Supervisors of the Company	7,172,105,170 (99.942101%)	0 (0.000000%)	4,155,000 (0.057899%)
3.	To consider and approve the 2018 Remuneration Plan for the Proposed New Independent Non-Executive Directors	7,172,105,170 (99.942101%)	0 (0.000000%)	4,155,000 (0.057899%)

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

APPOINTMENT OF MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS AND THE THIRD SESSION OF THE BOARD OF SUPERVISORS

Upon approval by the Shareholders at the EGM, the Board of Directors is pleased to announce that, with effect from 28 August 2018, (i) Mr. Zhou Zhiliang, Mr. Yin Gang and Mr. Yang Yongsheng were appointed as executive Directors of the third session of the Board of Directors, respectively; and (ii) Mr. Wang Jiajie, Mr. Chen Jin'en, Mr. Chan Ka Keung Peter and Mr. Yao Guiqing were appointed as independent non-executive Directors of the third session of the Board of Directors, respectively.

Besides, Mr. Sun Patrick and Mr. Gao Shutang, both members of the second session of the Board of Directors, have no intention for re-election upon expiry of their term of office as a Director. In this respect, with effect from 28 August 2018, Mr. Sun Patrick shall cease to take any role as an independent non-executive Director, the chairman of the Audit and Risk Management Committee and a member of the Remuneration and Evaluation Committee of the Company, while Mr. Gao Shutang shall cease to take any role as an independent non-executive Director, the chairman of the Remuneration and Evaluation Committee, a member of the Strategy and Investment Committee, a member of the Audit and Risk Management Committee and a member of the Quality and Safety Committee of the Company, with effect from 28 August 2018. Each of Mr. Sun Patrick and Mr. Gao Shutang has confirmed that they have no disagreement with the Board of Directors in any respect and, there are no other matters in relation to their resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

Upon approval by the Shareholders at the EGM, the Board of Directors is pleased to announce that, with effect from 28 August 2018, (i) Ms. Tian Liyan was appointed as the Shareholder representative Supervisor of the third session of the Board of Supervisors; and (ii) Mr. Wu Zuowei was appointed as the external Supervisor of the third session of the Board of Supervisors. Meanwhile, upon approval by the employee representatives' general meeting held on 28 August 2018, Mr. Chen Shikui was appointed as employee representative Supervisor of the third session of the Board of Supervisors, with effect from 28 August 2018.

Besides, Ms. Zhao Xiumei, a member of the second session of the Board of Supervisors, has no intention for re-election upon completion of her term of office as a Supervisor. Ms. Zhao Xiumei shall cease to take any role as an employee representative Supervisor, with effect from 28 August 2018. Ms. Zhao Xiumei has confirmed that she has no disagreement with the Board of Supervisors 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 or the Stock Exchange.

Pursuant to the Articles of Association, the Directors and Supervisors serve for a term of three years for each session, and subject to the provisions of the Articles of Association, they are eligible for re-election upon completion of their term of office. 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 will respectively enter into a service contract of directors with the Company. Ms. Tian Liyan, Mr. Wu Zuowei and Mr. Chen Shikui will respectively enter into a service contract of supervisors with the Company. Their remuneration during the term of office shall be determined by the Shareholders' general meeting or by the Board of Directors under authorisation by the Shareholders' general meeting in accordance with the remuneration policy of the Company. The relevant amounts for 2018 will be disclosed in the 2018 annual report of the Company.

The biographical details of the members of the third session of the Board of Directors and the non-employee representative Supervisors of the third session of the Board of Supervisors and the details of other information in respect of their appointments were set out in the Circular. As of the date of this announcement, there is not any change in respect of those information.

The biographical details of the employee representative Supervisor of the third session of the Board of Supervisors, and the details of other information in respect of his appointment are set out below:

Mr. Chen Shikui, aged 43, has been the head of the legal compliance department of the Company since July 2018. Mr. Chen has been a director of CRSC Construction Group Co., Ltd. (通號建設集團有限公司) since August 2016. He also served as the director of CRSC Communication & Information Group Company Ltd. (通號通信信息集團有限公司) since February 2016 and the supervisor of CRSC (Zhengzhou) Electrification Bureau Co., Ltd. (通號(鄭州)電氣化局有限公司) since May 2015. From November 2015 to July 2018, Mr. Chen worked as the deputy head of the legal affairs department of the Company, and from January 2010 to November 2015, Mr. Chen served in several positions in Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd. (北京全路通信信號研究設計院有限公司), including deputy general counsel, head of legal archives of the enterprise development and legal affairs department and head of enterprise development and legal affairs department. In the meantime, from August 2013 to November 2015, he was an assistant in the legal affairs department of the Company. From July 2007 to January 2010, he served as the assistant economist and economist of the eastern China region operation & command department of China Railway 22nd Bureau Group Co., Ltd. From May 1997 to September 2004, Mr. Chen worked in the People's Court of Heze City, Shandong Province and the People's Court of Mudan District, Heze City, Shandong Province.

Mr. Chen graduated from Southwest University of Political Science & Law in July 2007 and obtained a master's degree in laws with major studies in criminal law.

Save as disclosed above, as of the date of this announcement, Mr. Chen confirmed that: (i) he has not held any other directorships in any listed companies in Hong Kong or overseas during the preceding three years, nor any other positions within the Group; (ii) he does not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) he does not have any interests in the Shares of the Company or its associated corporations (as defined in Part XV of the SFO); and (iv) there are no other matters relating to his appointment required to be brought to the attention of the Shareholders, nor any information was required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters required to be brought to the attention of the Shareholders or the Stock Exchange.

APPOINTMENT OF MEMBERS OF THE COMMITTEES UNDER THE THIRD SESSION OF THE BOARD OF DIRECTORS

The Board of Directors is pleased to announce that, on 28 August 2018, it was resolved by the Board of Directors that the chairmen and members of each committee under the third session of the Board of Directors were appointed as follows:

Strategy and Investment Committee

Members: Mr. Zhou Zhiliang (*Chairman*), Mr. Yin Gang, Mr. Yang Yongsheng, Mr. Chen Jin'en, Mr. Yao Guiqing

Audit and Risk Management Committee

Members: Mr. Chan Ka Keung Peter (*Chairman*), Mr. Wang Jiajie, Mr. Chen Jin'en

Nomination Committee

Members: Mr. Zhou Zhiliang (*Chairman*), Mr. Wang Jiajie, Mr. Yao Guiqing

Remuneration and Evaluation Committee

Members: Mr. Chen Jin'en (*Chairman*), Mr. Chan Ka Keung Peter, Mr. Yao Guiqing

Quality and Safety Committee

Members: Mr. Yin Gang (*Chairman*), Mr. Wang Jiajie, Mr. Yao Guiqing

ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHAIRMAN OF THE BOARD OF SUPERVISORS

The Board of Directors is pleased to announce that, on 28 August 2018, it was resolved by the Board of Directors that Mr. Zhou Zhiliang was elected as the Chairman of the third session of the Board of Directors of the Company.

The Board of Directors is also pleased to announce that, on 28 August 2018, it was resolved by the Board of Supervisors that Ms. Tian Liyan was elected as the chairwoman of the third session of the Board of Supervisors of the Company.

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

Beijing, the PRC
28 August 2018

As at the date of this announcement, the executive Directors are Mr. ZHOU Zhiliang, Mr. YIN Gang and Mr. YANG Yongsheng, and the independent non-executive Directors are Mr. WANG Jiajie, Mr. CHEN Jin'en, Mr. CHAN Ka Keung Peter and Mr. YAO Guiqing.

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