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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)**

## **NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held on Monday, 15 April 2019 immediately following the conclusions of the 2019 first extraordinary general meeting of the Company and the 2019 first domestic shareholders class meeting of the Company (or any adjournment thereof) at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the People’s Republic of China (the “**PRC**”) for the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications).

### **Special Resolutions**

1. To consider and approve the resolution on the plan of initial public offering of A shares of the Company, including the followings:
  - 1.1 Type of shares to be issued and par value
  - 1.2 Numbers of A shares to be issued
  - 1.3 Target subscribers
  - 1.4 Method of issuance
  - 1.5 Method of pricing
  - 1.6 Place of listing of shares
  - 1.7 Underwriting fees
  - 1.8 Valid period of the resolutions
2. To consider and approve the resolution on the authorisations to the board of directors of the Company to deal with matters in relation to the initial public offering and listing of A shares

The details of the above resolutions will be set out in the circular to be issued by the Company in due course.

\* *For identification purpose only*

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

Beijing, the PRC, 1 March 2019

*Notes:*

- (A) The H share register of members will be closed from Saturday, 16 March 2019 to Monday, 15 April 2019 (both days inclusive), during which period no transfer of the H shares will be effected. H shareholders of the Company whose names appear on the register of H shares of the Company kept at Computershare Hong Kong Investor Services Limited on Monday, 15 April 2019 are entitled to attend and vote at the H Shareholders Class Meeting following completion of the registration procedures. To qualify for attendance and voting at the H Shareholders Class Meeting, 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, 15 March 2019.
- (B) H shareholders intending to attend the H Shareholders Class Meeting should complete and return the reply slip for attending the H Shareholders Class Meeting by hand, facsimile or 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 Tuesday, 26 March 2019.
- (C) Each H shareholder entitled to attend and vote at H Shareholders Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders Class Meeting on its behalf. A proxy need not be a H shareholder. With respect to any H 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 H 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 H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a H shareholder from attending and voting in person at the meeting if he so desires.
- (F) A H shareholder or his proxy should produce proof of identity when attending the H Shareholders Class Meeting. Where a H 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 H shareholder appointing such person to attend the meeting.
- (G) The H Shareholders Class Meeting is expected to last for not more than half a day. H shareholders who attend the H Shareholders Class Meeting shall bear their own travelling and accommodation expenses.

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