



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)

(the "Company")

(Stock Code: 3969)

FORM OF PROXY FOR THE 2019 FIRST H SHAREHOLDERS CLASS MEETING TO BE HELD ON 15 APRIL 2019 OR ANY ADJOURNMENT THEREOF

Number of H shares in respect of the form of proxy (Note 1)	H shares
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I/We (Note 2), _____

of _____ (address)

being the holder(s) of _____ 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 2019 first H shareholders class meeting (the "H Shareholders Class Meeting") or any adjournment thereof to be held at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the People's Republic of China 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) as indicated hereunder in respect of the resolutions set out in the notice of the H Shareholders Class Meeting dated 1 March 2019. In the absence of any indication, the proxy may vote at his/her own discretion.

	SPECIAL RESOLUTIONS	For (Note 5)	Against (Note 5)	Abstain (Note 5)
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			

Date: _____ 2019 Signature(s) (Note 6): _____

Notes:

- Please insert the number of H 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 H 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 H shares of the Company registered in your name(s).
- 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 H shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a H 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 H shares. If you wish to vote against any resolution, please tick the appropriate box marked "Against" or insert the relevant number of H shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "Abstain" or insert the relevant number of H 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 H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 24 hours before the time appointed for the H Shareholders Class Meeting 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 H Shareholders Class Meeting, either in person or by proxy, in respect of such H shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the H Shareholders Class Meeting, 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 H 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 H 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 H Shareholders Class Meeting or any adjournment thereof if you so wish.

* For identification purpose only