



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)

**REVISED 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 revised form of proxy <i>(Note 1)</i>	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 revised notice of the H Shareholders Class Meeting dated 26 March 2019. In the absence of any indication, the proxy may vote at his/her own discretion.

	SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
1.	To consider and approve the resolution on the plan of initial public offering of A shares, including the following:			
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	Use of proceeds			
1.7	Distribution plan of accumulated profits before the issuance			
1.8	Place of listing of shares			
1.9	Underwriting fees			
1.10	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, in its full discretion, matters in relation to the initial public offering and listing of A shares			
3.	To consider and approve the resolution on the use of proceeds from the initial public offering and listing of A shares and the feasibility analysis report			
4.	To consider and approve the resolution on the distribution plan of accumulated profits before the initial public offering and listing of A shares			
5.	To consider and approve the resolution on the dilution of immediate returns and the remedial measures on the initial public offering and listing of A shares			
6.	To consider and approve the resolution on the dividend distribution plan within the three years after the initial public offering and listing of A shares			
7.	To consider and approve the resolution on the proposal on stabilizing the price of A shares of the Company within the three years after the initial public offering and listing of A shares			
8.	To consider and approve the resolution on the undertakings regarding information disclosure in the prospectus published in connection with the initial public offering and listing of A shares			

Date: \_\_\_\_\_ 2019

Signature(s) *(Note 6)*: \_\_\_\_\_

*Notes:*

1. Please insert the number of H shares registered in your name(s) relating to this revised form of proxy. If the number is inserted, this revised form of proxy will be deemed to relate only to those shares. If the number is not inserted, the revised 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).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **block letters**.
3. Please insert the number of H shares of the Company registered in your name(s).
4. 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. An H shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be an H shareholder of the Company. Any alteration made to this revised form of proxy must be initialed by the person who signs it.
5. 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.
6. This revised 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 revised form of proxy may be signed by any of such joint holders.
7. To be valid, this revised 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.
8. If a shareholder has not yet returned the form of proxy for the H Shareholders Class Meeting dispatched by the Company on 1 March 2019 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
9. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - a. If no revised form of proxy is returned by the H shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the H shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders Class Meeting, including the additional proposed resolutions as set out in the revised notice of the H Shareholders Class Meeting.
  - b. If the revised form of proxy is returned by the H shareholder not less than 24 hours before the time for holding the H Shareholders Class Meeting, the revised form of proxy will be treated as a valid form of proxy lodged by the H shareholder if duly completed.
  - c. If the revised form of proxy is returned by the H shareholder after the closing time set out in the revised notice of the H Shareholders Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the H shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders Class Meeting, including the additional proposed resolutions as set out in the revised notice of the H Shareholders Class Meeting.
10. 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.
11. You are reminded that completion and return of the revised 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