



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 APRIL 2019 OR ANY ADJOURNMENT THEREOF

Number of shares in respect of the revised form of proxy <i>(Note 1)</i>	Domestic shares
	H shares

I/We *(Note 2)*, _____

of _____ (address)

being the holder(s) of _____ domestic share(s)/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 extraordinary general meeting (the "EGM") 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 (the "PRC") at 9:30 a.m. on Monday, 15 April 2019 as indicated hereunder in respect of the resolutions set out in the revised notice of the EGM 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			
9.	To consider and approve the resolution on amendments to the Articles of Association			
10.	To consider and approve the resolution on amendments to the Procedure Rules of the General Meetings			
11.	To consider and approve the resolution on amendments to the Procedure Rules of the Board of Directors			
12.	To consider and approve the resolution on amendments to the Rules of Procedure for the Supervisory Committee			

	Ordinary Resolutions	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
13.	To consider and approve the resolution on amendments to the Working Rules of the Independent Non-executive Directors			
14.	To consider and approve the resolution on formulation of the Rules on the Management of Transactions with Related Parties under the A Shares			
15.	To consider and approve the resolution on formulation of the Rules for the Management of the External Guarantee			
16.	To consider and approve the resolution on formulation of the Rules for the Management of Proceeds from A Share Offering			
17.	To consider and approve the resolution on the report on the use of proceeds raised in the previous issuance			
18.	To consider and approve the resolution on the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for the Company's initial public offering and listing of A shares			
19.	To consider and approve the resolution on the special profits distribution plan			

Date: _____ 2019

Signature(s) *(Note 6)*: _____

Notes:

- Please insert the number of 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 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 shares of the Company registered in your name(s) and delete as inappropriate.
- 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 shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this revised form of proxy must be initiated 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 shares. If you wish to vote against any resolution, please tick the appropriate box marked "Against" or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "Abstain" or insert the relevant number of 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 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.
- 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 Board of Directors' office at 20th Floor, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC (for holders of domestic shares) or 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) no less than 24 hours before the time appointed for the EGM or any adjournment thereof.
- If a shareholder has not yet returned the form of proxy for the EGM 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.
- If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - If no revised form of proxy is returned by the 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 shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional proposed resolutions as set out in the revised notice of the EGM.
 - If the revised form of proxy is returned by the shareholder not less than 24 hours before the time for holding the EGM, the revised form of proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
 - If the revised form of proxy is returned by the shareholder after the closing time set out in the revised notice of the EGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the 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 shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional proposed resolutions as set out in the revised notice of the EGM.
- In the case of joint registered holders of any shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the EGM, 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 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 shares.
- 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 EGM or any adjournment thereof if you so wish.

* For identification purpose only