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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)**

## **REVISED NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING**

**REVISED NOTICE IS HEREBY GIVEN** that the 2019 first extraordinary general meeting (the “EGM”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held at 9:30 a.m. on Monday, 15 April 2019 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, 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

\* *For identification purpose only*

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 plan 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**

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 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 of the Company for the initial public offering and listing of A shares
19. To consider and approve the resolution on the special profits distribution plan

The details of the resolutions to be proposed at the EGM and the recommendations put forward by the board of directors of the Company in relation to these resolutions are set out in the circular of the Company dated 26 March 2019.

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

Beijing, the PRC, 26 March 2019

*Notes:*

- (A) The 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 EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, 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.

The register of members will be closed from Friday, 19 April, 2019 to Wednesday, 24 April 2019 (both days inclusive), during which period no transfer of the H shares of the Company will be effected. To qualify for receipt of the proposed special dividend, 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 Thursday, 18 April 2019.

- (B) H shareholders intending to attend the EGM should complete and return the reply slip for attending the EGM 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 shareholder entitled to attend and vote at the EGM may, by completing the revised form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its behalf. A proxy need not be a shareholder. With respect to any 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 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 revised 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 EGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (F) 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 EGM 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.
- (G) 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 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.
  - b) 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.
  - c) 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.
- (H) A shareholder or his proxy should produce proof of identity when attending the EGM. Where a 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 shareholder appointing such person to attend the meeting.
- (I) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM 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.*