

---

## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplementary circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplementary circular.

**If you are in doubt** as to any aspect of this supplementary circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**If you have sold or transferred** all your shares in China Railway Signal & Communication Corporation Limited\*, you should at once hand this supplementary circular and the accompanying revised form of proxy and the reply slip dispatched on 29 April 2019 to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

**(1) PLAN FOR APPOINTMENT OF EXTERNAL AUDITORS FOR 2019**  
**(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(3) REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING**

---

The supplementary circular should be read in conjunction with the Original Circular to Shareholders dated 29 April 2019 of the Company and the announcement dated 24 May 2019 of the Company relating to (among other things) the plan for appointment of external auditors for 2019 and the amendments to the Articles of Association.

A letter from the Board is set out on pages 3 to 8 of this supplementary circular.

The AGM will be held as originally scheduled at 9:30 a.m. on Thursday, 13 June 2019 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice of the AGM has been dispatched on 29 April 2019 and the revised notice of the AGM will be dispatched on 27 May 2019, which is set out on pages 9 to 12 of this supplementary circular. A revised form of proxy for use at the AGM is also enclosed. Such revised form of proxy is also published on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.crsc.cn](http://www.crsc.cn)).

Whether or not you propose to attend the AGM, H Shareholders are requested to complete the enclosed revised form of proxy in accordance with the instruction printed thereon and return it to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, i.e. not later than 9:30 a.m. on Wednesday, 12 June 2019. Completion and return of the revised form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish. If you propose to attend the AGM in person or by proxy, you are requested to complete it in accordance with the instructions printed on the reply slip dispatched on 29 April 2019 and return the same on or before Friday, 24 May 2019.

\* For identification purpose only.

27 May 2019

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>I. INTRODUCTION</b> .....	3
<b>II. SUPPLEMENTARY MATTERS TO BE RESOLVED AT THE AGM</b> .....	4
(1) Plan for Appointment of External Auditors for 2019 .....	4
(2) Amendments to the Articles of Association .....	5
<b>III. THE AGM AND VOTING METHOD</b> .....	7
<b>IV. CLOSURE OF REGISTER OF MEMBERS</b> .....	8
<b>V. RECOMMENDATION</b> .....	8
<b>REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING</b> .....	9

---

## DEFINITIONS

---

*In this supplementary circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company for the year 2018 to be convened and held at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC at 9:30 a.m. on Thursday, 13 June 2019
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	China Railway Signal & Communication Corporation Limited*, a joint stock limited liability company established in the PRC on 29 December 2010
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》) (as amended from time to time)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and as of the Latest Practicable Date, refers to the controlling Shareholder of the Company, being CRSC Corporation Group
“CRSC Corporation Group”	China Railway Signal and Communication (group) Corporation Limited (中國鐵路通信信號集團有限公司) (formerly known as China Railway Signal & Communication Corporation (中國鐵路通信信號集團公司)), a wholly state-owned enterprise approved to be established by the former Ministry of Railway of the PRC on 8 May 1981 and registered in the PRC on 7 January 1984, the sole Controlling Shareholder and one of the promoters of the Company
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital with a nominal value of RMB1.00 each, which are subscribed for or paid up in RMB

\* For identification purpose only.

---

## DEFINITIONS

---

“Group”	the Company and/or its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 May 2019, being the latest practicable date prior to the printing of this supplementary circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“MOF of the PRC”	Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“Original Circular”	the AGM circular of the Company dated 29 April 2019
“PRC”	the People’s Republic of China, which for the purposes of this supplementary circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

---

## LETTER FROM THE BOARD

---



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)**

*Chairman of the Board and executive Director:*

Mr. ZHOU Zhiliang

*Registered Address:*

20th Floor, Building A, CRSC Building  
1 Compound, Automobile Museum South Road  
Fengtai District  
Beijing, PRC

*Executive Directors:*

Mr. YIN Gang

Mr. YANG Yongsheng

*Principal place of business in the PRC:*

CRSC Building  
1 Compound, Automobile Museum South Road  
Fengtai District  
Beijing, PRC

*Independent non-executive Directors:*

Mr. WANG Jiajie

Mr. CHEN Jin'en

Mr. CHAN Ka Keung Peter

Mr. YAO Guiqing

*Principal place of business in Hong Kong:*

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wan Chai  
Hong Kong

*To the Shareholders*

### **(1) PLAN FOR APPOINTMENT OF EXTERNAL AUDITORS FOR 2019**

### **(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **I. INTRODUCTION**

References are made to the notice of the AGM of the Company dated 29 April 2019 and the Original Circular, which set out the time and venue of the AGM and contain the resolutions to be proposed at the AGM for Shareholders' consideration and approval. The revised notice of the AGM will be dispatched on 27 May 2019, and is set out on pages 9 to 12 of this supplementary circular.

\* For identification purpose only.

---

## LETTER FROM THE BOARD

---

References are made to the Company's (i) announcement dated 24 May 2019 in relation to (among other things) the plan for appointment of external auditors for 2019 and the amendments to the Articles of Association; and (ii) revised notice of the AGM dated 27 May 2019.

According to the Company Law, the Articles of Association and other relevant regulations, Shareholders individually or jointly holding more than 3% of the Company's Shares may submit ad hoc proposals to the convener in writing ten days prior to the general meeting of the Company. Accordingly, CRSC Corporation Group, the Controlling Shareholder of the Company, submitted a proposal to the Board on 24 May 2019 to consider the resolutions in relation to the plan for appointment of external auditors for 2019 and the amendments to the Articles of Association at the AGM. The procedure for submitting such ordinary resolution and special resolution is in compliance with applicable laws, regulations and the Articles of Association.

The purpose of this supplementary circular is to provide you with details of the supplementary resolutions to be proposed for you to consider and approve as ordinary resolution or special resolution, as the case may be, at the AGM and provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at those resolutions. The supplementary resolutions of the AGM and the relevant details are set out in the letter from the Board.

## II. SUPPLEMENTARY MATTERS TO BE RESOLVED AT THE AGM

### Ordinary Resolution

#### 1. Plan for Appointment of External Auditors for 2019

An ordinary resolution will be proposed at the AGM to approve the revised resolution in relation to the plan for appointment of external auditors for 2019. This resolution revises the resolution on the plan for appointment of external auditors for 2019 included in the Original Circular. Therefore, the content of the resolution in relation to the plan for appointment of external auditors for 2019 included in the Original Circular is no longer valid, and the content of this resolution in relation to the plan for appointment of external auditors for 2019 in this supplementary circular shall prevail.

Reference is made to the announcement of the Company dated 24 May 2019 in relation to, among other things, the plan for appointment of external auditors for 2019. Currently, Ernst & Young and Ernst & Young Hua Ming LLP are respectively the overseas and domestic auditors of the Company. According to the Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》) published by the Stock Exchange in December 2010, since 15 December 2010, Mainland incorporated issuers listed on the Stock Exchange are allowed to prepare their financial statements using the Mainland accounting standards. In addition, according to the provisions of Experimental Working Scheme for Accounting Firms Involved in Auditing Services to H Share Companies (《會計師事務所從事H股企業審計業務試點工作方案》) issued by the MOF of the PRC and the CSRC, Mainland accounting firms endorsed by the MOF of the PRC and the CSRC are permitted to adopt the

---

## LETTER FROM THE BOARD

---

China Accounting Standards for Business Enterprises (“CASBE”) and provide relevant audit services for companies listed on the Stock Exchange. Based on the above policies and in conjunction with the needs of the Company to be listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange, and taking into account the fact that the differences between the implementation of CASBE and the international accounting standards are relatively small, the Company intends to prepare its financial statements only in accordance with CASBE. Therefore, the Company proposes not to re-appoint Ernst & Young as the overseas auditor of the Company for 2019.

Ernst & Young has confirmed that there are no other matters in relation to the proposed non-re-appointment of the overseas auditor that should be brought to the attention of the Shareholders or the Stock Exchange. The Board and the Audit and Risk Management Committee of the Board of the Company have also confirmed that there is no disagreement between the Company and Ernst & Young in relation to the proposed non-re-appointment of the overseas auditor.

Subject to the approval of the amendments to the Articles of Association by the Shareholders, it is expected that the interim results of the Company for the six months ending 30 June 2019 will be prepared in accordance with CASBE. The Company is of the view that non-re-appointment of the overseas auditor will not have any material adverse impact on the publication of the Company’s interim results for the six months ending 30 June 2019.

According to the needs of the Company for domestic and overseas supervision and information disclosure and aiming at the continuity and integrity of the Company’s financial audit services, and taking into account the fact that Ernst & Young Hua Ming LLP is a firm of practicing accountants which has been approved by the MOF of the PRC and the CSRC and eligible to provide auditing services by using the Auditing Standards for Certified Public Accountant of China to the Mainland incorporated issuers listed in Hong Kong, the Company proposes to re-appoint Ernst & Young Hua Ming LLP as the external auditor of the Company for 2019, with its term of office expiring at the end of the 2019 annual general meeting. The above auditor shall audit the financial statements prepared by the Company in accordance with CASBE, and shall undertake the duties of the overseas auditor in accordance with the Listing Rules.

The Board will also propose at the AGM to authorize the Board and its authorized persons to determine the remuneration for appointment of the above auditor.

This resolution is subject to Shareholders’ consideration and approval on such resolution and the resolution on the amendments to the Articles of Association at the AGM.

### **Special Resolution**

#### **2. Amendments to the Articles of Association**

Except for the resolutions set out in the Original Circular, a new special resolution will be proposed at the AGM to approve the amendments to the Articles of Association.

---

## LETTER FROM THE BOARD

---

Reference is made to the announcement of the Company dated 24 May 2019 in relation to, among other things, the proposed amendments to the Articles of Association. Given that the Company intends to prepare its financial statements only in accordance with CASBE, and no longer uses international accounting standards or that of the overseas place where the Shares of the Company are listed, the Company proposes to amend certain articles in the Articles of Association. Details of the amendments are as follows:

Original Content	Amended Content
<p><b>Article 212</b> The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the overseas place where the shares of the Company are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the notes to financial statements. When the Company is to distribute its profit after taxation, the lower of the profit after taxation as shown in the two financial statements shall be adopted.</p>	<p><b>Article 212</b> The financial statements of the Company <del>shall</del><u>may</u>, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the overseas place where the shares of the Company are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the notes to financial statements. When the Company is to distribute its profit after taxation, the lower of the profit after taxation as shown in the two financial statements shall be adopted.</p>
<p><b>Article 213</b> Any interim results or financial information published or disclosed by the Company must be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas place where the shares of the Company are listed.</p>	<p><b>Article 213</b> Any interim results or financial information published or disclosed by the Company must be prepared and presented in accordance with PRC accounting standards and regulations, and also <u>may</u> be prepared and presented in accordance with either international accounting standards or that of the overseas place where the shares of the Company are listed.</p>

The proposed amendments to the Articles of Association include two articles, and no article is added or deleted. The number of the articles of the amended Articles of Association remains the same.

This resolution is subject to Shareholders' consideration and approval at the AGM. The amended Articles of Association shall become effective on the date of passing the relevant resolution at the AGM. Prior to the passing of the relevant resolution at the AGM, the prevailing Articles of Association of the Company shall remain valid.

Reference is made to the announcement dated 15 April 2019 in relation to, among other things, the poll results of the Company's 2019 first extraordinary general meeting, 2019 first domestic Shareholders class meeting, and 2019 first H Shareholders class meeting and the amendments to the Articles of Association. The Company's 2019 first extraordinary general meeting, 2019 first domestic



---

## LETTER FROM THE BOARD

---

Shareholders class meeting, and 2019 first H Shareholders class meeting considered and approved the resolution in relation to the plan of the initial public offering and listing of A shares by the Company (the “**A Share Offering and Listing**”) and its relevant matters, including the resolution on the amendments to the Articles of Association. After the resolution on the amendments to the Articles of Association is passed at the AGM, the relevant provisions of the Articles of Association, which will be applicable and effective after the A Share Offering and Listing, will also be amended accordingly, to come into effect from the date of completion of the A Share Offering and Listing.

### III. THE AGM AND VOTING METHOD

The AGM of the Company will be held as originally scheduled at 9:30 a.m. on Thursday, 13 June 2019 at Meeting Room 1945, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice of the AGM has been dispatched on 29 April 2019; the revised notice of the AGM will be dispatched on 27 May 2019, which is set out on pages 9 to 12 of this supplementary circular. A revised form of proxy for use at the AGM is also enclosed. Such revised form of proxy is also published on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.crsc.cn](http://www.crsc.cn)).

Whether or not you propose to attend the AGM, H Shareholders are requested to complete the enclosed revised form of proxy in accordance with the instruction printed thereon and return it to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, i.e. not later than 9:30 a.m. on Wednesday, 12 June 2019. Completion and return of the revised form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

If a Shareholder has not yet returned the form of proxy of AGM dispatched by the Company on 29 April 2019 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM 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:

- (1) 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 proposed at the AGM, including the supplementary resolutions as set out in the revised notice of the AGM.
- (2) If the revised form of proxy is returned by the Shareholder not less than 24 hours before the time appointed for the AGM, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.

---

## LETTER FROM THE BOARD

---

- (3) If the revised form of proxy is returned by the Shareholder after the closing time as set out in the revised notice of the AGM, 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 proposed at the AGM, including the supplementary resolutions as set out in the revised notice of the AGM.

H Shareholders who wish to attend the AGM in person or by proxy are requested to complete the reply slip and return the same, by hand or by fax or by 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 on or before Friday, 24 May 2019.

Pursuant to Rule 13.39(4) of the Listing Rules, any voting of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the revised notice of the AGM shall be voted by poll. Votes may be given either personally or by proxy.

#### IV. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the AGM, the register of members of the Company will be closed from Wednesday, 15 May 2019 to Thursday, 13 June 2019 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the AGM, all transfer documents 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 for holders of H Shares of the Company no later than 4:30 p.m. on Tuesday, 14 May 2019.

#### V. RECOMMENDATION

The Board considers that the above supplementary resolutions are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote at the AGM in favor of the supplementary resolutions.

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

27 May 2019

\* For identification purpose only.

---

## REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 2018 ANNUAL GENERAL MEETING

**REVISED NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) for the year 2018 of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held at 9:30 a.m. on Thursday, 13 June 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).

### **Ordinary Resolutions**

1. Report of the Board of Directors for 2018
2. Report of the Board of Supervisors for 2018
3. Financial Report for 2018
4. Audit Report for 2018
5. Profits Distribution Plan for 2018
6. Remuneration Plan for Independent Non-executive Directors for 2019
7. Plan for Appointment of External Auditors for 2019

\* For identification purpose only.

---

## REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING

---

### Special Resolutions

8. General Authorization for the Issuance of Debt Financing Instruments
9. Amendments to the Articles of Association

Details of the above resolutions are set out in the circular dated 29 April 2019 and the supplementary circular of the Company dated 27 May 2019.

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

Beijing, the PRC, 27 May 2019

*Notes:*

- (A) The register of members will be closed from Wednesday, 15 May 2019 to Thursday, 13 June 2019 (both days inclusive), during which period no transfer of the H Shares will be effected. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Thursday, 13 June 2019 are entitled to attend and vote at the AGM following completion of the registration procedures. To qualify for attendance and voting at the AGM, 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 for holders of H Shares of the Company no later than 4:30 p.m. on Tuesday, 14 May 2019.
- (B) H Shareholders of the Company intending to attend the AGM should complete and return the reply slip for attending the AGM personally, by facsimile or by 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 on or before Friday, 24 May 2019.
- (C) Each Shareholder entitled to attend and vote at the AGM may, by completing the revised form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM on its behalf. A proxy need not be a Shareholder of the Company. 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/her 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.

\* For identification purpose only.

---

## REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING

---

- (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 AGM or any adjournment thereof (as the case may be), i.e. not later than 9:30 a.m. on Wednesday, 12 June 2019. Completion and return of a revised form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he/she so desires.
- (F) If a Shareholder has not yet returned the form of proxy for the AGM dispatched by the Company on 29 April 2019 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM 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 proposed at the AGM, including the supplementary resolutions as set out in the revised notice of the AGM.
  - b) If the revised form of proxy is returned by the Shareholder not less than 24 hours before the time appointed for the AGM, 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 as set out in this revised notice of the AGM, 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 proposed at the AGM, including the supplementary resolutions as set out in the revised notice of the AGM.

---

## REVISED NOTICE OF 2018 ANNUAL GENERAL MEETING

---

- (H) A Shareholder or his/her proxy should produce proof of identity when attending the AGM. 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 AGM is expected to last for not more than half a day. Shareholders who attend the AGM 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.*