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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 2020 FIRST EXTRAORDINARY GENERAL MEETING**

**REVISED NOTICE IS HEREBY GIVEN** that the 2020 first extraordinary general meeting (the "EGM") of China Railway Signal & Communication Corporation Limited\* (the "**Company**") will be held at 2:30 p.m. on Wednesday, 12 February 2020 at meeting room of 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, and if thought fit, passing the following resolutions (with or without modifications).

### **Ordinary Resolutions**

1. Resolution on the the appointment of XU Zongxiang as an executive director of China Railway Signal & Communication Corporation Limited\*
  - 1.01 To appoint XU Zongxiang as an executive director of the third session of the Board of the Company
2. Resolution on the the appointment of shareholder representative supervisors of the third session of the Supervisory Committee
  - 2.01 To appoint KONG Ning as a shareholder representative supervisor of the third session of the Supervisory Committee of the Company
  - 2.02 To appoint LI Tienan as a shareholder representative supervisor of the third session of the Supervisory Committee of the Company

The details of the above resolutions are set out in the circular of the Company dated 22 January 2020.

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

Beijing, the PRC, 22 January 2020

\* *For identification purpose only*

*Notes:*

- (A) The register of members will be closed from Monday, 13 January 2020 to Wednesday, 12 February 2020 (both days inclusive), during which 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 Wednesday, 12 February 2020 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, 10 January 2020.
- (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 on or before Thursday, 23 January 2020.
- (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/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.
- (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 (for H shareholders) not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be), i.e. not later than 2:30 p.m. on Tuesday, 11 February 2020. 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, and in such case, the revised form of proxy shall be deemed to be revoked.
- (F) If a shareholder has not yet returned the form of proxy of EGM dispatched by the Company on 28 December 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 proposed at the EGM, including the supplementary resolution 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 appointed for the EGM, i.e. not later than 2:30 p.m. on Tuesday, 11 February 2020, 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 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 proposed at the EGM, including the supplementary resolution as set out in the revised notice of the EGM.
- (H) A shareholder or his/her 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 above resolutions adopt the cumulative voting system, that is, the number of votes entitled for each share held by shareholders shall be equal to the number of the director(s) and/or the supervisor(s) to be elected and the voting rights possessed by the shareholders may be exercised uniformly. Specifically: each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the number of director(s) or the supervisor(s) upon whom he/she can vote, when electing director(s) and/or the supervisor(s). Such votes may only be voted for the candidate(s) of the director(s) and/or the supervisor(s) of the Company, and the candidate(s) who have the most votes shall be appointed.
- (J) 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 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.*