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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)

FURTHER REVISED NOTICE OF 2019 ANNUAL GENERAL MEETING

FURTHER REVISED NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) for the year 2019 of China Railway Signal & Communication Corporation Limited* (the “**Company**”) will be held at 10:00 a.m. on Friday, 12 June 2020 at Meeting Room, 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. Resolution on the 2019 Work Report of the Board of Directors of China Railway Signal & Communication Corporation Limited*
2. Resolution on the 2019 Work Report of the Supervisory Committee of China Railway Signal & Communication Corporation Limited*
3. Resolution on the 2019 Annual Report of China Railway Signal & Communication Corporation Limited*
4. Resolution on the Financial Report for 2019 of China Railway Signal & Communication Corporation Limited*
5. Resolution on Appointment of Auditor for 2020
6. Resolution on Appointment of Internal Control Auditor for 2020
7. Resolution on Estimations on Ordinary Related Party Transactions for 2020-2022 of China Railway Signal & Communication Corporation Limited*

8. Resolution on Profits Distribution Plan for 2019 of China Railway Signal & Communication Corporation Limited*
9. Resolution on Remunerations for Directors and Supervisors of the Company in 2019
10. Resolution on Change in the Use of Proceeds Raised from H Shares

Special Resolutions

11. Resolution on General Authorization for the Issuance of Debt Financing Instruments
12. Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meetings
13. Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

Beijing, the PRC, 28 May 2020

* *For identification purpose only.*

Notes:

- (A) In order to determine the list of H shareholders who are entitled to attend the AGM, transfer of H shares was originally scheduled to be closed from Sunday, 10 May 2020 to Tuesday, 9 June 2020 (both days inclusive). Due to the postponement of the AGM, for the purpose of determining the list of H shareholders who are entitled to attend the AGM, the Company will change the book closure period for register of H shareholders to the period from Sunday, 10 May 2020 to Friday, 12 June 2020 (both days inclusive). H shareholders whose names appear on the register of H shares of the Company kept at Computershare Hong Kong Investor Services Limited on Friday, 12 June 2020 are entitled to attend and vote at the AGM following completion of the registration procedures.

In order to determine the list of H shareholders who are entitled to receive the proposed cash dividend, transfer of H shares was originally scheduled to be closed from Monday, 15 June 2020 to Monday, 22 June 2020 (both days inclusive). Due to the postponement of the AGM, for the purpose of determining the list of H shareholders who are entitled to receive the proposed cash dividend, the Company will change the book closure period for register of H shareholders to the period from Thursday, 18 June 2020 to Wednesday, 24 June 2020 (both days inclusive). To be eligible to receive the aforesaid cash dividend, the 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 H shareholders of the Company no later than 4:30 p.m. on Wednesday, 17 June 2020.

- (B) The reply slip for AGM sent by the Company on 21 April 2020 shall remain unchanged and shall remain valid for the adjourned AGM. If you propose to attend the AGM and/or H Shareholders Class Meeting in person or by proxy, you are requested to complete the reply slips dispatched on 21 April 2020 in accordance with the instruction printed thereon and return the same on or before Wednesday, 20 May 2020. For the avoidance of doubt, if you have completed and returned the reply slip in accordance with the instructions thereof, it will still be valid for the adjourned AGM and you are not required to re-submit the reply slip.
- (C) Each shareholder entitled to attend and vote at the AGM may, by completing the further 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 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) The further 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 originally, in person 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 (for holders of H shares) 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 10:00 a.m. on Monday, 8 June 2020 and it will be returned no later than 10:00 a.m. on Thursday, 11 June 2020. Completion and return of a further 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 of AGM and/or revised form of proxy of AGM dispatched by the Company on 21 April 2020 and 15 May 2020, respectively (collectively referred to as the "**Original Forms 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 further revised form of proxy. In this case, the shareholder shall not submit the Original Forms of Proxy.

- (G) If a shareholder has already returned the Original Forms of Proxy in accordance with the instructions printed thereon, he/she should note that:
- a) If no further revised forms of proxy is returned by the Shareholder, the Original Forms of Proxy will be treated as valid forms of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Forms 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 relevant resolutions as set out in this further revised notice of the AGM.
 - b) If the further revised form of proxy is returned by the Shareholder not less than 24 hours before the time appointed for the AGM, i.e. not later than 10:00 a.m. on Thursday, 11 June 2020, the further revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
 - c) If the further revised form of proxy is returned by the Shareholder after the closing time as set out in this further revised notice of the AGM, the further revised form of proxy will be deemed invalid. It will not revoke the Original Forms of Proxy previously lodged by the Shareholder. The Original Forms of Proxy will be treated as valid forms of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Forms 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 relevant resolutions as set out in this further revised notice of the AGM.
- (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. XU Zongxiang 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.