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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)

**POLL RESULTS OF 2019 ANNUAL GENERAL MEETING,
2020 FIRST A SHAREHOLDERS CLASS MEETING AND
2020 FIRST H SHAREHOLDERS CLASS MEETING
PAYMENT OF CASH DIVIDEND
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of the 2019 annual general meeting (the “**AGM**”) and the notice of the 2020 first H shareholders class meeting (the “**H Shareholders Class Meeting**”, together with the AGM and the 2020 first A shareholders class meeting (the “**A Shareholders Class Meeting**”), collectively the “**Meetings**”) dated 21 April 2020, the revised notice of the AGM and the circular of the AGM and the H Shareholders Class Meeting (the “**Original Circular**”) dated 15 May 2020, the announcement dated 27 May 2020 in relation to the postponement of the AGM and the Class Meetings and changes of book closure periods for register of H Shareholders and of distribution date for dividend, and the further revised notice of the AGM, the revised notice of the H Shareholders Class Meeting and the supplementary circular of the AGM and the H Shareholders Class Meeting dated 28 May 2020 (the “**Supplementary Circular**”, together with the Original Circular, collectively the “**Circulars**”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

ATTENDANCE AT THE MEETINGS

The Company has held the Meetings 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, PRC. The voting of the Meetings was conducted by means of on-site voting and online voting, and the voting procedures were in compliance with the requirements of the Company Law and the Articles of Association.

The Meetings were convened by the Board and chaired by Mr. ZHOU Zhiliang, the Chairman of the Board. Certain Directors, Supervisors and the Secretary to the Board of the Company attended the Meetings, and other senior management were present at the Meetings as non-voting delegates.

* *For identification purpose only.*

Attendance at the AGM

As at the date of the AGM, the total number of the Company's issued Shares was 10,589,819,000 Shares (including 8,621,018,000 A Shares and 1,968,801,000 H Shares), which entitled the holders to attend the AGM and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the AGM held a total of 7,608,406,211 voting Shares, representing approximately 71.846423% of the total number of the Company's voting Shares issued.

Pursuant to the requirement under Rule 2.15 of the Listing Rules, if a transaction is subject to the approval of Shareholders, any Shareholders with material interest in the transaction shall abstain from voting on the resolution of whether to pass the transaction at the relevant general meeting. At the AGM, CRSC Group has abstained from voting on the resolution numbered 7 the Resolution on Estimations on Ordinary Related Party Transactions for 2020-2022 of China Railway Signal & Communication Corporation Limited*. As at the date of this announcement, CRSC Group held 6,604,426,424 A Shares, representing approximately 62.37% of the total issued share capital of the Company. Except as disclosed in this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, no other Shareholders were required under the Listing Rules to abstain from voting on any resolutions proposed at the AGM. There were no Shares entitling the holder to attend the AGM and abstain from voting for any resolutions proposed at the AGM as required under Rule 13.40 of the Listing Rules. No Shareholders have indicated in the Circulars that they intend to vote against or to abstain from voting on any resolutions proposed at the AGM.

Attendance at the A Shareholders Class Meeting

As at the date of the A Shareholders Class Meeting, the total number of the Company's issued A Shares was 8,621,018,000 Shares, which entitled the holders of A Shares to attend the A Shareholders Class Meeting and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the A Shareholders Class Meeting held a total of 6,796,207,833 voting Shares, representing approximately 78.833008% of the total number of the Company's voting A Shares issued.

No Shareholders were required under the Listing Rules to abstain from voting on any resolutions proposed at the A Shareholders Class Meeting. There were no Shares entitling the holder to attend the A Shareholders Class Meeting and abstain from voting for any resolutions proposed at the A Shareholders Class Meeting as required under Rule 13.40 of the Listing Rules. No Shareholders have indicated in the Circulars that they intend to vote against or to abstain from voting on any resolutions proposed at the A Shareholders Class Meeting.

Attendance at the H Shareholders Class Meeting

As at the date of the H Shareholders Class Meeting, the total number of the Company's issued H Shares was 1,968,801,000 Shares, which entitled the holders of H Shares to attend the H Shareholders Class Meeting and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the H Shareholders Class Meeting held a total of 812,694,378 voting Shares, representing approximately 41.278645% of the total number of the Company's voting H Shares issued.

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No Shareholders were required under the Listing Rules to abstain from voting on any resolutions proposed at the H Shareholders Class Meeting. There were no Shares entitling the holder to attend the H Shareholders Class Meeting and abstain from voting for any resolutions proposed at the H Shareholders Class Meeting as required under Rule 13.40 of the Listing Rules. No Shareholders have indicated in the Circulars that they intend to vote against or to abstain from voting on any resolutions proposed at the H Shareholders Class Meeting.

All resolutions proposed at the Meetings were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, acted as the scrutineer for the vote-taking at the Meetings. The Company's Shareholder representative, Supervisor and the PRC legal adviser of the Company counted and scrutinized the poll pursuant to the Articles of Association.

POLL RESULTS OF THE MEETINGS

Poll Results of the AGM

The poll results in respect of the respective resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Resolution on the 2019 Work Report of the Board of Directors of China Railway Signal & Communication Corporation Limited*	7,607,167,386 (99.983718%)	68,825 (0.000904%)	1,170,000 (0.015378%)
2.	Resolution on the 2019 Work Report of the Supervisory Committee of China Railway Signal & Communication Corporation Limited*	7,607,167,386 (99.983718%)	68,825 (0.000904%)	1,170,000 (0.015378%)
3.	Resolution on the 2019 Annual Report of China Railway Signal & Communication Corporation Limited*	7,607,167,386 (99.983718%)	68,825 (0.000904%)	1,170,000 (0.015378%)
4.	Resolution on the Financial Report for 2019 of China Railway Signal & Communication Corporation Limited*	7,607,167,386 (99.983718%)	68,825 (0.000904%)	1,170,000 (0.015378%)
5.	Resolution on Appointment of Auditor for 2020	7,608,320,386 (99.998872%)	68,825 (0.000905%)	17,000 (0.000223%)
6.	Resolution on Appointment of Internal Control Auditor for 2020	7,608,320,386 (99.998872%)	68,825 (0.000905%)	17,000 (0.000223%)
7.	Resolution on Estimations on Ordinary Related Party Transactions for 2020-2022 of China Railway Signal & Communication Corporation Limited*	1,003,893,962 (99.991452%)	68,825 (0.006855%)	17,000 (0.001693%)
8.	Resolution on Profits Distribution Plan for 2019 of China Railway Signal & Communication Corporation Limited*	7,604,524,386 (99.948980%)	3,869,825 (0.050862%)	12,000 (0.000158%)
9.	Resolution on Remunerations for Directors and Supervisors of the Company in 2019	7,608,159,386 (99.996756%)	199,825 (0.002626%)	47,000 (0.000618%)
10.	Resolution on Change in the Use of Proceeds Raised from H Shares	7,608,310,386 (99.998741%)	78,825 (0.001036%)	17,000 (0.000223%)

Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
11.	Resolution on General Authorization for the Issuance of Debt Financing Instruments	7,608,310,386 (99.998741%)	78,825 (0.001036%)	17,000 (0.000223%)
12.	Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meetings	7,483,489,738 (98.358178%)	124,899,473 (1.641599%)	17,000 (0.000223%)
13.	Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares	7,544,049,386 (99.154135%)	3,864,825 (0.050797%)	60,492,000 (0.795068%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 1 to 10, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 11 to 13, these resolutions were duly passed as special resolutions.

Poll Results of the A Shareholders Class Meeting

The poll results in respect of the respective resolutions proposed at the A Shareholders Class Meeting are as follows:

Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meeting	6,796,122,008 (99.998737%)	68,825 (0.001013%)	17,000 (0.000250%)
2.	Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares	6,796,122,008 (99.998737%)	68,825 (0.001013%)	17,000 (0.000250%)

As more than two-thirds of the votes from the A Shareholders (including their proxies) attending the A Shareholders Class Meeting were cast in favour of the resolutions numbered 1 to 2, these resolutions were duly passed as special resolutions.

Poll Results of the H Shareholders Class Meeting

The poll results in respect of the respective resolutions proposed at the H Shareholders Class Meeting are as follows:

Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meeting	687,832,420 (84.636050%)	124,861,958 (15.363950%)	0 (0.000000%)
2.	Resolution on Granting the General Mandate to the Board of Directors to Repurchase H Shares	748,402,068 (92.088993%)	3,796,000 (0.467088%)	60,496,310 (7.443919%)

As more than two-thirds of the votes from the H Shareholders (including their proxies) attending the H Shareholders Class Meeting were cast in favour of the resolutions numbered 1 to 2, these resolutions were duly passed as special resolutions.

Attestation by Lawyers

Zhong Lun Law Firm, the PRC legal adviser of the Company, considers that the convening and convening procedures of the Meetings are in compliance with relevant requirements of the laws, administrative regulations and the Articles of Association; the qualifications of the attendees and the convener, the voting procedures and poll results of the Meetings are legal and valid.

Payment of Cash Dividend

Upon approval by the Shareholders at the AGM, the Board is pleased to announce that details relating to payment of cash dividend to Shareholders are as follows:

The Company will distribute cash dividend for 2019 to the Shareholders, whose names appear on the register of members of the Company on Wednesday, 24 June 2020, a cash dividend of RMB0.2 (tax inclusive) per Share. The 2019 cash dividend will be distributed on Friday, 17 July 2020. The 2019 cash dividend to be distributed will be denominated and announced in RMB, of which A Shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be the average of the central parity rates (i.e. RMB0.91253 = HK\$1.00) published by the People's Bank of China for the three working days before the AGM (inclusive of the day of the dividend distribution announcement, i.e. from 10 June 2020 to 12 June 2020). Accordingly, the dividend payable for each H Share is HK\$0.219171 (tax inclusive).

In order to determine the list of the H Shareholders who are entitled to receive cash dividend, the register of members of the Company will be closed from Thursday, 18 June 2020 to Wednesday, 24 June 2020 (both days inclusive), during which period no transfer of the H Shares will be effected. To be eligible to receive the abovesaid 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.

Withholding and Payment of Cash Dividend Income Tax on behalf of Shareholders

Cash dividend income tax applicable to Overseas Shareholders

Withholding and Payment of Enterprise Income Tax on behalf of Overseas Non-Resident Enterprise Shareholders

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules and the requirements under the Notice on the Issues Concerning Withholding and Payment of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897)(《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State Administration of Taxation, the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes the cash dividend to overseas non-resident enterprise holders of H Shares (including any H Shares of the Company registered in the name of HKSCC Nominees Limited, but excluding any H Shares of the Company registered in the name of HKSCC Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder on behalf of investors who invest in the H Shares of the Company through Shanghai-Hong Kong Stock Connect).

Withholding and Payment of Individual Income Tax on behalf of Overseas Individual Shareholders

Pursuant to the applicable provisions of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementing rules, the Tax Notice (《稅收通知》), the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) and other relevant laws, regulations and requirements under normative documents, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of the overseas individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H shareholders in the distribution of the cash dividend;
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the cash dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Notice. Qualified Shareholders please submit in time a letter of entrustment and all application materials as required under the Tax Notice to the Company's H share registrar, Computershare Hong Kong Investor Services Limited. The Company will then submit the above documents to the competent tax authorities and, after their examination and if and when approved, the Company will assist in refunding the excess amount of tax withheld and paid;

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the cash dividend; and
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the cash dividend.

Cash dividend income tax applicable to Shareholders in Mainland China investing in H Shares of the Company through Southbound Trading Link

Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Southbound Trading Link

- **Shanghai-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic individual Shareholders who invest in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the cash dividend. For domestic Shareholders who are securities investment funds investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the cash dividend.

- Shenzhen-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual Shareholders who invest in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the cash dividend. For domestic Shareholders who are securities investment funds investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the cash dividend.

No Withholding and Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Southbound Trading Link

- Shanghai-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic enterprise Shareholders who invest in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the cash dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H Shares of the Company which have been continuously held by a domestic enterprise Shareholder for 12 months shall be exempted from enterprise income tax.
- Shenzhen-Hong Kong Stock Connect:** Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic enterprise Shareholders who invest in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the cash dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H Shares of the Company which have been continuously held by a domestic enterprise Shareholder for 12 months shall be exempted from enterprise income tax.

H Shareholders are recommended to consult their own tax advisors on the relevant tax impact in China, Hong Kong and other countries (regions) on the possession and disposal of H Shares.

The time arrangement such as record date and the cash payment date of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect investors is in line with that of H Shareholders.

The Company will determine the identity of the H Shareholders based on the registered address as recorded in the register of members of the Company on Wednesday, 24 June 2020. Shareholders should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding and paying enterprise income taxes in accordance with the records of the H Share register as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

For H Shareholders, the Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the cash dividend declared by the Company on behalf of the H Shareholders. The cash dividend will be paid by the Receiving Agent and the cash dividend warrants will be posted by the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the cash dividend at their own risk on Friday, 17 July 2020.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcement of the Company dated 25 March 2020 and the Original Circular dated 15 May 2020 in relation to, among others, the proposed amendments to the Articles of Associations. In order to meet the needs of changes of registered capital with Bureau of Industry and Commerce after the Company’s listing on the Science and Technology Innovation Board of the SSE, and in accordance with the requirements under the Reply on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) of the State Council, and on a prudent, appropriate and necessary basis, the Company amended the relevant articles in the Articles of Association concerning the registered capital, and the change of registration in the register of Shareholders, notice period and procedures for convening of the general meeting (the “**Amendments**”). The Company hereby announces that, following the approval by Shareholders at the Meetings, the Amendments become effective from 12 June 2020.

The Amendments amended a total of seven articles of the Articles of Association, did not add new article or delete article. The number of the articles of the amended Articles of Association remains unchanged. For details of the Amendments, please refer to the Original Circular. The full text of the amended Articles of Association is published on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.crsc.cn).

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

Beijing, the PRC
12 June 2020

As of the date of this announcement, 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.

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