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China Railway Signal & Communication Corporation Limited*

中國鐵路通信信號股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock Code: 3969)

**POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of 2018 annual general meeting (the “**AGM**”) dated 29 April 2019, the revised notice of the AGM dated 27 May 2019, the circular dated 29 April 2019 (the “**AGM Circular**”) and the supplementary circular of the AGM dated 27 May 2019 of China Railway Signal & Communication Corporation Limited* (the “**Company**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

Attendance at the AGM

The Company has held the AGM 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 AGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association.

As at the date of the AGM, the Company's issued share capital comprised a total of 8,789,819,000 Shares (including 6,821,018,000 Domestic 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 (“**Resolutions**”). Shareholders and proxies of Shareholders attending the AGM held a total of 7,234,587,837 voting Shares, representing approximately 82.306448% of the total number of the Company's voting issued Shares.

* *For identification purpose only.*

No Shareholders were required under the Listing Rules to abstain from voting on any Resolutions. There were no Shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholders have indicated in the AGM Circular that they intend to vote against or to abstain from voting on any Resolutions. All Resolutions 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 AGM. Two representatives from the Shareholders and one Supervisor and Zhong Lun Law Firm, the PRC Legal Adviser of the Company, also acted as the scrutineers for the vote-taking and vote-tabulation.

Poll Results of the AGM

The poll results in respect of the respective Resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Report of the Board of Directors for 2018	7,234,313,837 (99.996213%)	0 (0.000000%)	274,000 (0.003787%)
2.	Report of the Board of Supervisors for 2018	7,234,313,837 (99.996213%)	0 (0.000000%)	274,000 (0.003787%)
3.	Financial Report for 2018	7,234,313,837 (99.996213%)	0 (0.000000%)	274,000 (0.003787%)
4.	Audit Report for 2018	7,234,313,837 (99.996213%)	0 (0.000000%)	274,000 (0.003787%)
5.	Profits Distribution Plan for 2018	7,234,587,837 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	Remuneration Plan for Independent Non-Executive Directors for 2019	7,234,587,837 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7.	Appointment of External Auditors for 2019	7,233,902,837 (99.990532%)	685,000 (0.009468%)	0 (0.000000%)

Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
8.	General Authorization for the Issuance of Debt Financing Instruments	7,234,587,837 (100.000000%)	0 (0.000000%)	0 (0.000000%)
9.	Amendments to the Articles of Association	7,234,525,837 (99.999143%)	0 (0.000000%)	62,000 (0.000857%)

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 7, 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 8 and 9, these Resolutions were duly passed as special resolutions.

Amendments to the Articles of Association

References are made to the announcement dated 24 May 2019 and the supplementary circular of the annual general meeting dated 27 May 2019 of the Company in relation to the amendments of the Articles of Associations. 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 (the “**Amendments**”). The Company hereby announces that, following the approval by Shareholders at the AGM, the Amendments become effective from 13 June 2019.

The details of the Amendments as approved by Shareholders at the AGM are as follows:

Original Content	Amended Content
<p>Article 212 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>Article 212 The financial statements of the Company shall<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>Article 213 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>Article 213 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 Amendments include two articles, and no article is added or deleted. The number of the articles of the amended Articles of Association remains the same. The full text of the revised Articles of Association is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.crsc.cn).

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

Beijing, China
13 June 2019

As of the date of this announcement, 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.

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