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If you have sold or transferred all your Shares in China Railway Signal & Communication Corporation Limited*, you should at once hand this circular and the accompanying form of proxy 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 company incorporated in the People's Republic of China)

(Stock Code: 3969)

**PROPOSED APPOINTMENT OF MR. GUO YONGHONG
AS A NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Friday, 5 March 2021 at meeting room of Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of HKEXnews of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.crsc.cn).

Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete and return the enclosed 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 EGM or any adjournment thereof, i.e. not later than 2:30 p.m. on Thursday, 4 March 2021. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

* *For identification purpose only*

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DEFINITIONS

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

“A Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in RMB and listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	China Railway Signal & Communication Corporation Limited* (中國鐵路通信信號股份有限公司)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 first extraordinary general meeting of the Company to be convened and held at 2:30 p.m. on Friday, 5 March 2021 at meeting room of Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary shares in the 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”	4 February 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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DEFINITIONS

“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of A Shares and/or the holder(s) of H Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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中國鐵路通信信號股份有限公司

China Railway Signal & Communication Corporation Limited*

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 3969)

Chairman of the Board and Executive Director: Registered Address:

Mr. ZHOU Zhiliang

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

Executive Directors:

Mr. XU Zongxiang

Mr. YANG Yongsheng

Independent non-executive Directors:

Mr. CHEN Jin'en

Mr. CHAN Ka Keung Peter

Mr. YAO Guiqing

Principal place of business in the PRC:

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

Principal place of business in Hong Kong:

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

To the Shareholders:

PROPOSED APPOINTMENT OF MR. GUO YONGHONG AS A NON-EXECUTIVE DIRECTOR

I. INTRODUCTION

The Company intends to convene the EGM at 2:30 p.m. on Friday, 5 March 2021 at meeting room of Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice to convene the EGM has been dispatched on 10 February 2021, and is set out on pages 7 to 8 of this circular.

The purpose of this circular is to provide you with details of the resolution to be proposed for you to consider and approve as an ordinary resolution at the EGM and to provide relevant information to enable you to make an informed decision on voting on such resolution. Such resolution and relevant details are set out in the letter from the Board.

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LETTER FROM THE BOARD

For reference purpose only, notice of the EGM to holders of A Shares have been published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Tuesday, 9 February 2021.

II. MATTERS TO BE RESOLVED AT THE EGM

ORDINARY RESOLUTION

PROPOSED APPOINTMENT OF MR. GUO YONGHONG AS A NON-EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. GUO Yonghong as a non-executive director of the Company.

Reference is made to the announcement of the Company dated 31 January 2021 in relation to, among others, the proposed appointment of non-executive Director. According to the requirements of the Company Law of the PRC and the Articles of Association, upon consideration and approval by the Board, the Company proposes to appoint Mr. GUO Yonghong as a non-executive Director of the third session of the Board of the Company. The appointment of Mr. GUO Yonghong will take effect upon approval by Shareholders at the EGM.

The biographical details of Mr. GUO Yonghong are set out as follows:

Mr. GUO Yonghong, born in 1963, a Chinese national, with no right of residence overseas, is a holder of doctoral degree and is a professor-level senior engineer. Mr. GUO Yonghong has been a full-time external director of a state-owned enterprise since August 2020. From March 2018 to August 2020, he served as the chairman, secretary of the Party Committee and general manager of China Mobile Tietong Company Limited, during which he served as the chairman and general manager of China TieTong Telecommunications Corporation from May 2018 to August 2020. From November 2015 to March 2018, he served as the chairman, general manager and a member of the Party Committee of China Mobile Group Chongqing Co., Ltd., during which he served as the secretary of the Party Committee from January 2017, and concurrently served as an executive director (from February 2018) and the general manager of Chongqing Communication Services Company* (重慶通信服務公司). From March 2008 to November 2015, he served as the chairman, general manager and a member of the Party Leadership Group of China Mobile Group Hubei Co., Ltd., during which he served as the secretary of the Party Leadership Group from March 2010 and the general manager of Hubei Communication Services Company from July 2011 to November 2015. From February 2007 to March 2008, he served as a director and the chief executive officer (CEO) of CMPak Limited. From July 2006 to June 2007, he served as the chairman, secretary of the Party Leadership Group and general manager of China Mobile Group Guizhou Co., Ltd., and from November 2000 to July 2006, he served as a director (from July 2001), deputy general manager and a member of the Party Leadership Group of Hebei Mobile Communication Company.

LETTER FROM THE BOARD

Mr. GUO Yonghong obtained a doctoral diploma in management and a doctor's degree of management from The Hong Kong Polytechnic University in October 2008, and obtained a master diploma in information and communication management and a master's degree of management from Fudan University and BI Norwegian Business School in March 2003.

For the proposed appointment of Mr. GUO Yonghong as a non-executive director, he will hold the office from the date of election at the EGM until the expiration of the third session of the Board. Mr. GUO Yonghong will not receive any remuneration from the Company during his tenure as a non-executive director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. GUO Yonghong confirms that he (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters should be brought to the attention of the Shareholders or the Stock Exchange.

III. THE EGM AND VOTING METHOD

A notice convening the EGM to be held at 2:30 p.m. on Friday, 5 March 2021 at meeting room of Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of HKEXnews of the Stock Exchange (www.hkexnews.hk) and the Company (www.crsc.cn).

Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete and return the enclosed 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 EGM or any adjournment thereof, i.e. not later than 2:30 p.m. on Thursday, 4 March 2021. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish, and in such case, the form of proxy shall be deemed to be revoked.

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

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Tuesday, 2 March 2021 to Friday, 5 March 2021 (both days inclusive), during which no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, 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 no later than 4:30 p.m. on Monday, 1 March 2021.

V. RECOMMENDATION

The Board considers that the resolution mentioned above is in the best interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the enclosed notice.

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

10 February 2021

NOTICE OF 2021 FIRST EGM

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China Railway Signal & Communication Corporation Limited*

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NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”) will be held at 2:30 p.m. on Friday, 5 March 2021 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 resolution (with or without modifications).

Ordinary Resolution

1. Resolution on the appointment of GUO Yonghong as a non-executive director of China Railway Signal & Communication Corporation Limited*
 - 1.01 To appoint GUO Yonghong as a non-executive director of the third session of the Board of the Company

By order of the Board

China Railway Signal & Communication Corporation Limited*

ZHOU Zhiliang

Chairman

Beijing, the PRC, 10 February 2021

* For identification purpose only

NOTICE OF 2021 FIRST EGM

Notes:

- (A) The register of members will be closed from Tuesday, 2 March 2021 to Friday, 5 March 2021 (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 Friday, 5 March 2021 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 Monday, 1 March 2021.
- (B) Each shareholder entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its behalf. A proxy needs 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.
- (C) 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.
- (D) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (C) 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 Thursday, 4 March 2021. Completion and return of a 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 form of proxy shall be deemed to be revoked.
- (E) 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.
- (F) The above resolution 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) 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) upon whom he/she can vote, when electing director(s). Such votes may only be voted for the candidate(s) of the director(s) of the Company, and the candidate(s) who have the most votes shall be appointed.
- (G) 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, Mr. XU Zongxiang and Mr. YANG Yongsheng, and the independent non-executive directors of the Company are Mr. CHEN Jin'en, Mr. CHAN Ka Keung Peter and Mr. YAO Guiqing.