

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**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 THE MEMBERS OF  
THE FOURTH SESSION OF THE BOARD OF DIRECTORS  
PROPOSED APPOINTMENT OF THE SHAREHOLDER  
REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF  
THE SUPERVISORY COMMITTEE  
AND  
NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

---

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

The EGM of the Company will be held at 9:30 a.m. on Friday, 25 February 2022 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 31 January 2022 and is set out on pages 15 to 17 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy for the EGM is also published on the website of HKEXnews of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.crsc.cn](http://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 for the EGM 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 9:30 a.m. on Thursday, 24 February 2022. Completion and return of the form of proxy for the EGM 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

---

## CONTENTS

---

|   |           |
|---|-----------|
| <b>DEFINITIONS .....</b>  | <b>1</b>  |
| <b>LETTER FROM THE BOARD .....</b>  | <b>3</b>  |
| <b>I. INTRODUCTION .....</b>  | <b>3</b>  |
| <b>II. MATTERS TO BE RESOLVED AT THE EGM .....</b>  | <b>4</b>  |
| 1. PROPOSED APPOINTMENT OF THE MEMBERS OF THE FOURTH<br>SESSION OF THE BOARD OF DIRECTORS .....   | 4         |
| 2. PROPOSED APPOINTMENT OF THE SHAREHOLDER<br>REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF<br>THE SUPERVISORY COMMITTEE .....  | 5         |
| <b>III. THE EGM AND VOTING METHOD .....</b>   | <b>6</b>  |
| <b>IV. CLOSURE OF REGISTER OF MEMBERS .....</b>   | <b>6</b>  |
| <b>V. RECOMMENDATION .....</b>  | <b>6</b>  |
| <b>APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR<br/>THE MEMBERS OF THE FOURTH SESSION OF<br/>THE BOARD OF DIRECTORS .....</b>  | <b>7</b>  |
| <b>APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR<br/>THE SHAREHOLDER REPRESENTATIVE<br/>SUPERVISORS OF THE FOURTH SESSION OF<br/>THE SUPERVISORY COMMITTEE .....</b> | <b>13</b> |
| <b>NOTICE OF 2022 FIRST EGM .....</b>   | <b>15</b> |

---

## 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 listed on the Shanghai Stock Exchange and traded in RMB   |
| “A Shareholder(s)”              | holder(s) of A Share(s) of the Company  |
| “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 2022 first extraordinary general meeting of the Company to be convened and held at 9:30 a.m. on Friday, 25 February 2022 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  |
| “H Shareholder(s)”              | holder(s) of H Share(s) of the Company  |
| “HK dollars”                    | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the PRC  |

\* For identification purpose only

---

## DEFINITIONS

---

|                           |  |
|---------------------------|--|
| “Latest Practicable Date” | 26 January 2022, 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 (as amended from time to time)  |
| “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 A Shareholder(s) and/or the H Shareholder(s)   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Supervisor(s)”           | the supervisor(s) of the Company   |
| “Supervisory Committee”   | the supervisory committee of the Company   |

---

## LETTER FROM THE BOARD

---



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)**

*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

*Non-executive Director:*

Mr. GUO Yonghong

*Principal place of business in the PRC:*

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

*Independent non-executive Directors:*

Mr. YAO Guiqing

Mr. CHEN Jin'en

Mr. CHAN Ka Keung Peter

*Principal place of business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wan Chai  
Hong Kong

*To the Shareholders*

**PROPOSED APPOINTMENT OF THE MEMBERS OF  
THE FOURTH SESSION OF THE BOARD OF DIRECTORS  
PROPOSED APPOINTMENT OF THE SHAREHOLDER  
REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF  
THE SUPERVISORY COMMITTEE**

### **I. INTRODUCTION**

The Company intends to convene the EGM at 9:30 a.m. on Friday, 25 February 2022 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 31 January 2022, and is set out on pages 15 to 17 of this circular.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with details of the resolutions to be proposed for you to consider and approve as ordinary resolutions at the EGM and to provide relevant information to enable you to make an informed decision on voting on such resolutions. Such resolutions and relevant details are set out in the 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 Friday, 28 January 2022.

### II. MATTERS TO BE RESOLVED AT THE EGM

#### ORDINARY RESOLUTIONS

##### ***1. PROPOSED APPOINTMENT OF THE MEMBERS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS***

Reference is made to the announcement of the Company dated 17 January 2022 in relation to, among others, the proposed appointment of the members of the fourth session of the Board of Directors.

The term of the third session of the Board of Directors expired on 27 August 2021. Members of the third session of the Board of Directors shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the fourth session of the Board of Directors take office. The following is the list of candidates for the members of the fourth session of the Board nominated by the nomination committee of the Board and the Board:

- (1) 3 candidates for executive Directors: Mr. ZHOU Zhiliang, Mr. XU Zongxiang, Mr. YANG Yongsheng;
- (2) 1 candidate for non-executive Director: Mr. GUO Yonghong;
- (3) 3 candidates for independent non-executive Directors: Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew and Mr. FU Junyuan.

The above list of candidates for the members of the fourth session of the Board of Directors is hereby proposed at the EGM for voting, which will produce 3 executive Directors, 1 non-executive Director and 3 independent non-executive Directors. These 7 Directors will compose the fourth session of the Board of Directors. The Directors of the fourth session of the Board of Directors will serve for a term of three years, with effect from the date of approval at the EGM.

The members of the committees under the Board shall be appointed by members of the fourth session of the Board after being elected.

---

## LETTER FROM THE BOARD

---

The biographies of the above-mentioned candidates for the members of the fourth session of the Board and further details related to their appointments are set out in Appendix I to this circular.

Taking into account the skills, knowledge and experience of each candidate for independent non-executive Director, the nomination committee of the Board is of the view that the candidates for independent non-executive Director possess years of experience in various fields including accounting, economics, finance and management, which will enhance diversity of the Board in a number of aspects. In determining the nomination of the candidates for independent non-executive Directors, the nomination committee of the Board and the Board have considered from a number of aspects the benefits that a candidate for independent non-executive Director will bring to the Board, including but not limited to gender, age, culture, educational background, professional experience, skills and knowledge.

### ***2. PROPOSED APPOINTMENT OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE***

Reference is made to the announcement of the Company dated 17 January 2022 in relation to, among others, the proposed appointment of the Shareholder representative Supervisors of the fourth session of the Supervisory Committee.

The term of the third session of the Supervisory Committee expired on 27 August 2021. Members of the third session of the Supervisory Committee shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the fourth session of the Supervisory Committee take office. The Company proposes to appoint 2 candidates for the Shareholder representative Supervisors of the fourth session of the Supervisory Committee nominated by the Supervisory Committee: Mr. KONG Ning and Ms. LI Tienan.

The above list of candidates for the Shareholder representative Supervisors of the fourth session of the Supervisory Committee is hereby proposed at the EGM for voting, which will produce 2 Shareholder representative Supervisors. Together with 1 employee representative Supervisor to be elected through employee's democratic election, these 3 Supervisors will compose the fourth session of the Supervisory Committee. Further announcement will be made on the information of the employee representative Supervisor of the Company. The Supervisors of the fourth session of the Supervisory Committee will serve for a term of three years, with effect from the date of approval at the EGM.

The biographies of the above-mentioned candidates for the Shareholder representative Supervisors of the fourth session of the Supervisory Committee and further details related to their appointments are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### III. THE EGM AND VOTING METHOD

The EGM of the Company will be held at 9:30 a.m. on Friday, 25 February 2022 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 31 January 2022 and is set out on pages 15 to 17 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy for the EGM is also published on the websites of HKEXnews of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.crsc.cn](http://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 9:30 a.m. on Thursday, 24 February 2022. Completion and return of the form of proxy for the EGM 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 for the EGM 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.

### 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 Monday, 21 February 2022 to Friday, 25 February 2022 (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 of H Shareholders 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 Friday, 18 February 2022.

### V. RECOMMENDATION

The Board considers that the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolutions 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*

31 January 2022



---

|                   |   |
|-------------------|---|
| <b>APPENDIX I</b> | <b>BIOGRAPHICAL DETAILS OF THE CANDIDATES<br/>FOR THE MEMBERS OF THE FOURTH SESSION<br/>OF THE BOARD OF DIRECTORS</b> |
|-------------------|---|

---

**Candidates for executive Directors**

**Mr. ZHOU Zhiliang**, aged 57, has been the Company's executive Director and chairman since January 2012 and is mainly responsible for overseeing the overall work of the Board. He has been the secretary of the Party Committee of the Company since June 2017. He has served as the chairman and the secretary of the Party Committee of China Railway Signal and Communication (group) Corporation Limited ("**CRSC Group**") since May 2017. From January 2012 to May 2017, he served as the general manager and the deputy secretary of the Party Committee of CRSC Group. Mr. ZHOU was a vice president and a member of the Standing Committee of the Party Committee of China Railway Construction Corporation Limited (listed on the Stock Exchange, stock code: 1186; listed on the Shanghai Stock Exchange (the "**SSE**"), stock code: 601186) from October 2007 to January 2012, during which Mr. ZHOU served as the chairman of China Railway Construction Investment Group Co., Ltd. (中國鐵建投資有限公司) from March 2011 to January 2012. From December 2004 to October 2007, Mr. ZHOU was a deputy general manager and a member of the Standing Committee of the Party Committee of China Railway Construction Corp. (中國鐵道建築總公司). From November 2001 to December 2004, Mr. ZHOU was the director and deputy secretary of the Party Committee of China Railway No. 4 Survey & Design Group Co., Ltd. (鐵道部第四勘察設計院) ("**Survey & Design Group**"). From January 2000 to November 2001, Mr. ZHOU served as the chairman of Labor Union of Survey & Design Group. From November 1996 to January 2000, Mr. ZHOU served as the director at No. 2 Railway Survey and Design Department (第二勘测設計處) of Survey & Design Group.

Mr. ZHOU graduated from China University of Mining & Technology (中國礦業學院) in July 1985 with a bachelor's degree in engineering and majored in hydrogeology and engineering geology, and from Tsinghua University School of Economic and Management with an EMBA degree in January 2008. Mr. ZHOU is a senior engineer. Mr. ZHOU was elected as the deputy managing director of the China Railway Society (中國鐵道學會) in January 2017, as a representative of the 15th Beijing Municipal People's Congress in November 2017, and as a director of the Communication and Signal Branch of the China Railway Society (中國鐵道學會通信信號分會) in June 2018.

**Mr. XU Zongxiang**, aged 58, served as the executive Director and president of the Company since February 2020 and December 2019, respectively. He has served as the deputy Party secretary, director and general manager of CRSC Group since November 2019. Mr. XU successively held various positions in CRRC Corporation Limited (listed on the Stock Exchange, stock code: 1766; listed on the SSE, stock code: 601766) from October 2012 to November 2019, including serving as an executive director from June 2017 to November 2019, a standing member of the Party Committee from May 2017 to November 2019, and a vice president and standing member of the Party Committee of CSR Corporation Limited from October 2012 to May 2015. He served as the deputy head of Zhuzhou Electric Locomotive Works, the director and general manager, director and general manager and deputy Party

---

## APPENDIX I                      BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS

---

secretary, executive director and general manager and deputy Party secretary of CRRC Zhuzhou Locomotive Co., Ltd., a standing member of the Party Committee of CSR Group, and a deputy general manager of CRRC Group Co., Ltd.

Mr. XU graduated from the Department of Electrical Engineering of Xi'an Jiaotong University in August 1983 with a bachelor's degree in engineering and majored in electrical technology; graduated from the School of Information Science and Engineering of Central South University in June 2003 with a master's degree in engineering and majored in transportation engineering; graduated from the School of Civil Engineering of Central South University in November 2012 with a doctor's degree in engineering and majored in civil engineering planning and management. Mr. XU is a senior engineer.

**Mr. YANG Yongsheng**, aged 53, has served as an executive Director of the Company since August 2018. He has been the adjunct professor of China Business Executives Academy, Dalian since June 2018. He has been the extramural tutor of the Executive Education of School of Economics Peking University since November 2017. He has been the deputy secretary of the Party Committee of CRSC Group since July 2017 and the employee representative director of CRSC Group since November 2017. Mr. YANG successively served as the leader of working group, the provisional secretary of the Party Committee and the chairman of China Urban and Rural Construction Group Ltd. (中國城鄉建設集團有限公司) from April 2017 to July 2017. From February 2016 to April 2017, Mr. YANG was the secretary of the Party Committee and vice chairman of China Road & Bridge Corporation. From December 2010 to February 2016, Mr. YANG served in several positions in China Communications Construction Company Limited (listed on the Stock Exchange, stock code: 1800; listed on the SSE, stock code: 601800), including serving as the deputy director of the general office, the general manager of the human resources department, the head of the organizational department of the Party Committee, the executive vice president of the management college and the executive deputy principal of the Party school, etc. Mr. YANG has been the vice director of the general manager department of Sinohydro Group Ltd. from March 2010 to December 2010. From July 1988 to July 2006, Mr. YANG served in several positions in No.5 Bureau of Sinohydro, including serving as the principal of the staff children secondary school, the director of the education department, the director of the human resources department, the head of the organizational department of the Party Committee, the director of the system reform office, vice director and the chief economist.

Mr. YANG obtained his doctor's degree in management from Lisbon University for Business Administration in Portugal in May 2012. Mr. YANG is a professor-level senior economist and senior engineer, and has published *Global Competitiveness Cultivation* (published by China Renmin University Press in 2018) and *From Competitiveness to Core Competitiveness* (published by China Development Press, 1st edition in 2014, 2nd edition in 2016), he is designated as an expert with special allowance by the State Council.

---

|                   |   |
|-------------------|---|
| <b>APPENDIX I</b> | <b>BIOGRAPHICAL DETAILS OF THE CANDIDATES<br/>FOR THE MEMBERS OF THE FOURTH SESSION<br/>OF THE BOARD OF DIRECTORS</b> |
|-------------------|---|

---

**Candidate for non-executive Director**

**Mr. GUO Yonghong**, aged 58, has been the non-executive Director of the Company since March 2021. He served as special external director of Central Enterprises since August 2020. Mr. GUO Yonghong served as the secretary of the Party Committee, chairman and general manager of China Mobile Tietong Company Limited from March 2018 to August 2020. 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.

Mr. GUO obtained his doctor's degree in management from Hong Kong Polytechnic University in October 2008 and majored in management; and obtained his master's degree in management from Fudan University and BI Norwegian Business School in March 2003 and majored in information and communication management. Mr. GUO is a professor-level senior engineer.

**Candidates for independent non-executive Directors**

**Mr. YAO Guiqing**, aged 66, has served as an independent non-executive Director of the Company since August 2018. He served as a director of China General Technology Group Co., Ltd. (中國通用技術集團有限公司) since November 2018. He successively served in China Railway Engineering Corporation from February 1990 to March 2018, including serving as its deputy secretary of the Party Committee, chairman of the labour union, employee representative director, general manager and vice chairman. From September 2007 to March 2018, Mr. YAO successively served in China Railway Group Limited (listed on the Stock Exchange, stock code: 0390; listed on the SSE, stock code: 601390), including serving as its vice president, deputy secretary of the Party Committee, chairman of the labour union, chairman of the supervisory committee and vice chairman; and he served as an executive director of China Railway Group Limited from August 2010 to March 2018. From December

---

|                   |   |
|-------------------|---|
| <b>APPENDIX I</b> | <b>BIOGRAPHICAL DETAILS OF THE CANDIDATES<br/>FOR THE MEMBERS OF THE FOURTH SESSION<br/>OF THE BOARD OF DIRECTORS</b> |
|-------------------|---|

---

1971 to February 1990, Mr. YAO served as the head of the organizational department of the committee of the Communist Youth League of China and the secretary to the committee of the Communist Youth League of China in Engineering No.3 Bureau of the Ministry of Railway\* (中國鐵道部第三工程局).

Mr. YAO graduated from the Party School of the Central Committee of the Communist Party of China as an on-the-job postgraduate in economic management in July 2002. Mr. YAO is a senior economist.

**Mr. YAO Cho Fai Andrew**, aged 56, currently serves as the chairman and the chief executive officer of Hong Kong Shanghai Alliance Holdings Limited (listed on the Stock Exchange, stock code: 1001), the deputy to the National People's Congress and the part-time vice chairman of Shanghai Federation of Industry & Commerce. Since 1994, Mr. YAO has successively held various positions in Hong Kong Shanghai Alliance Holdings Limited, including an executive director, the chief executive officer and the chairman, and also has served as the chairman of the nomination committee, a member of the remuneration committee and a director of certain subsidiaries of Hong Kong Shanghai Alliance Holdings Limited. Since 2004, he has served as an independent non-executive director of Kader Holdings Company Limited (listed on the Stock Exchange, stock code: 0180). Mr. YAO served as an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd.\* (listed on the Stock Exchange, stock code: 1635; listed on the SSE, stock code: 600635) from 2015 to 2020. Mr. YAO serves as the Hong Kong Deputy to the 13th National People's Congress of the People's Republic of China, the chairman of Hongkong-Shanghai Economic Development Association, the vice-chairman of Shanghai Federation of Industry & Commerce, the board member of Fudan University and the chairman of the council of Lingnan University in Hong Kong.

Mr. YAO graduated from the University of California, Berkeley with a bachelor's degree in science and obtained a master's degree in business administration in Harvard Graduate School of Business. Mr. YAO was granted the honor of the "Young Industrialist Award of Hong Kong" by the Federation of Hong Kong Industries in 2004, the title of the Justice of the Peace by The Government of the Hong Kong Special Administrative Region in 2008 and "Bronze Bauhinia Star" by The Government of the Hong Kong Special Administrative Region in 2016.

**Mr. FU Junyuan**, aged 60, was a member of the Standing Committee of the Party Committee and the chief accountant of China Poly Group Corporation Limited from August 2018 to September 2021. During the period from September 1996 to September 2018, he successively held various positions in China Communications Construction Group (Limited) (中國交通建設集團有限公司), including serving as a member of the temporary Party Committee and the chief accountant from December 2005 to August 2006, a member of the temporary Party Committee and a director from August 2006 to November 2006, an executive director and the chief accountant of China Communications Construction Company Limited from September 2006 to August 2018. Mr. FU served as the chief accountant and a deputy chief

---

## **APPENDIX I                      BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE MEMBERS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS**

---

accountant of China Harbor Construction (Group) Company (中國港灣建設(集團)總公司) from October 1998 to December 2005 and from September 1997 to October 1998, respectively. Prior to that, Mr. FU had worked in the Finance Department of the Ministry of Transport and the Department for Transport Audit under the National Audit Office for more than 10 years.

Mr. FU graduated from Beijing Jiaotong University with a doctor's degree in management. Mr. FU is a senior accountant.

### **Summary**

Pursuant to the Articles of Association, the Directors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Association. If Mr. ZHOU Zhiliang, Mr. XU Zongxiang, Mr. YANG Yongsheng, Mr. GUO Yonghong, Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew and Mr. FU Junyuan are appointed as the Directors of the fourth session of the Board, each of them will enter into a service contract with the Company respectively. The remunerations of the Directors during their term of service are subject to the remuneration policy considered and approved at the general meeting. The remunerations of the executive Directors include post-based salaries, performance-based salaries, social insurance paid by the Company for individuals and annuity, while the non-executive Directors do not receive any remuneration from the Company. The remunerations for independent non-executive Directors consist of basic remunerations, allowances for attending Board meetings, allowances for attending meetings of special committees under the Board, of which basic pre-tax annual remunerations for independent non-executive Directors who serve as chairman of the Board committees and other independent non-executive Directors are RMB100,000 and RMB80,000, respectively; and pre-tax allowances for attending Board meetings and meetings of special committees are RMB3,000/time and RMB2,000/time, respectively. The remuneration standards for an independent non-executive Director served by a person-in-charge of a central enterprise leaving his current post shall be implemented in accordance with the Notice on Salary Allowances for External Directors Served by Persons-in-charge of Central Enterprises Leaving Their Current Posts (Guo Zi [2016] No. 531) (《關於退出現職的中央企業負責人擔任外部董事發放工資補貼有關事項的通知》(國資[2016]531號)) and Notice on Adjusting the Work Allowances Standards for Retired Persons in Charge of Central Enterprises as Outside Directors (Guoziting Kao Fen [2020] No. 187) (《關於調整退出現職的中央企業負責人擔任外部董事工作補貼標準的通知》(國資廳考分[2020]187號)). The Company will disclose the details after the remunerations of the Directors are determined, please refer to the annual report and the circular of the general meeting to be published by the Company in due course.

Save as disclosed above, as of the Latest Practicable Date, each candidate for the Directors of the fourth session of the Board confirms that (i) he 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) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the

---

|                   |   |
|-------------------|---|
| <b>APPENDIX I</b> | <b>BIOGRAPHICAL DETAILS OF THE CANDIDATES<br/>FOR THE MEMBERS OF THE FOURTH SESSION<br/>OF THE BOARD OF DIRECTORS</b> |
|-------------------|---|

---

Company; (iii) he does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the SFO; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company 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 that should be brought to the attention of the shareholders of the Company or the Stock Exchange.



**Candidates for Shareholder representative Supervisors**

**Mr. KONG Ning**, aged 57, has served as a Supervisor of the Company since February 2020 and the chairman of the Supervisory Committee since March 2020. Mr. KONG served as the vice president of the Company from July 2016 to November 2019, a member of the Standing Committee of the Party Committee of the Company from December 2010 to November 2019, and the chief accountant of the Company in charge of the financial work from December 2010 to July 2016. He served as a member of the Standing Committee of the Party Committee of CRSC Group from December 2010 to November 2019 and as the chief accountant of CRSC Group from November 2004 to May 2015. From August 2001 to November 2004, he served as the accountant in the finance department, head of the finance department of North China Planning and Design Institute (華北規劃設計院) and the chief accountant in China Huanqiu Contracting & Engineering Co., Ltd. He served as the deputy chief of the finance section of Anhui Medicament Joint Venture Company (安徽省醫藥聯合經營公司) (later renamed as Anhui Hua Shi Medicament Co., Ltd. (安徽華氏醫藥有限公司)) from April 1996 to August 2001.

Mr. KONG obtained his bachelor's degree in management from the Artillery Academy of the Chinese People's Liberation Army (中國人民解放軍炮兵學院), majoring in economic management in June 2006; Mr. KONG obtained his EMBA degree from Dongbei University of Finance & Economics in June 2009. Mr. KONG was certified as a senior accountant by the Senior Accountant Professional and Technical Qualification Review Committee of China National Non-Metallic Minerals Industry Corporation (Group) (中國非金屬礦工業(集團)總公司高級會計師專業技術職務任職資格評審委員會) in November 2003.

**Ms. LI Tienan**, aged 51, has served as a Supervisor of the Company since February 2020. From March 2019 to December 2021, she successively held various positions in China Reform Asset Management Co., Ltd. (中國國新資產管理有限公司) including deputy general manager, general manager, general counsel and director; from April 2021 to December 2021, she served as the general manager of the asset management division of China Reform Holdings Corporation Ltd. (中國國新控股有限責任公司); she has been serving as the deputy head of the preparation group of China Reform Asset Allocation Co., Ltd. (國新資產配置有限公司) since December 2021. She has been serving as the legal representative, executive director and general manager of Guoxin Shengkang Private Fund Management (Beijing) Co., Ltd. (國新盛康私募基金管理(北京)有限公司) since December 2020 and as a director of Zhongjin Gold Corp., Ltd. (中金黃金股份有限公司) since March 2021. She served as a supervisor of China Tower Corporation Limited (中國鐵塔股份有限公司) (a company listed on the Hong Kong Stock Exchange (stock code: 0788)) since July 2019. She has served as a director of China Aviation Supplies Co., Ltd (中國航空器材有限責任公司) from July 2019 to April 2021. She has served as a director of China Cultural Industry Development Group Co., Ltd. (中國文化產業發展集團有限公司) from March 2019 to November 2021. She has served as a director of Guoxin Ronghui Equity Investment Fund Management Co., Ltd. (國新融匯股權投資基金管理有限公司) since March 2019, the general manager of the legal department of CNIC Corporation Limited (國新國際投資有限公司) from September 2014 to March 2019, the

general manager of the legal department of CNIC Consulting Corporation Limited (國新國際投資諮詢有限公司) from February 2017 to March 2019, the deputy general manager of the legal department of China Reform Holdings Corporation Ltd. (中國國新控股有限責任公司) from June 2011 to July 2014, the deputy general manager of the legal department of CNIC Corporation Limited from January 2013 to September 2014, the deputy general manager of the legal department China National Coal Group Corp. (中國中煤能源集團有限公司) from April 2011 to June 2011, the general legal counsel and a director of the legal department of China Coal & Coke Holdings Ltd. (中煤焦化控股有限責任公司) from August 2003 to April 2011, and the contract director of the legal department of China National Coal Group Corp. from December 2002 to August 2003. She has served as a lawyer of Shenyang Jinde Law Firm from December 1999 to December 2002 and worked at the Pre-trial Division of Shenyang Public Security Bureau of Liaoning Province from August 1992 to December 1999.

Ms. LI graduated from Northwest University of Political Science and Law with a bachelor's degree in law in 1992 and then graduated from Renmin University of China with an MBA degree.

### Summary

Pursuant to the Articles of Association, the Supervisors serve for a term of three years for each session, they are eligible for re-election upon completion of their term subject to the requirements under the Articles of Association. If Mr. KONG Ning and Ms. LI Tienan are appointed as the Shareholder representative Supervisors of the fourth session of the Supervisory Committee, they will enter into a service contract with the Company, respectively. The remunerations of the supervisors during their term of service are subject to the remuneration policy considered and approved at the general meeting. The remunerations of the Supervisors include post-based salaries, performance-based salaries, social insurance paid by the Company for individuals and annuity. The Company will disclose the details after the remunerations of the Supervisors are determined, please refer to the annual report and the circular of the general meeting to be published by the Company in due course.

Save as disclosed above, as at the Latest Practicable Date, each candidate for the Shareholder representative Supervisors of the fourth session of the Supervisory Committee confirms that (i) he/she 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) he/she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) he/she does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the SFO; and (iv) there are no other matters relating to his/her appointment that need to be brought to the attention of the shareholders of the Company 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 that should be brought to the attention of the shareholders of the Company or the Stock Exchange.



---

## NOTICE OF 2022 FIRST EGM

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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)**

### NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**EGM**”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held at 9:30 a.m. on Friday, 25 February 2022 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. To consider and approve the appointment of the executive Directors and non-executive Director of the fourth session of the Board of Directors of the Company
  - 1.1 To appoint Mr. ZHOU Zhiliang as an executive Director of the fourth session of the Board of the Company
  - 1.2 To appoint Mr. XU Zongxiang as an executive Director of the fourth session of the Board of the Company
  - 1.3 To appoint Mr. YANG Yongsheng as an executive Director of the fourth session of the Board of the Company
  - 1.4 To appoint Mr. GUO Yonghong as a non-executive Director of the fourth session of the Board of the Company

\* For identification purpose only

---

## NOTICE OF 2022 FIRST EGM

---

2. To consider and approve the appointment of the independent non-executive Directors of the fourth session of the Board of Directors of the Company
  - 2.1 To appoint Mr. YAO Guiqing as an independent non-executive Director of the fourth session of the Board of the Company
  - 2.2 To appoint Mr. YAO Cho Fai Andrew as an independent non-executive Director of the fourth session of the Board of the Company
  - 2.3 To appoint Mr. FU Junyuan as an independent non-executive Director of the fourth session of the Board of the Company
3. To consider and approve the appointment of the Shareholder representative Supervisors of the fourth session of the Supervisory Committee of the Company
  - 3.1 To appoint Mr. KONG Ning as a Shareholder representative Supervisor of the fourth session of the Supervisory Committee of the Company
  - 3.2 To appoint Ms. LI Tienan as a Shareholder representative Supervisor of the fourth session of the Supervisory Committee of the Company

By order of the Board

**China Railway Signal & Communication Corporation Limited\***

**ZHOU Zhiliang**

*Chairman*

Beijing, the PRC, 31 January 2022

---

## NOTICE OF 2022 FIRST EGM

---

*Notes:*

- (A) The register of members will be closed from Monday, 21 February 2022 to Friday, 25 February 2022 (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, 25 February 2022 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, 18 February 2022.
- (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 9:30 a.m. on Thursday, 24 February 2022. 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 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) to be elected and the voting rights possessed by the shareholders may be exercised uniformly. Specifically: the EGM will list and present candidates according to the election of executive directors, non-executive director, independent non-executive directors and shareholder representative supervisors in a total of three proposal groups. Under each proposal group, the fact that a shareholder owns each voting share means the shareholder possesses the number of votes same as the number of directors or supervisors to be elected under the proposal group. For example, if a shareholder holds 100 shares of the Company and there is a total of four directors to be elected in the proposal groups for the election of executive directors and non-executive directors, the shareholder shall have 400 votes in these proposal groups. The number of votes shareholders cast under a proposal group may not exceed the number of votes they own under the proposal group, as they wish. Shareholders can cast all votes available under certain proposal group, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each proposal under each proposal group shall be counted on an accumulative basis.
- (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, the non-executive director of the Company is Mr. GUO Yonghong, and the independent non-executive directors of the Company are Mr. YAO Guiqing, Mr. CHEN Jin'en and Mr. CHAN Ka Keung Peter.*