

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 2022 FIRST EXTRAORDINARY
GENERAL MEETING**

**APPOINTMENT OF THE MEMBERS OF THE FOURTH
SESSION OF THE BOARD OF DIRECTORS AND THE
FOURTH SESSION OF THE SUPERVISORY COMMITTEE
APPOINTMENT OF MEMBERS OF THE COMMITTEES
UNDER THE FOURTH SESSION OF THE BOARD OF
DIRECTORS**

**ELECTION OF CHAIRMAN OF THE BOARD OF
DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE**

References are made to the notice and the circular (the “**Circular**”) of the 2022 first extraordinary general meeting (the “**EGM**”) dated 31 January 2022 of China Railway Signal & Communication Corporation Limited* (the “**Company**”) and the announcement dated 24 February 2022 of the Company. Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as those defined in the Circular.

CONVENING OF AND ATTENDANCE AT THE EGM

The Company has held the EGM at 9:30 a.m. on Friday, 25 February 2022 at meeting room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The voting of the EGM 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 of the People's Republic of China and the Articles of Association.

The EGM was convened by the Board and chaired by Mr. ZHOU Zhiliang, the chairman of the Board. Among the seven current Directors of the Company, six Directors attended the EGM in person, of which Mr. CHAN Ka Keung Peter was not able to attend the meeting due to epidemic prevention and control. Among the three current Supervisors of the Company, three Supervisors attended the EGM in person. The secretary to the Board of the Company attended the EGM, and certain senior management were present at the EGM as non-voting delegates.

As at the date of the EGM, 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 EGM and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the EGM held a total of 7,187,045,498 voting Shares (including 6,674,822,827 A Shares and 512,222,671 H Shares), representing approximately 67.867501% of the total number of the Company's issued voting Shares.

* For identification purpose only

No Shareholders were required under the Listing Rules to abstain from voting on any resolutions proposed at the EGM. There were no Shares entitling the holders to attend the EGM but had to abstain from voting for any resolutions proposed at the EGM as required under Rule 13.40 of the Listing Rules. No Shareholders had indicated in the Circular that they intended to vote against or to abstain from voting on any resolutions proposed at the EGM. 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 EGM. Shareholder representatives, Supervisors and lawyers of the Company counted and scrutinized the poll pursuant to the Articles of Association.

VOTING AT THE EGM

The poll results in respect of the respective resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Votes
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	For The resolution is voted on by cumulative voting (number of votes) A total of four directors to be elected
1.1	To appoint Mr. ZHOU Zhiliang as an executive Director of the fourth session of the Board of the Company	6,936,150,417 96.509065%
1.2	To appoint Mr. XU Zongxiang as an executive Director of the fourth session of the Board of the Company	7,185,701,448 99.981299%
1.3	To appoint Mr. YANG Yongsheng as an executive Director of the fourth session of the Board of the Company	7,185,264,726 99.975222%
1.4	To appoint Mr. GUO Yonghong as a non-executive Director of the fourth session of the Board of the Company	7,103,691,294 98.840216%

Ordinary Resolutions		Votes
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	For The resolution is voted on by cumulative voting (number of votes) A total of three directors to be elected
2.1	To appoint Mr. YAO Guiqing as an independent non-executive Director of the fourth session of the Board of the Company	7,144,606,651 99.409509%
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	7,133,913,158 99.260721%
2.3	To appoint Mr. FU Junyuan as an independent non-executive Director of the fourth session of the Board of the Company	7,191,586,545 100.063184%
3.	To consider and approve the appointment of the Shareholder representative Supervisors of the fourth session of the Supervisory Committee of the Company	For The resolution is voted on by cumulative voting (number of votes) A total of two supervisors to be elected
3.1	To appoint Mr. KONG Ning as a Shareholder representative Supervisor of the fourth session of the Supervisory Committee of the Company	7,154,413,503 99.545961%
3.2	To appoint Ms. LI Tienan as a Shareholder representative Supervisor of the fourth session of the Supervisory Committee of the Company	7,188,436,211 100.019350%

As more than half of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the above resolutions, these resolutions were duly passed as ordinary resolutions.

ATTESTATION BY LAWYERS

Zhong Lun Law Firm, the PRC legal adviser of the Company, considers that the convening and holding procedures of the EGM are in compliance with the 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 EGM are legal and valid.

APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS AND THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Upon approval by the Shareholders at the EGM, the Board of Directors is pleased to announce that, with effect from 25 February 2022, (i) Mr. ZHOU Zhiliang, Mr. XU Zongxiang and Mr. YANG Yongsheng were appointed as executive Directors of the fourth session of the Board of Directors of the Company, respectively; (ii) Mr. GUO Yonghong was appointed as non-executive Director of the fourth session of the Board of Directors of the Company; and (iii) Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew and Mr. FU Junyuan were appointed as independent non-executive Directors of the fourth session of the Board of Directors of the Company, respectively.

Besides, Mr. CHEN Jin'en and Mr. CHAN Ka Keung Peter, both members of the third session of the Board of Directors of the Company, have no intention for re-election upon expiry of their term of office as a Director. In this respect, Mr. CHEN Jin'en shall cease to take any role as an independent non-executive Director, the chairman of the Remuneration and Evaluation Committee, a member of the Strategy and Investment Committee, a member of the Audit and Risk Management Committee and a member of the Nomination Committee of the Company, with effect from 25 February 2022, while Mr. CHAN Ka Keung Peter shall cease to take any role as an independent non-executive Director, the chairman of the Audit and Risk Management Committee and a member of the Remuneration and Evaluation Committee of the Company, with effect from 25 February 2022. Each of Mr. CHEN Jin'en and Mr. CHAN Ka Keung Peter has confirmed that they have no disagreement with the Board of Directors in any respect and, there are no other matters in relation to their resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

Upon approval by the Shareholders at the EGM, the Board of Directors is pleased to announce that, with effect from 25 February 2022, Mr. KONG Ning and Ms. LI Tienan were appointed as the Shareholder representative Supervisors of the fourth session of the Supervisory Committee of the Company, who will become members of the fourth session of the Supervisory Committee of the Company with Ms. YANG Yang, the employee representative Supervisor of the Company, who was elected at the employee representatives' general meeting convened on 23 February 2022.

Pursuant to the Articles of Association, the Directors and Supervisors serve for a term of three years for each session, and subject to the provisions of the Articles of Association, they are eligible for re-election upon completion of their term of office. Mr. ZHOU Zhiliang, Mr. XU Zongxiang, Mr. YANG Yongsheng, Mr. GUO Yonghong, Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew and Mr. FU Junyuan will respectively enter into a service contract of directors with the Company. Mr. KONG Ning, Ms. LI Tienan and Ms. YANG Yang will respectively enter into a service contract of supervisors with the Company. The remuneration policy for the members of the fourth session of the Board of Directors and the fourth session of the Supervisory Committee of the Company as well as the biographical details of the members of the fourth session of the Board of Directors and the members of the fourth session of the Supervisory Committee of the Company and the details of other information in respect of their appointments were set out in the Circular and the announcement dated 24 February 2022 of the Company. As of the date of this announcement, there is not any change in respect of those information.

APPOINTMENT OF MEMBERS OF THE COMMITTEES UNDER THE FOURTH SESSION OF THE BOARD OF DIRECTORS

The Board of Directors is pleased to announce that, on 25 February 2022, it was resolved by the Board of Directors that the members of each committee under the fourth session of the Board of Directors of the Company were appointed as follows:

Strategy and Investment Committee

Members: Mr. ZHOU Zhiliang (*Chairman*), Mr. XU Zongxiang, Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew, Mr. FU Junyuan

Audit and Risk Management Committee

Members: Mr. FU Junyuan (*Chairman*), Mr. GUO Yonghong, Mr. YAO Cho Fai Andrew

Nomination Committee

Members: Mr. ZHOU Zhiliang (*Chairman*), Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew

Remuneration and Evaluation Committee

Members: Mr. YAO Guiqing (*Chairman*), Mr. YAO Cho Fai Andrew, Mr. FU Junyuan

Quality and Safety Committee

Members: Mr. XU Zongxiang (*Chairman*), Mr. YAO Guiqing, Mr. GUO Yonghong

ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE

The Board of Directors is pleased to announce that, on 25 February 2022, it was resolved by the Board of Directors that Mr. ZHOU Zhiliang was elected as the chairman of the fourth session of the Board of Directors of the Company.

The Board of Directors is also pleased to announce that, on 25 February 2022, it was resolved by the Supervisory Committee that Mr. KONG Ning was elected as the chairman 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
25 February 2022

As of the date of this announcement, 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. YAO Cho Fai Andrew and Mr. FU Junyuan.