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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 2022 ANNUAL GENERAL MEETING
PAYMENT OF CASH DIVIDEND
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of the 2022 annual general meeting (the “**AGM**”) dated 10 May 2023 and the circular of the AGM dated 24 May 2023 (the “**Circular**”) 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 Circular.

ATTENDANCE AT THE AGM

The Company has held the AGM at 10:00 a.m. on Friday, 9 June 2023 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The voting of the AGM 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 AGM was convened by the Board and chaired by Mr. ZHOU Zhiliang, the chairman of the Board. All Directors and Supervisors of the Company attended the AGM, and relevant senior management were present at the AGM as non-voting delegates.

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 7,359,386,614 voting Shares, representing approximately 69.494924% of the total number of the Company's voting Shares issued.

No Shareholders were required under the Listing Rules to abstain from voting on any resolutions proposed at the AGM. There were no Shares entitling the holders to attend the AGM and abstain from voting for any resolution proposed at the AGM as required under Rule 13.40 of the Listing Rules. No Shareholders have indicated in the Circular that they intend to vote against or to abstain from voting on any resolution proposed at the AGM. The Company's H Share registrar, Computershare Hong Kong Investor Services Limited, served as the scrutineer for the vote-taking at the AGM. The Company's Shareholder representative, Supervisor and lawyer counted and scrutinized the poll pursuant to the Articles of Association.

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 Work Report of the Board of Directors for 2022 of China Railway Signal & Communication Corporation Limited*	7,294,397,522 (99.116922%)	110,900 (0.001507%)	64,878,192 (0.881571%)
2.	Resolution on the Work Report of the Supervisory Committee for 2022 of China Railway Signal & Communication Corporation Limited*	7,294,397,522 (99.116922%)	110,900 (0.001507%)	64,878,192 (0.881571%)
3.	Resolution on the 2022 Annual Report of China Railway Signal & Communication Corporation Limited*	7,294,397,522 (99.116922%)	110,900 (0.001507%)	64,878,192 (0.881571%)
4.	Resolution on the Final Account Report for 2022 of China Railway Signal & Communication Corporation Limited*	7,294,396,856 (99.116913%)	110,900 (0.001507%)	64,878,858 (0.881580%)
5.	Resolution on the Profits Distribution Plan for 2022 of China Railway Signal & Communication Corporation Limited*	7,295,716,856 (99.134850%)	110,900 (0.001507%)	63,558,858 (0.863643%)
6.	Resolution on Appointment of Auditor for 2023	7,295,717,522 (99.134859%)	110,900 (0.001507%)	63,558,192 (0.863634%)
7.	Resolution on Remunerations for Directors and Supervisors of the Company in 2022	7,295,717,522 (99.134859%)	110,900 (0.001507%)	63,558,192 (0.863634%)
8.	Resolution on Estimations on Ordinary Related Party Transactions for 2023-2025 of China Railway Signal & Communication Corporation Limited*	630,345,588 (83.493884%)	25,788,320 (3.415852%)	98,826,282 (13.090264%)
9.	Resolution on Renewal of the Financial Services Framework Agreement between CRSC Group Finance Limited* and China Railway Signal and Communication (Group) Corporation Limited* and Its Related Party Transactions	411,439,684 (54.498196%)	308,655,416 (40.883668%)	34,865,090 (4.618136%)

Special Resolutions		Number of Votes		
		For	Against	Abstain
10.	Resolution on General Authorization for the Issuance of Debt Financing Instruments	7,226,707,913 (98.197150%)	34,246,395 (0.465343%)	98,432,304 (1.337507%)
11.	Resolution on Amendments to the Articles of Association and the Rules of Procedure for the General Meetings	7,213,535,882 (98.018167%)	47,024,450 (0.638973%)	98,826,282 (1.342860%)

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 9, 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 10 to 11, these resolutions were duly passed as special resolutions.

ATTESTATION BY LAWYER

Zhong Lun Law Firm, the PRC legal adviser of the Company, considers that the convening and holding procedures of the AGM 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 AGM 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 a cash dividend of RMB1.7 per 10 Shares (tax inclusive) for 2022 (the “**2022 Cash Dividend**”) to the Shareholders, whose names appear on the register of members of the Company on Tuesday, 20 June 2023. The 2022 Cash Dividend is expected to be distributed on Thursday, 31 August 2023. The 2022 Cash Dividend to be distributed will be denominated and declared in RMB, and 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. RMB1.00 = HK\$1.101164) 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 7 June 2023 to 9 June 2023). Accordingly, the dividend payable for every 10 H Shares is HK\$1.871979 (tax inclusive).

Shareholders are reminded that in order to determine the list of the H Shareholders who are entitled to receive the 2022 Cash Dividend, the register of members of the Company will be closed from Friday, 16 June 2023 to Tuesday, 20 June 2023 (both days inclusive), during which period no transfer of H Shares will be effected. To be eligible to receive the 2022 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 holders of H Shares no later than 4:30 p.m. on Thursday, 15 June 2023.

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 requirements of 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 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 in writing 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 the documents are 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 Tuesday, 20 June 2023. 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 2022 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 2022 Cash Dividend at their own risk on Thursday, 31 August 2023.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcement dated 28 April 2023 and the Circular, in relation to, among other things, the proposed amendments to the Articles of Association. On a prudent, appropriate and necessary basis, the Company made amendments to the Articles of Association in accordance with the Appendix III of the Listing Rules (the “**Amendments**”). The Company announces that the Shareholders formally approved the Amendments at the AGM with effect from 9 June 2023.

The Amendments to 3 articles were made, and no article was added or deleted. The number of articles of the amended Articles of Association remains unchanged. Details of the Amendments can refer to the Circular. The full text of the amended Articles of Association has been 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*
ZHOU Zhiliang
Chairman

Beijing, the PRC
9 June 2023

As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Zhiliang, Mr. XU Zongxiang and Mr. ZHANG Quan, 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.

* *For identification purpose only*