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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 enclosed 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).

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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)**

**PROPOSED ELECTION OF MR. LOU QILIANG  
AS AN EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

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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 9:00 a.m. on Friday, 27 October 2023 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The notice to convene the EGM has been dispatched on 28 September 2023 and is set out on pages 7 to 8 of this circular. The form of proxy for use at the EGM is also enclosed. The form of proxy for the EGM is also published on the HKEXnews website 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 9:00 a.m. on Thursday, 26 October 2023. 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*

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## DEFINITIONS

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*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
“A Shareholder(s)”	holder(s) of A Share(s) of the Company
“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	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 2023 first extraordinary general meeting of the Company to be convened and held at 9:00 a.m. on Friday, 27 October 2023 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the 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 listed on the Stock Exchange and traded in HK dollars
“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

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## DEFINITIONS

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“Latest Practicable Date”	22 September 2023, 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, supplemented or otherwise modified 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 People’s Republic of China 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, supplemented or otherwise modified from time to time)
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	A Shareholder(s) and/or H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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## LETTER FROM THE BOARD

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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)**

*Chairman of the Board  
and Executive Director:*  
Mr. ZHOU Zhiliang

*Executive Director:*  
Mr. ZHANG Quan

*Non-executive Director:*  
Mr. GUO Yonghong

*Independent non-executive Directors:*  
Mr. YAO Guiqing  
Mr. YAO Cho Fai Andrew  
Mr. FU Junyuan

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

*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, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

28 September 2023

*To the Shareholders*

Dear Sir/Madam,

### **PROPOSED ELECTION OF MR. LOU QILIANG AS AN EXECUTIVE DIRECTOR**

#### **I. INTRODUCTION**

The EGM of the Company will be held at 9:00 a.m. on Friday, 27 October 2023 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, the PRC. The notice of convening the EGM has been dispatched on 28 September 2023 and is set out on pages 7 to 8 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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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 at such resolution. Such resolution and details are set out in the letter from the Board.

For reference purpose only, notice of the EGM to holders of A Shares has been published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on Wednesday, 27 September 2023.

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

#### Ordinary Resolution

##### Proposed Election of Mr. LOU Qiliang as an Executive Director

An ordinary resolution will be proposed at the EGM to approve the election of Mr. LOU Qiliang as an executive Director of the Company.

Reference is made to the announcement dated 15 September 2023 of the Company in relation to, among others, the proposed appointment of Mr. LOU Qiliang as an executive Director. Pursuant to the Company Law of the People's Republic of China and the Articles of Association, the Company proposes to elect Mr. LOU Qiliang as an executive Director of the fourth session of the Board of the Company after the consideration and approval of the Board. After his appointment taking effect upon the approval at the EGM, Mr. LOU Qiliang will also serve as a member of the Strategy and Investment Committee and the chairman of the Quality and Safety Committee of the Board. Mr. LOU Qiliang will serve for a term commencing from the date of approval of the election at the general meeting of the Company until the date of expiration of the fourth session of the Board.

Subject to the requirements of the Articles of Association, Mr. LOU Qiliang is eligible for re-election upon completion of his term. In the event that Mr. LOU Qiliang is elected as the executive Director of the fourth session of the Board of the Company, he will enter into a service contract with the Company. The remuneration of Mr. LOU Qiliang during his term of service will be determined based on the remuneration policy of the Company by the Board as authorized by the general meeting of the Company. The remuneration of Mr. LOU Qiliang includes post-based salaries, performance-based salaries, social insurance paid by the Company for individuals and annuity. The Company will disclose the details after his remuneration is determined. For details, please refer to the annual report and the circular of the annual general meeting to be published by the Company in due course.

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## LETTER FROM THE BOARD

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The biographical details of Mr. LOU Qiliang and other information related to his election are set out as follows:

Mr. LOU Qiliang, alias LOU Suidong, born in 1963, a Chinese national with no right of abode overseas, is a holder of bachelor's degree and a professorate senior engineer. Mr. LOU Qiliang is currently the deputy secretary of the Party Committee, director and general manager of China Railway Signal and Communication (Group) Corporation Limited (中國鐵路通信信號集團有限公司). Mr. LOU Qiliang once served as the deputy head, head and deputy secretary of the Party Committee of CSR Group Nanjing Puzhen Rolling Stock Factory (中國南車集團南京浦鎮車輛廠), as well as the executive director, general manager and deputy secretary of the Party Committee of Puzhen Rolling Stock Co., Ltd. (浦鎮公司), a standing member of the Party Committee of CSR Group, and a standing member of the Party Committee and vice president of CSR Corporation Limited (中國南車股份有限公司). From May 2015 to September 2019, he served as a standing member of the Party Committee and vice president of CRRC Corporation Limited (“CRRC”, listed on the Stock Exchange with a stock code of 1766 and listed on the Shanghai Stock Exchange with a stock code of 601766). From September 2019 to October 2019, he served as the deputy secretary of the Party Committee of CRRC Group Co., Ltd. (“CRRC GROUP”). From October 2019 to December 2019, he served as the deputy secretary of the Party Committee and an employee representative director of CRRC GROUP and the deputy secretary of the Party Committee of CRRC. From December 2019 to July 2021, he served as the deputy secretary of the Party Committee and an employee representative director of CRRC GROUP and the deputy secretary of the Party Committee and an executive director of CRRC. From July 2021 to August 2021, he served as the deputy secretary of the Party Committee, director and general manager of CRRC GROUP, and the deputy secretary of the Party Committee and executive director of CRRC. From August 2021 to September 2023, he served as the deputy secretary of the Party Committee, director and general manager of CRRC GROUP, and deputy secretary of the Party Committee, executive director and president of CRRC.

Save as disclosed above, as of the Latest Practicable Date, Mr. LOU Qiliang 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 Shareholder of the 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 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 or the Stock Exchange.

### III. THE EGM AND VOTING METHOD

The EGM of the Company will be held at 9:00 a.m. on Friday, 27 October 2023 at Meeting Room, Building A, CRSC Building, 1 Compound, Automobile Museum South Road, Fengtai District, Beijing, PRC. The notice to convene the EGM has been dispatched on 28 September 2023 and 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 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)).

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## LETTER FROM THE BOARD

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Whether or not you propose to attend the EGM, H Shareholders of the Company are requested to complete the 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 9:00 a.m. on Thursday, 26 October 2023. Completion and return of the form of proxy for the EGM will not preclude 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. Shareholders may cast their votes in person 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 Tuesday, 24 October 2023 to Friday, 27 October 2023 (both days inclusive), during which no transfer of Shares of the Company will be effected. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company, as maintained by Computershare Hong Kong Investor Services Limited, on Friday, 27 October 2023 are entitled to attend and vote at the EGM following completion of the registration procedures. 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 of the Company no later than 4:30 p.m. on Friday, 20 October 2023.

#### 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 at the EGM.

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

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## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “EGM”) of China Railway Signal & Communication Corporation Limited\* (the “**Company**”) will be held at 9:00 a.m. on Friday, 27 October 2023 at Meeting Room, 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 election of Mr. LOU Qiliang as an executive director of China Railway Signal & Communication Corporation Limited
  - 1.01 To elect Mr. LOU Qiliang as an executive director of the fourth session of the board of directors of the Company

By order of the Board

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

**ZHOU Zhiliang**

*Chairman*

Beijing, the PRC, 28 September 2023

\* *For identification purpose only*

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## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (A) The register of members will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023 (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, 27 October 2023 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, 20 October 2023.
- (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 9:00 a.m. on Thursday, 26 October 2023. Completion and return of a form of proxy will not preclude a shareholder from attending the EGM or any adjournment thereof 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 adopts 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 total 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.