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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 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the "EGM") of China Railway Signal & Communication Corporation Limited\* (the "**Company**") will be held at 9:00 a.m. on Tuesday, 28 August 2018 at Meeting Room 1945, 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, among others, and if thought fit, passing the following resolutions (with or without modifications).

### **Ordinary Resolutions**

1. To consider and approve the appointment of the members of the third session of the Board of Directors of the Company
  - 1.1 To appoint Mr. Zhou Zhiliang as an executive Director of the third session of the Board of the Company
  - 1.2 To appoint Mr. Yin Gang as an executive Director of the third session of the Board of the Company
  - 1.3 To appoint Mr. Yang Yongsheng as an executive Director of the third session of the Board of the Company
  - 1.4 To appoint Mr. Wang Jiajie as an independent non-executive Director of the third session of the Board of the Company
  - 1.5 To appoint Mr. Chen Jin'en as an independent non-executive Director of the third session of the Board of the Company
  - 1.6 To appoint Mr. Chan Ka Keung Peter as an independent non-executive Director of the third session of the Board of the Company
  - 1.7 To appoint Mr. Yao Guiqing as an independent non-executive Director of the third session of the Board of the Company

\* *For identification purpose only*

2. To consider and approve the appointment of the non-employee representative Supervisors of the third session of the Board of Supervisors of the Company
  - 2.1 To appoint Ms. Tian Liyan as a Shareholder representative Supervisor of the third session of the Board of Supervisors of the Company
  - 2.2 To appoint Mr. Wu Zuowei as an external Supervisor of the third session of the Board of Supervisors of the Company
3. To consider and approve the 2018 Remuneration Plan for the Proposed New Independent Non-Executive Directors

The details of the above resolutions are set out in the circular of the Company dated 13 July 2018.

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

Beijing, the PRC, 13 July 2018

Notes:

- (A) The register of members will be closed from Sunday, 29 July 2018 to Tuesday, 28 August 2018 (both days inclusive), during which period 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 Tuesday, 28 August 2018 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, 27 July 2018.

- (B) H Shareholders intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post 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 holders of H Shares on or before Wednesday, 8 August 2018.
- (C) 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 need 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.
- (D) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his 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.
- (E) 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 (D) 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 not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so desires.
- (F) A Shareholder or his 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.
- (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 and Mr. YIN Gang, and the independent non-executive directors of the Company are Mr. WANG Jiajie, Mr. SUN Patrick, Mr. CHEN Jin'en and Mr. GAO Shutang.*