

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

China Railway Signal & Communication Corporation Limited*

中國鐵路通信信號股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 03969)

ANNOUNCEMENT

RESIGNATION OF SUPERVISORS

AND

PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

RESIGNATION OF SUPERVISORS

The supervisory committee (the “**Supervisory Committee**”) of China Railway Signal & Communication Corporation Limited* (the “**Company**”) announces that the Company has recently received resignation letters from TIAN Liyan and WU Zuowei, being supervisors of the Company, for their resignation as supervisors of the third session of the Supervisory Committee of the Company due to work arrangement. Following the resignation, TIAN Liyan and WU Zuowei will cease to hold any position in the Company. According to the relevant requirements under the Company Law of the People's Republic of China and the articles of association of China Railway Signal & Communication Corporation Limited*, where the resignation of any supervisor of the Company during his/her tenure will cause the number of supervisors to fall below the statutory minimum number of the Supervisory Committee, such supervisor shall continue to perform his/her duties as a supervisor until the newly elected supervisor assumes the office. Accordingly, TIAN Liyan and WU Zuowei shall continue to perform their duties as supervisors until the newly elected supervisors assume the offices.

Each of TIAN Liyan and WU Zuowei has no disagreement with the board of directors of the Company and the Supervisory Committee during their relevant tenure, and there are no other matters in relation to their resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

TIAN Liyan and WU Zuowei have performed their duties diligently with full dedication and faithfully discharged their duties and obligations during their tenure. The Supervisory Committee of the Company would like to express their sincere gratitude to TIAN Liyan and WU Zuowei for their contributions to the Company during their tenure.

PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

China Railway Signal and Communication (group) Corporation Limited (中國鐵路通信信號集團有限公司), the controlling shareholder of the Company holding 62.37% of the total issued shares of the Company, submitted an ad hoc proposal to the convener of the general meeting in writing on 20 January 2020. On 21 January 2020, the Supervisory Committee has considered and approved the nomination of Mr. KONG Ning and Ms. LI Tienan as the shareholder representative supervisors of the third session of the Supervisory Committee of the Company. The appointment of Mr. KONG Ning and Ms. LI Tienan will take effect upon approval by the Shareholders at the general meeting of the Company.

The biographical details of Mr. KONG Ning and Ms. LI Tienan are set out below:

Mr. KONG Ning, born in 1964, Chinese nationality, has no right of residence overseas. Mr. KONG served as the vice president of the Company from July 2016 to November 2019 and a standing member of the Party Committee of the Company from December 2010 to November 2019. He served as the chief accountant of the Company from December 2010 to July 2016, mainly in charge of the financial work. He was a standing member of the Party Committee of CRSC Corporation Group from December 2010 to November 2019. Mr. KONG was the chief accountant of CRSC Corporation Group from November 2004 to May 2015, and served as the accountant in the finance department of China Huanqiu Contracting & Engineering Co. Ltd. (中國寰球工程公司) and the head of finance department and the chief accountant of the HQCEC (HB) (華北規劃設計院) from August 2001 to November 2004; and the deputy chief of financial department of Anhui Medicament Joint Venture Company (安徽省醫藥聯合經營公司) (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 graduated from Army Officer Academy of PLA (中國人民解放軍炮兵學院) in June 2006 with a bachelor's degree in economics management and he graduated from Dongbei University of Finance and Economics (東北財經大學) in June 2009 with an EMBA degree. Mr. KONG was conferred the title of senior accountant by the Qualification Review Committee for Senior Accountant Professional Technology Positions of China Non-metal Mining Industry (Group) Corporation (中國非金屬礦工業(集團)總公司) in November 2003.

Ms. LI Tienan, aged 49, has been the deputy general manager of China Reform Asset Management Co., Ltd. (中國國新資產管理有限公司) and 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. Ms. LI served as a First-level Superintendent of Pre-trial Division of Shenyang Public Security Bureau (瀋陽市公安局預審處) of Liaoning Province from August 1992 to December 1999, a lawyer of Shenyang Jinde Law Firm from December 1999 to December 2002, a contract director of the legal department of China National Coal Group Corp. (中國中煤能源集團有限公司) from December 2002 to August 2003, a 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, a deputy general manager of the legal department of China National Coal Group Corp. (中國中煤能源集團有限公司) from April 2011 to June 2011, a 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, during which period she also served as a deputy general manager of the legal department of CNIC Corporation Limited (國新國際投資有限公司) from January 2013 to September 2014. Ms. LI served as a 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, during which period she also served as a 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. Ms. LI has been an external director of China

Culture Development Corporation Ltd. (中國文化產業發展集團有限公司) since March 2019, a director of China Aviation Supplies Co., Ltd. (中國航空器材有限責任公司) since July 2019, a supervisor of China Tower Corporation Limited ((中國鐵塔股份有限公司), a company listed on the Stock Exchange (stock code: 0788)) since July 2019, and a director of China North Industries Corp. (中國北方工業有限公司) since October 2019.

Ms. LI graduated from Northwest University of Political Science and Law (西北政法大學), with a bachelor's degree in law in 1992 and obtained a master's degree in business administration from Renmin University of China (中國人民大學).

It is proposed that Mr. KONG Ning and Ms. LI Tienan be appointed as shareholder representative supervisors, who will hold office from the date of election at the the 2020 first extraordinary general meeting (the “EGM”) of the Company until the expiration of the third session of the Supervisory Committee. If Mr. KONG Ning and Ms. LI Tienan are appointed as shareholder representative supervisors of the third session of the Supervisory Committee, they will enter into service contracts with the Company. During the tenure of office of Mr. KONG Ning and Ms. LI Tienan as shareholder representative supervisors, they will not receive any remuneration from the Company.

Save as disclosed above, as of the date of this announcement, each of Mr. KONG Ning and Ms. LI Tienan has confirmed that he/she (i) 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) does not have any relationship with any directors, supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his/her 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will submit the resolution regarding, among others, the aforesaid proposed appointment of the shareholder representative supervisors at the EGM for consideration and approval by the Shareholders. The EGM circular containing, among others, details of the aforesaid proposal, together with the revised EGM notice, will be dispatched to the Shareholders as soon as practicable as required by the Listing Rules.

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

Beijing, the PRC, 21 January 2020

As of the date of this announcement, the executive directors of the Company are Mr. ZHOU Zhiliang and Mr. YANG Yongsheng, and the independent non-executive directors of the Company are Mr. WANG Jiajie, Mr. CHEN Jin'en, Mr. CHAN Ka Keung Peter and Mr. YAO Guiqing.

* For identification purpose only