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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)

CONTINUING CONNECTED TRANSACTION FINANCIAL SERVICES FRAMEWORK AGREEMENT

FINANCIAL SERVICES FRAMEWORK AGREEMENT

The Board announces that on 28 October 2022 (after trading hours), Finance Company entered into the Financial Services Framework Agreement with China CRSC Group and proposed the Annual Cap for 2022 and the Annual Cap for 2023 thereunder, pursuant to which, Finance Company will provide deposit services, credit services and other financial services to CRSC Group. The Financial Services Framework Agreement is effective from 28 October 2022 to 30 June 2023. The Company will comply with the requirements of Chapter 14A of the Listing Rules in relation to such continuing connected transactions.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, (i) Finance Company is a subsidiary of the Company as the Company holds 95% of the equity interest in Finance Company; and (ii) China CRSC Group is a connected person of the Company as China CRSC Group holds 62.69% of the issued share capital of the Company and is the controlling shareholder of the Company. China CRSC Group and its associates constitute connected persons of the Group pursuant to Chapter 14A of the Listing Rules. Therefore, the continuing transactions under the Financial Services Framework Agreement between Finance Company and CRSC Group constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

For the deposit services under the Financial Services Framework Agreement, as it constitutes financial assistance provided by connected persons for the benefits of the Group, and such deposit services are entered into on normal or better commercial terms and it is not secured by the assets of the Group, the continuing connected transactions for deposit services under the Financial Services Framework Agreement are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.90 of the Listing Rules.

For the credit services under the Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as the highest applicable percentage ratio of the proposed annual caps is higher than 0.1% but lower than 5%, the continuing connected transactions for the credit services under the Financial Services Framework Agreement are therefore subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the independent shareholders' approval requirement.

For other financial services under the Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as each of the applicable percentage ratio of the proposed annual caps is lower than or is expected to be lower than the minimum exemption level required by Rule 14A.76(1) of the Listing Rules, the continuing connected transactions for other financial services under the Financial Services Framework Agreement are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. If the transaction amount of other financial services under the Financial Services Framework Agreement exceeds the relevant exemption level, the Company will comply with the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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I. FINANCIAL SERVICES FRAMEWORK AGREEMENT

- Date:** 28 October 2022
- Parties:** China CRSC Group and Finance Company
- Period of the Agreement:** From 28 October 2022 to 30 June 2023
- Principle terms:** (1) Finance Company provides deposit services to CRSC Group in the form of demand deposits, time deposits, call deposits, agreement deposits, etc. If Finance Company fails to repay the deposit to CRSC Group in full and on time, China CRSC Group has the right to terminate the Agreement and offset the deposit payable by Finance Company to CRSC Group against the loans made by CRSC Group to Finance Company in accordance with the laws and regulations of China;

- (2) Finance Company provides credit services to CRSC Group, including loans, bill discounting, buyer's credit, accounts receivable factoring, various types of guarantees, acceptance of bills, etc. If CRSC Group fails to repay Finance Company in full and on time for the debts arising from the abovementioned credit services business, Finance Company has the right to terminate the Agreement and offset the debts due to Finance Company by CRSC Group against CRSC Group's deposits with Finance Company in accordance with the laws and regulations of China; and
- (3) Finance Company provides other financial services to CRSC Group (including but not limited to the provision of advisory, agency, settlement, transfer, settlement and sale of foreign exchange, investment, letter of credit, online banking, entrusted loan, underwriting, etc.) and charges CRSC Group for the services. Subject to compliance with the Agreement, the parties shall enter into specific agreements for the provision of the relevant specific financial services to agree on the specific terms of the transaction.

Pricing policy:

- (1) For deposit services, the interest rate for deposits offered by Finance Company to CRSC Group shall be determined with reference to the benchmark interest rate for the same period promulgated by the People's Bank of China for the same type of deposits, and shall not be higher than the interest rate for the same period determined by banking financial institutions in the PRC for the same type of deposits taken by CRSC Group or equivalent third parties;
- (2) For credit services, the interest rate or fee rate for the credit service provided by Finance Company to CRSC Group shall be determined with reference to the benchmark interest rate or fee rate for the same period promulgated by the People's Bank of China for the same type of business, and shall be no less than the interest rate or fee rate for the same period determined by banking financial institutions in the PRC for the same type of credit business to CRSC Group or equivalent third parties; and
- (3) For other financial services, the service fees charged by Finance Company to CRSC Group shall comply with the relevant regulations of the People's Bank of China or the China Banking and Insurance Regulatory Commission where such standards have been stipulated for the relevant types of services, and shall be determined with reference to the fees charged by major commercial banks in the PRC for similar financial services.

II. HISTORICAL TRANSACTION AMOUNTS

As of the date of this announcement, Finance Company has not provided any financial services to CRSC Group, and therefore there is no relevant historical transaction amount to be disclosed or referred to.

III. ANNUAL CAPS AND BASIS OF DETERMINATION

(1) Deposit services

As the deposit services under the Financial Services Framework Agreement constitute financial assistance provided by connected persons for the benefits of the Group, and such deposit services are entered into on normal or better commercial terms and it is not secured by the assets of the Group, the continuing connected transactions for deposit services under the Financial Services Framework Agreement are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.90 of the Listing Rules.

(2) Credit services

For the period started from the date of entering into the Financial Services Framework Agreement (i.e. 28 October 2022) and ended 31 December 2022 and the six-month period starting from 1 January 2023 and ending on 30 June 2023, the maximum transaction amounts for the credit services under the Financial Services Framework Agreement shall not exceed the following caps, respectively:

Annual cap for the year ending 31 December 2022	From 1 January 2023 to 30 June 2023
<i>(RMB '000 million)</i>	

The maximum daily credit balance (including accrued interest) that CRSC Group received from Finance Company shall not exceed:

1.00	2.00
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The Company will comply with the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules if Finance Company continues to provide credit services to CRSC Group after the expiration of the Financial Services Framework Agreement.

The Annual Cap for 2022 and the Annual Cap for 2023 under the Financial Services Framework Agreement were determined primarily by reference to: (i) the business development and capital requirements of CRSC Group, (ii) the current scale of assets, business and revenue of CRSC Group, and (iii) the need to broaden financing channels, etc.

(3) Other financial services

As each of the applicable percentage ratio of the proposed annual caps for other financial services proposed to be provided under the Financial Services Framework Agreement, calculated in accordance with the Listing Rules, is lower than or is expected to be lower than the minimum exemption level required by Rule 14A.76(1) of the Listing Rules, the continuing connected transactions for other financial services under the Financial Services Framework Agreement are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. If the transaction amount of other financial services under the Financial Services Framework Agreement exceeds the relevant exemption level, the Company will comply with the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

IV. REASONS FOR AND BENEFITS OF ENTERING INTO FINANCIAL SERVICES FRAMEWORK AGREEMENT

The entering into of the Financial Services Framework Agreement between Finance Company and China CRSC Group will be conducive to enhancing the Group's capital management, broadening financing channels, reducing financing costs, improving capital utilization efficiency, expanding business scale, and enhancing profitability. Such transactions will not prejudice the interests of the Company and the Shareholders and will not have any adverse impact on the Company's ability to continue as a going concern, its future financial position and results of operations, and will not affect the independence of the Company.

The Directors (including the independent non-executive Directors) are of the view that, although the Financial Services Framework Agreement and the transactions to be contemplated thereunder are not the ordinary and usual business of the Company, the terms of the Financial Services Framework Agreement are fair and reasonable and are in the interests of the Company and the Shareholders of the Company as a whole.

V. INTERNAL CONTROL PROCEDURES AND CORPORATE GOVERNANCE MEASURES

To regulate the performance of connected transactions of the Company, the Company has formulated the Rules for Connected Transactions of China Railway Signal & Communication Corporation Limited* (《中國鐵路通信信號股份有限公司關聯交易管理制度》), and adopted a series of internal control and corporate governance measures in its daily operation. Such measures in relation to the Financial Services Framework Agreement mainly include the following:

1. The financial Services Framework Agreement will be conducted on a non-exclusive basis;
2. The Company's finance department is responsible for providing statistical reports on continuing connected transactions under the Financial Services Framework Agreement to the finance departments of its subsidiaries, explaining the applicable scope of various continuing connected transactions, proposing reporting requirements, as well as coordinating and monitoring the compliance with the annual caps by its subsidiaries;

3. The Company's finance department and its subsidiaries' finance departments are responsible for summarizing the actual amounts of continuing connected transactions incurred by the Company and its subsidiaries under the Financial Services Framework Agreement, respectively, while the subsidiaries' finance departments shall submit reports on continuing connected transactions under the Financial Services Framework Agreement to the Company's finance department on a monthly basis, and the Company's finance department is responsible for verifying, summarizing, analyzing and forecasting such monthly amounts of the continuing connected transactions of the Company and its subsidiaries under the Financial Services Framework Agreement;
4. The finance department of the Company will strictly control the balance of the annual caps and ensure that the continuing connected transactions under the Financial Services Framework Agreement will not exceed the relevant annual caps. When the statistical data indicates that those actual amounts incurred may exceed the annual caps, the Company's Board office will organize relevant departments to propose a handling plan as soon as possible and forecast new annual cap amounts, make an application to revise the annual caps pursuant to the relevant procedures, strictly fulfill the disclosure obligations under the Listing Rules, and ensure the actual amounts of continuing connected transactions incurred under the Financial Services Framework Agreement will not exceed the approved and/or disclosed annual caps before the obtaining of the relevant approvals and/or completion of the relevant disclosure;
5. The Company's finance department will work with the Board office and report the status of continuing connected transactions under the Financial Services Framework Agreement to the audit and risk management committee of the Company and the Board at least twice a year;
6. Prior to entering into any specific financing services agreements with CRSC Group, the Company's legal compliance department will review such agreements to ensure that the principal terms are in line with the relevant terms of the Financial Services Framework Agreement; and
7. The independent non-executive Directors of the Company will review the Financial Services Framework Agreement and the continuing connected transactions contemplated thereunder to ensure that the Agreement is entered into on normal commercial terms, is fair and reasonable and conducted in accordance with the terms of the Agreement. Meanwhile, the auditor of the Company will also conduct annual review of the pricing and annual caps for such continuing connected transactions.

Accordingly, the Company believes that it has implemented sufficient mechanisms, internal control procedures and external supervision measures, and thus to ensure compliance of the continuing connected transactions with and their strict abidance by relevant regulatory guidelines and the terms of the Financial Services Framework Agreement.

VI. IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, (i) Finance Company is a subsidiary of the Company as the Company holds 95% of the equity interest in Finance Company; and (ii) China CRSC Group is a connected person of the Company as China CRSC Group holds 62.69% of the issued share capital of the Company and is the controlling shareholder of the Company. China CRSC Group and its associates constitute connected persons of the Group pursuant to Chapter 14A of the Listing Rules. Therefore, the continuing transactions under the Financial Services Framework Agreement between Finance Company and CRSC Group constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

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VII. OPINIONS OF BOARD

As Mr. ZHOU Zhiliang, Mr. XU Zongxiang and Mr. ZHANG Quan hold directorships in China CRSC Group, thus are deemed to be materially interested in the Financial Services Framework Agreement and the transactions contemplated thereunder. Accordingly, they have abstained from voting on the resolutions of the Board for approving the Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the other Directors has material interests in the Agreement and the transactions contemplated thereunder and is required to abstain from voting on the resolutions of the Board for considering and approving such transactions.

The Directors (including the independent non-executive Directors), after taking into account the pricing policies, basis of determining proposed annual caps, reasons and benefits as well as internal control procedures, are of the opinion that although the Financial Services Framework Agreement and the transactions contemplated thereunder are not in the ordinary and usual course of business of the Company, the terms of the Financial Services Framework Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

VIII. GENERAL INFORMATION

(1) Information on Finance Company

Finance Company is a company incorporated in the PRC with limited liability on 16 August 2022, and its principal activities include providing financial and financing consulting, credit assurance and relevant consulting, and agency services for its member entities; assisting member entities to complete the collection and payment of transaction amounts; arranging entrusted loans among member entities; offering bill discounting for member entities; offering internal transfer settlement between member entities and design the corresponding settlement and clearing plans; absorbing savings for member entities; offering loans to member entities. The Company holds 95% of the equity interest in Finance Company and China CRSC Group holds its 5% equity interests. Finance Company is a subsidiary of the Company.

(2) Information on China CRSC Group

China CRSC Group is a wholly state-owned enterprise approved to be established by the former Ministry of Railway of the PRC (中國鐵道部) on 8 May 1981 and registered in the PRC on 7 January 1984, the sole controlling shareholder and one of the promoters of the Company. The principal business of China CRSC Group includes manufacturing of accessories, provision of services and property leasing services for the Group. The ultimate beneficial owner of China CRSC Group is the State-owned Assets Supervision and Administration Commission of the State Council of China.

IX. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions and terms have the following meanings:

“Annual Cap for 2022”	the maximum transaction amount for the period starting from the date of entering into the Financial Services Framework Agreement (i.e. 28 October 2022) and ending on 31 December 2022 under the Financial Services Framework Agreement
“Annual Cap for 2023”	the maximum transaction amount for the period starting from 1 January 2023 and ending on 30 June 2023 under the Financial Services Framework Agreement
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of directors of the Company
“China CRSC Group”	China Railway Signal and Communication (group) Corporation Limited (中國鐵路通信信號集團有限公司), a wholly state-owned enterprise approved to be established by the former Ministry of Railway of the PRC (中國鐵道部) on 8 May 1981 and registered in the PRC on 7 January 1984, the sole controlling shareholder and one of the promoters of the Company
“Company”	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 PRC on 29 December 2010
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“continuing connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“CRSC Group”	collectively China CRSC Group and/or its associate(s) (excluding the Group)
“Finance Company”	CRSC Group Finance Limited* (通號集團財務有限公司), a company incorporated in the PRC with limited liability on 16 August 2022
“Financial Services Framework Agreement” or “Agreement”	the Financial Services Framework Agreement dated 28 October 2022 entered into between Finance Company and China CRSC Group
“Director(s)”	the director(s) of the Company

“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require) (or as the case may be, except for the Target Company), or where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“People’s Bank of China”	the People’s Bank of China, the central bank of the PRC
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“%”	Percent

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

Beijing, the PRC
28 October 2022

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