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*In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as the stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, 30 August 2015, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken. Demand for the H Shares, and therefore the price of the H Shares, could fall.*

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



# 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)

### GLOBAL OFFERING

Number of Offer Shares under the Global : 1,750,000,000 H Shares (subject to the Offering Over-allotment Option)

Number of International Offer Shares : 1,662,500,000 H Shares (subject to adjustment and the Over-allotment Option)

Number of Hong Kong Public Offer Shares : 87,500,000 H Shares (subject to adjustment)

Maximum Offer Price : HK\$8.00 per H Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)

Normal value : RMB1.00 per H Share

Stock code : 3969

#### Joint Sponsors



Morgan Stanley



#### Financial Advisor



MACQUARIE

#### Joint Global Coordinators



Morgan Stanley



#### Joint Bookrunners and Joint Lead Managers



Morgan Stanley



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in (i) the H Shares to be issued pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from Domestic Shares which are to be held by the NSSF pursuant to the relevant PRC regulations relating to the disposal of state-owned shares. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 7 August 2015, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 7 August 2015. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.csrc.cn](http://www.csrc.cn).

\* For identification only.

The Global Offering comprises the Hong Kong Public Offering of initially 87,500,000 H Shares (subject to adjustment) and the International Offering of initially 1,662,500,000 H Shares (subject to adjustment and the Over-allotment Option) representing approximately 5% and 95% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators, to require the Company to allot and issue up to 262,500,000 Offer Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, in connection with over-allocation in the International Offering, if any, subject to the same terms and conditions as the other Offer Shares.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$8.00 per Offer Share and is expected to be not less than HK\$6.30 per Offer Share unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$8.00 per Offer Share plus the brokerage fee of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% payable on each Offer Share, equal to a total of HK\$8,080.62 for one board lot of 1,000 H Shares, subject to refund if the Offer Price as finally determined is less than HK\$8.00 per Offer Share.

**Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.**

Applicants who would like to be allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) through the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 July 2015 until 12:00 noon on Friday, 31 July 2015 from:

1. the following office of the Hong Kong Underwriters:

Citigroup Global Markets Asia Limited  
50th Floor, Citibank Tower  
3 Garden Road, Central  
Hong Kong

Morgan Stanley Asia Limited  
Level 46, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

UBS AG Hong Kong Branch  
52/F, Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

Macquarie Capital Securities Limited  
Level 18, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

BOCI Asia Limited  
26th Floor, Bank of China Tower  
1 Garden Road  
Hong Kong

Goldman Sachs (Asia) L.L.C.  
68th Floor, Cheung Kong Centre  
2 Queen's Road Central  
Hong Kong

China Merchants Securities (HK) Co., Limited  
48th Floor, One Exchange Square  
Central  
Hong Kong

CMB International Capital Limited  
Units 1803-4, 18/F, Bank of America Tower  
12 Harcourt Road  
Hong Kong

Haitong International Securities Company Limited  
22/F, Li Po Chun Chambers  
189 Des Voeux Road  
Hong Kong

2. any of the following branches and sub-branches of the receiving banks:

**Bank of China (Hong Kong) Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
	Lee Chung Street Branch	29-31 Lee Chung Street, Chai Wan

<b>Kowloon</b>	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

#### **Wing Lung Bank Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
<b>Kowloon</b>	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
<b>New Territories</b>	Yuen Long Branch	37 On Ning Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 July 2015 until 12:00 noon on Friday, 31 July 2015 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Forms completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited - CRSC Public Offer" should be deposited in the special collection boxes provided at any of the branches and sub-branches of receiving banks referred to above on such dates and during such time as specified in the Prospectus and the Application Forms.

Applicants applying through the **White Form eIPO** service may submit applications through the **White Form eIPO** service at the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 28 July 2015 until 11:30 a.m. on Friday, 31 July 2015 or such later time as described in the section headed "*How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

CCASS Participants can input electronic **application instructions** from 9:00 a.m. on Tuesday, 28 July 2015 until 12:00 noon on Friday, 31 July 2015 or such later time as described in the section headed "*How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

Please refer to the sections headed "*Structure of the Global Offering*" and "*How to Apply for Hong Kong Public Offer Shares*" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Public Offer Shares on Thursday, 6 August 2015 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the websites of the Company at [www.csrc.cn](http://www.csrc.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available through a variety of channels at the times and dates and in the manner specified in the section headed "*How to Apply for Hong Kong Public Offer Shares — 11. Publication of Results*" in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section headed "*Underwriting — Hong Kong Underwriting Arrangements — Hong Kong Public Offering — Grounds for Termination*" has not been exercised, which is expected to be at 8:00 a.m. on Friday, 7 August 2015.

Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 7 August 2015. The H Shares will be traded in board lots of 1,000 H Shares each under the Company's stock code 3969.

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

Hong Kong, 28 July 2015

*As of the date of this announcement, the executive Directors are Mr. ZHOU Zhiliang, Ms. LI Yanqing and Mr. YIN Gang, and the independent non-executive Directors are Mr. WANG Jiajie, Mr. SUN Patrick, Mr. CHEN Jin'en and Mr. GAO Shutang.*

*\* For identification purposes only*