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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
RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENT

RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 23 May 2023, in relation to, the renewal of the financial services framework agreement between and the relevant annual caps set by Finance Company and China CRSC Group. Given that the Financial Services Framework Agreement will expire on 31 December 2025, the relevant annual caps will expire on 31 December 2025, and the Company will continue the transactions under the Agreement after 31 December 2025, based on actual business needs, the Board resolved on 28 October 2025 to renew the Financial Services Framework Agreement between Finance Company and China CRSC Group, with a term of three years from 1 January 2026 to 31 December 2028, and set the relevant annual caps for the continuing connected transactions contemplated thereunder for the next three fiscal years ending 31 December 2028. 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, given that (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 the controlling shareholder of the Company as China CRSC Group holds 62.78% of the issued share capital of the Company, and China CRSC Group is a connected person 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 Renewed 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 Renewed 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 Renewed Financial Services Framework Agreement are fully exempt from the 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 Renewed Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as the highest applicable percentage ratio in respect of the proposed annual caps is higher than 0.1% but lower than 5%, the continuing connected transactions for the credit services under the Renewed Financial Services Framework Agreement are therefore subject to the reporting, annual review and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

For other financial services under the Renewed Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as each of the applicable percentage ratios in respect 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 Renewed 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 Renewed 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.

Reference is made to the announcement of the Company dated 23 May 2023, in relation to, among others, the renewal of the financial services framework agreement between and the relevant annual caps set by Finance Company and China CRSC Group. Given that the Financial Services Framework Agreement will expire on 31 December 2025, the relevant annual caps will expire on 31 December 2025, and the Company will continue the transactions under the Agreement after 31 December 2025, based on actual business needs, the Board resolved on 28 October 2025 to renew the Financial Services Framework Agreement between Finance Company and China CRSC Group, with a term of three years from 1 January 2026 to 31 December 2028, and set the relevant annual caps for the continuing connected transactions contemplated thereunder for the next three fiscal years ending 31 December 2028. The Company will comply with the requirements of Chapter 14A of the Listing Rules in relation to such continuing connected transactions.

I. RENEWED FINANCIAL SERVICES FRAMEWORK AGREEMENT

Service content under the Renewed Financial Services Framework Agreement

In accordance with the Renewed Financial Services Framework Agreement, Finance Company will provide the following financial services to CRSC Group:

Deposit services

Finance Company shall provide 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 deposits to CRSC Group in full and on time, China CRSC Group has the right to terminate the Agreement and offset the deposits payable by Finance Company to CRSC Group against the loans provided by CRSC Group to Finance Company in accordance with the laws and regulations of China;

Credit services

Finance Company shall provide credit services to CRSC Group, including loans, bill discounting, buyer's credit, accounts receivable factoring, various types of non-financing guarantees, acceptance of bills, etc. If CRSC Group fails to repay Finance Company in full and on time 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

Other financial services

Finance Company shall provide other financial services to CRSC Group (including but not limited to the provision of advisory, agency, settlement, transfer, settlement and sale of foreign exchange, letter of credit, online banking, entrusted loan, bond 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

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 from CRSC Group or equivalent third parties;

For credit services, the interest rate or fee rate for the credit services 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

For other financial services, the service fees charged by Finance Company to CRSC Group shall be in compliance with the relevant standards for the relevant types of services issued by the People's Bank of China or the National Administration of Financial Regulation, if any, 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

Under the Financial Services Framework Agreement, there was no loan service provided during the period from 23 May 2023 to 31 December 2024 and the period from 1 January 2025 to 30 September 2025.

For the two years ended 31 December 2024, the service fees charged by Finance Company to CRSC Group for other financial services it provided under the Financial Services Framework Agreement were both nil. For the nine months ended 30 September 2025, the service fees charged by Finance Company to CRSC Group for other financial services it provided were RMB660,000.

III. ANNUAL CAPS AND BASIS OF DETERMINATION

(1) Deposit services

As the deposit services under the Renewed 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 Renewed Financial Services Framework Agreement are fully exempt from the 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 years ending 31 December 2026, 2027 and 2028, the maximum transaction amounts for the credit services provided under the Renewed Financial Services Framework Agreement shall not exceed the following caps, respectively:

	Annual cap for the year ending 31 December		
	2026	**2027**	**2028**
	(RMB100 million)		
The maximum daily credit balance (including accrued interest) that CRSC Group receives from Finance Company shall not exceed	5.00	5.00	5.00

The annual caps for the years ending 31 December 2026, 2027 and 2028 of the credit services 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, (iii) the need to broaden financing channels, etc., and (iv) the loans expected to apply for from Finance Company by the capital operation company of CRSC Group during its external investment activities in 2026, 2027, and 2028. Based on the above, the amount of credit services CRSC Group is expected to obtain from Finance Company is not expected to exceed RMB500 million annually.

(3) Other financial services

As each of the applicable percentage ratios in respect of the proposed annual caps for other financial services proposed to be provided under the Renewed 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 Renewed 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 amounts of other financial services under the Renewed Financial Services Framework Agreement exceed 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 RENEWING THE FINANCIAL SERVICES FRAMEWORK AGREEMENT

The renewing 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.

V. INTERNAL CONTROL PROCEDURES AND CORPORATE GOVERNANCE MEASURES

To regulate the performance of the Company in conducting connected transactions, the Company has adopted a series of internal control and corporate governance measures in its daily operation. Such measures in relation to the Renewed Financial Services Framework Agreement mainly include the following:

1. The Renewed 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 Renewed 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 Renewed Financial Services Framework Agreement, respectively, while the subsidiaries' finance departments shall submit reports on continuing connected transactions under the Renewed 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 Renewed 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 Renewed 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 arrange 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 Renewed 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 Renewed 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 renewing any specific financial service 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 Renewed Financial Services Framework Agreement; and

7. The independent non-executive Directors of the Company will review the Renewed 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, to ensure compliance of the continuing connected transactions with and their strict abidance by relevant regulatory guidelines and the terms of the Renewed Financial Services Framework Agreement.

VI. IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, given that (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 the controlling shareholder of the Company as China CRSC Group holds 62.78% of the issued share capital of the Company, and China CRSC Group is a connected person 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 Renewed 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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For the credit services under the Renewed Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as the highest applicable percentage ratio in respect of the proposed annual caps is higher than 0.1% but lower than 5%, the continuing connected transactions for the credit services under the Renewed Financial Services Framework Agreement are therefore subject to the reporting, annual review and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

For other financial services under the Renewed Financial Services Framework Agreement, calculated in accordance with the Listing Rules, as each of the applicable percentage ratios in respect 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 Renewed 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 Renewed 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.

VII. OPINIONS OF THE BOARD

As Mr. LOU Qiliang and Ms. LUO Jing are deemed to be materially interested in the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder. Accordingly, they have abstained from voting on the resolutions of the Board for approving the transactions. Save as disclosed above, none of the other Directors has material interests in the Agreement and the transactions to be contemplated thereunder, or 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 annual caps, reasons and benefits as well as internal control procedures, are of the opinion that the terms of the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group, 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 accepting deposits from member entities; granting loans to member entities; discounting bills for member entities; conducting fund settlement and payment for member entities; and providing entrusted loans, bond underwriting, non-financing guarantees, financial advisory, credit verification and consulting agency services for member entities; handling bill acceptance for member companies. 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 and the sole controlling shareholder and one of the promoters of the Company. The principal business of China CRSC Group includes manufacturing of accessories, and 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:

"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, and 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, its subsidiaries 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"	the financial services framework agreement entered into between Finance Company and China CRSC Group on 23 May 2023
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"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)
"Renewed Financial Services Framework Agreement" or the "Agreement"	the financial services framework agreement to be entered into between Finance Company and China CRSC Group for a term from 1 January 2026 to 31 December 2028

"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*
LOU Qiliang
Chairman

Beijing, the PRC 28 October 2025

As at the date of this announcement, the executive director of the Company is Mr. LOU Qiliang, the independent non-executive directors of the Company are Mr. YAO Guiqing, Mr. YAO Cho Fai Andrew and Mr. FU Junyuan, and the non-executive director of the Company is Ms. LUO Jing (employee director).

* *For identification purpose only*