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中國中鐵股份有限公司

**CHINA RAILWAY GROUP LIMITED**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 390)

**POLL RESULTS OF  
2021 SECOND EXTRAORDINARY GENERAL MEETING  
AND  
2021 FIRST A SHARE CLASS MEETING  
HELD ON 30 DECEMBER 2021**

The board of directors (the **Board**) of China Railway Group Limited (the **Company**) is pleased to announce the poll result of the 2021 second extraordinary general meeting of the Company (the **EGM**) and the 2021 first A share class meeting of the Company (the **A Share Class Meeting**, together with the EGM, the **Meetings**) held at Conference Room, Block A, China Railway Station, No. 69 Fuying Road, Haidian District, Beijing, PRC on Thursday, 30 December 2021 respectively.

**I. CONVENING AND ATTENDANCE OF THE MEETINGS**

The Meeting was chaired by Mr. CHEN Yubin, the Chairman of the Company. Voting at the EGM and the A Share Class Meeting was conducted through online and in person through the trading system of the Shanghai Stock Exchange (available for A shareholders only).

The Meeting was duly convened and conducted in compliance with the provisions of the Company Law of the People's Republic of China and the articles of association of the Company.

**Attendance of the EGM**

As at the date of the EGM, the total number of issued shares of the Company was 24,570,929,283 shares (including 20,363,539,283 A shares and 4,207,390,000 H shares), which is the total number of shares entitling the holder to attend and vote for or against all the resolutions proposed at the EGM. There were no abstentions on any shareholder casting vote on any of the proposed resolutions at the EGM. A total of 61 shareholders and a household proxy holding an aggregate of 14,348,010,232 shares (including 12,778,086,352 A shares and 1,569,923,880 H shares), representing 58.394252% of the total issued share capital of the Company, participated in the EGM online.

## Attendance of the A Share Class Meeting

As at the date of the A Share Class Meeting, the total number of issued A shares of the Company is 20,363,539,283, which is the total number of shares entitling the holder to attend and vote for or against all the resolutions proposed at the A Share Class Meeting. There were no abstentions on any shareholder casting vote on any of the proposed resolutions at the A Share Class Meeting. A total of 56 A shareholders and a hosted portfolio holding an aggregate of 12,778,086,352 A shares, representing 62.749830% of the total issued A share capital of the Company, were present at the A Share Class Meeting to participate in the online voting.

## II. POLL RESULTS OF THE EGM

The poll results in respect of the resolutions proposed at the EGM are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
<b>Special resolutions</b>				
1	To consider and approve the resolutions regarding the 2021 Restricted Share Incentive Scheme of China Railway Group Limited and its subsidiaries	12,711,254,285 (A shares) 760,415,719 (H shares) (93.892253%)	66,831,667 (A shares) 809,508,061 (H shares) (6.107744%)	400 (A shares) 100 (H shares) (0.000003%)
2	To consider and approve the resolutions regarding the Appraisal Management Measure for Implementation of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited	12,711,635,985 (A shares) 773,877,223 (H shares) (93.988734%)	66,449,967 (A shares) 796,046,557 (H shares) (6.011263%)	400 (A shares) 100 (H shares) (0.000003%)
3	To consider and approve the resolutions regarding the Management Measure of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited.	12,711,620,385 (A shares) 768,767,223 (H shares) (93.953011%)	66,465,567 (A shares) 801,156,557 (H shares) (6.046986%)	400 (A shares) 100 (H shares) (0.000003%)
4	To consider and approve the resolutions regarding the mandate to the board of directors of the Company to handle the election matters in respect of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited.	12,711,619,785 (A shares) 773,877,223 (H shares) (93.988621%)	66,466,167 (A shares) 796,046,557 (H shares) (6.011376%)	400 (A shares) 100 (H shares) (0.000003%)
<b>Ordinary resolution</b>				
5	To consider and approve the resolutions regarding the grant of restricted share connected person of the Company under the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under the 2021 Restricted Share Incentive Scheme of China Railway Group Limited	12,711,254,185 (A shares) 758,855,719 (H shares) (93.881379%)	66,831,767 (A shares) 811,068,061 (H shares) (6.118618%)	400 (A shares) 100 (H shares) (0.000003%)

A more than two-thirds of the ordinary shareholders in favor of resolution 1 to 4, the resolution is a special resolution.

A more than 50% of the ordinary shareholders in favor of resolution 5, the resolution is a ordinary resolution.

### III. POLL RESULTS OF THE A SHARE CLASS MEETING

The poll results in respect of the resolution proposed at the A Share Class Meeting are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
<b>Special resolutions</b>				
1	To consider and approve the resolution regarding the 2021 Restricted Share Incentive Scheme of China Railway Group Limited and its subsidiary	12,711,254,285 (A share) (99.476979%)	66,831,667 (A share) (0.523018%)	400 (A share) (0.000003%)
2	To consider and approve the resolution regarding the Appraisal Management Measure for Implementation of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited	12,711,635,985 (A share) (99.479966%)	66,449,967 (A share) (0.520031%)	400 (A share) (0.000003%)
3	To consider and approve the resolution regarding the Management Measure of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited.	12,711,620,385 (A share) (99.479844%)	66,465,567 (A share) (0.520153%)	400 (A share) (0.000003%)
4	To consider and approve the resolution regarding the mandate to the board of directors of the Company to handle the election matter in respect of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited.	12,711,619,785 (A share) (99.479839%)	66,466,167 (A share) (0.520158%)	400 (A share) (0.000003%)

A more than two-thirds of the ordinary shareholders in favor of resolution 1 to 4, the resolution is a special resolution.

### IV. LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Jia Yan Law Office, the convening and procedure, the qualification of the convenor and the attendees and the voting process of the EGM and the A Share Class Meeting conformed to the provisions of the articles of association, regulations, no material documents and the articles of association of the Company. The voting results are lawful and valid.

## V. POSTPONEMENT OF THE 2021 FIRST H SHARE CLASS MEETING (THE “H SHARE CLASS MEETING”)

The H Share Class Meeting which was originally scheduled to be held on Thursday, 30 December 2021 immediately after the A Share Class Meeting has been postponed to Wednesday, 12 January 2022 at 9:30 a.m. Please refer to the announcement published by the Company on 29 December 2021 for more details.

Implementation of the measures relating to the resolution of the EGM and the A Share Class Meeting is subject to the approval of the H Shareholders attending the postponed H Share Class Meeting on Wednesday, 12 January 2022.

**Investors and shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.**

Board of the Board  
**China Railway Group Limited**  
**He Wen Tam Chun Chung**  
*Joint Company Secretary*

Beijing, the PRC  
30 December 2021

*As at the date of this announcement, the executive directors of the Company are M. CHEN Yun (Chairman), M. CHEN Wenjian and M. WANG Shi; the non-executive directors of the Company are M. WEN Limin; the independent non-executive directors of the Company are M. CHUNG Shi Ming Timpon, M. ZHANG Cheng and M. XIU Long.*