



中國中鐵股份有限公司
CHINA RAILWAY GROUP LIMITED

(A m m , C m)

(Stock Code: 390)

Form of Proxy for 2024 First Extraordinary General Meeting
to be held on 20 August 2024

I/We^(1) _____
of _____
being the registered holder(s) of _____^(2)
H shares of RMB1.00 each in the share capital of China Railway Group Limited (the “Company”), hereby appoint **the Chairman of the meeting**
or^(3) _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2024 First Extraordinary General Meeting (the “EGM”) of the Company to be held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 10:00 a.m. on 20 August 2024 or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the EGM, and voting on behalf of me/us under my/our name as indicated below^(4) in respect of the resolutions to be proposed at the EGM and any of its adjournment.

ORDINARY RESOLUTIONS		
1 ^(4)	To consider and approve, by way of separate ordinary resolutions, the proposal to re-elect the following candidates as executive directors or non-executive director of the sixth session of the board of directors of the Company for a term of three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of the term of office of the sixth session of the board of directors of the Company: (i) re-elect Mr. CHEN Yun as an executive director of the Company (ii) re-elect Mr. CHEN Wenjian as an executive director of the Company (iii) re-elect Mr. WANG Shiqi as an executive director of the Company (iv) re-elect Mr. WEN Limin as a non-executive director of the Company	Cumulative voting (Please insert the number of votes)
2 ^(4)	To consider and approve, by way of separate ordinary resolutions, the proposal to elect or re-elect the following candidates as independent non-executive directors of the sixth session of the board of directors of the Company for a term of three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of the term of office of the sixth session of the board of directors of the Company: (i) re-elect Mr. XIU Long as an independent non-executive director of the Company (ii) elect Ms. SUN Lishi as an independent non-executive director of the Company (iii) elect Mr. TU Haiming as an independent non-executive director of the Company	Cumulative voting (Please insert the number of votes)

Shareholder's Signature^(5) _____

Dated _____ 2024

- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of H shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all H shares registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words “**the Chairman of the meeting or**” and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Company who is entitled to attend and vote at the EGM, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. **Any changes to this proxy form should be initialled by the person who signs it.**
- The cumulative voting method shall be adopted for the voting of resolutions No. 1 and 2. The cumulative voting method refers to the voting for the election of executive directors, non-executive director or independent non-executive directors where each share is entitled to the same number of votes which equals to the total number of executive directors, non-executive director or independent non-executive directors to be elected, and the entire votes, represented by the shares held by each Shareholder, can be equally cast for each candidate or can be consolidated to vote for one or certain candidates. For example, if a Shareholder holds 100 Shares, then he/she is entitled to 400 votes and 300 votes for resolutions No. 1 and 2, respectively. He/she may cast his/her respective votes equally to each of the candidates of executive directors, non-executive director or independent non-executive directors with 100 votes for each; or cast respective votes entirely for one or certain candidates of executive directors, non-executive director or independent non-executive directors.
Please note with particular attention that the sum of your votes cast for all candidates of executive directors, non-executive director or independent non-executive directors shall not exceed the entire votes represented by the shares held by each Shareholder. That is, if the total votes a Shareholder cast for one, certain or all candidates of executive directors, non-executive director or independent non-executive directors exceed his/her entire votes represented by the shares held by him/her, then all the votes will be invalid; if the total votes a Shareholder cast for one, certain or all candidates of executive directors, non-executive director or independent non-executive directors are fewer than his/her entire votes represented by the shares held by him/her, then the votes cast by him/her shall be valid, and the votes not cast shall be deemed to have been waived by him/her. If a candidate of executive directors, non-executive director or independent non-executive directors obtains more than half of the votes representing total number of shares with voting rights (assuming the cumulative voting has not been adopted) from the Shareholders attending the EGM, he/she will be deemed as elected.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of director(s) or attorney(s) duly authorised. If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM whether attending in person or by proxy, the vote of the person (in person or by proxy), whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the signed power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company in person or by post not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the EGM if he/she so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- Shareholders or their proxies attending the EGM shall produce their identity documents.