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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)

**ANNOUNCEMENT
POLL RESULTS OF
2024 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON 20 AUGUST 2024 AND
APPOINTMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF
BOARD COMMITTEES**

The board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the 2024 first extraordinary general meeting of the Company (the “**EGM**”) was held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 10:00 a.m. on Tuesday, 20 August 2024 with a combination of on-site and online voting. References are made to the notice of the EGM and the circular of the Company (the “**Circular**”) both dated 2 August 2024.

I. CONVENING AND ATTENDANCE OF THE EGM

As at the date of the EGM, the total number of issued shares of the Company was 24,750,629,817 shares (including 20,543,239,817 A shares and 4,207,390,000 H shares), which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the EGM (the “**Proposed Resolutions**”). There were no shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and there were no shares requiring the holders to abstain from voting on the Proposed Resolutions under the Hong Kong Listing Rules. None of the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions. There were no shares actually voted but excluded from calculating the poll results of the Proposed Resolutions. A total of 678 shareholders and authorised proxies holding an aggregate of 13,995,935,428 shares (including 12,527,912,818 A shares and 1,468,022,610 H shares), representing 56.547796% of the total issued share capital of the Company, were present at the EGM or participated the online voting. The EGM was chaired by Mr. CHEN Yun, the Chairman of the Company. The holding of the EGM was in compliance with the requirements of the Company Law of the People's Republic of China and the articles of association of the Company.

At the EGM, all the Proposed Resolutions were voted on by poll via a combination of on-site and online voting. All directors of the Board attended the EGM in person.

II. POLL RESULTS OF THE EGM

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

Ordinary Resolutions		Total number of votes (shares) (%)
		Cumulative voting
1	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	12,440,851,011 (A Shares) 1,245,848,794 (H Shares) (97.790533%)
	(ii) re-elect Mr. CHEN Wenjian as an executive director of the Company	12,472,800,738 (A Shares) 1,447,292,115 (H Shares) (99.458110%)
	(iii) re-elect Mr. WANG Shiqi as an executive director of the Company	12,408,764,006 (A Shares) 1,171,256,151 (H Shares) (97.028314%)
	(iv) re-elect Mr. WEN Limin as a non-executive director of the Company	12,383,955,544 (A Shares) 1,130,161,904 (H Shares) (96.557444%)
2	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	12,515,321,648 (A Shares) 1,441,863,086 (H Shares) (99.723129%)
	(ii) elect Ms. SUN Lishi as an independent non-executive director of the Company	12,524,515,939 (A Shares) 1,481,102,372 (H Shares) (100.069184%)
	(iii) elect Mr. TU Haiming as an independent non-executive director of the Company	12,525,966,862 (A Shares) 1,481,102,372 (H Shares) (100.079550%)

As more than 50% of the votes were cast in favour of each of the separate resolutions under 1 and 2, such resolutions were duly passed as separate ordinary resolutions.

In compliance with the requirements of the Hong Kong Listing Rules, the Company's H share registrar, Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the EGM.

III. LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Jun He Law Offices, the convening and procedures, the qualifications of the convener and the attendees and the voting process of the EGM conformed to the requirements of the relevant laws and regulations including the Company Law of the People's Republic of China, the Rules for Shareholders' Meetings of Listed Companies and the Articles of Association of the Company. The voting results were lawful and valid.

IV. APPOINTMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Company is pleased to announce that, at the EGM, Mr. CHEN Yun, Mr. CHEN Wenjian and Mr. WANG Shiqi were elected as executive directors of the Company, Mr. WEN Limin was elected as a non-executive director of the Company, Mr. XIU Long, Ms. SUN Lishi and Mr. TU Haiming were elected as independent non-executive directors of the Company, with term of office commencing from 20 August 2024 until the expiry of the term of the sixth session of the Board. For biographical details of the directors, please refer to the Circular.

The Company also announces that, at the meeting of the Board convened on the same day following the EGM, the Board has approved the change in composition of the strategy and investment committee ("**Strategy and Investment Committee**"), the audit and risk management committee ("**Audit and Risk Management Committee**"), the remuneration committee ("**Remuneration Committee**"), the nomination committee ("**Nomination Committee**") and the safety, health and environmental protection committee ("**Safety, Health and Environmental Protection Committee**") under the Board. Details of which are as follows:

1. The Strategy and Investment Committee consists of five directors, namely Mr. CHEN Yun, Mr. CHEN Wenjian, Mr. WEN Limin, Mr. XIU Long and Mr. TU Haiming, Mr. CHEN Yun serving as the Chairman.
2. The Audit and Risk Management Committee consists of three directors, namely Ms. SUN Lishi, Mr. WEN Limin and Mr. XIU Long, Ms. SUN Lishi serving as the Chairlady.
3. The Remuneration Committee consists of three directors, namely Mr. XIU Long, Mr. WEN Limin and Ms. SUN Lishi, Mr. XIU Long serving as the Chairman.
4. The Nomination Committee consists of three directors, namely Mr. CHEN Yun, Ms. SUN Lishi and Mr. TU Haiming, Mr. CHEN Yun serving as the Chairman.

5. The Safety, Health and Environmental Protection Committee consists of five directors, namely Mr. CHEN Wenjian, Mr. WANG Shiqi, Mr. WEN Limin, Mr. XIU Long and Mr. TU Haiming, Mr. CHEN Wenjian serving as the Chairman.

By Order of the Board
China Railway Group Limited
Chen Yun
Chairman

Beijing, the PRC
20 August 2024

As at the date of this announcement, the executive directors of the Company are CHEN Yun (Chairman), Mr. CHEN Wenjian and Mr. WANG Shiqi; the non-executive director of the Company is Mr. WEN Limin; the independent non-executive directors of the Company are Mr. XIU Long, Ms. SUN Lishi and Mr. TU Haiming.