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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
2020 FIRST EXTRAORDINARY GENERAL MEETING HELD
ON 29 APRIL 2020
AND
APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE IN
COMPOSITION OF THE STRATEGY COMMITTEE UNDER THE BOARD**

The board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the 2020 first extraordinary general meeting of the Company (the “**EGM**”) was held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:00 a.m. on Wednesday, 29 April 2020 with a combination of on-site and online voting.

I. CONVENING AND ATTENDANCE OF THE EGM

As at the date of the EGM, the total number of issued shares of the Company was 24,570,929,283 shares (including 20,363,539,283 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 the resolution proposed at the EGM. There were no restrictions on any shareholder casting votes on any of the proposed resolution at the EGM. A total of 27 shareholders and authorised proxies holding an aggregate of 13,008,946,906 shares (including 11,684,434,983 A shares and 1,324,511,923 H shares), representing 52.944464% 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. ZHANG Zongyan, 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, the proposed resolution set out in the notice of the EGM dated 13 March 2020 were voted on by poll via a combination of on-site and online voting.

II. POLL RESULTS OF THE EGM

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

| Resolution | | Total number of votes (shares) | | |
|---------------------|---|---|---|--|
| Ordinary resolution | | For | Against | Abstained |
| 1 | To consider and approve the election of Mr. WANG Shiqi as an executive director of the Company with a term of office commencing from the date of approval of relevant resolution at the EGM until the expiry of the term of office of the fourth session of the board of directors of the Company | 11,684,213,183 (A shares) 1,205,824,779 (H shares) (99.085945%) | 221,800 (A shares) 118,687,144 (H shares) (0.914055%) | 0 (A shares) 0 (H shares) (0%) |

As more than 50% of the votes were cast in favour of resolution 1, such resolution was duly passed as ordinary resolution.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 Jia Yuan Law Offices, the convening and procedures, the qualifications of the attendees and the convener and the voting process of the EGM conformed to the requirements of the law, administrative regulations and the articles of association of the Company. The voting results were lawful and valid.

IV. APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE STRATEGY COMMITTEE UNDER THE BOARD

The Company is pleased to announce that, at the EGM, Mr. WANG Shiqi was elected as an executive director of the Company with term of office commencing from 29 April 2020 until the expiry of the term of the fourth session of the Board. For biographical details of Mr. WANG Shiqi, please refer to the circular of the EGM dated 13 March 2020.

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 committee (“**Strategy Committee**”) under the Board. The Strategy Committee consists of 5 directors, namely Mr. ZHANG Zongyan, Mr. CHEN Yun, Mr. WANG Shiqi, Mr. GUO Peizhang and Mr. MA Zonglin, Mr. ZHANG Zongyan serving as the Chairman.

The composition of other Board committees remains unchanged.

By Order of the Board
China Railway Group Limited
Zhang Zongyan
Chairman

Beijing, the PRC
29 April 2020

As at the date of this announcement, the executive directors of the Company are ZHANG Zongyan (Chairman), CHEN Yun, WANG Shiqi and ZHANG Xian; the independent non-executive directors are GUO Peizhang, WEN Baoman, ZHENG Qingzhi and CHUNG Shui Ming Timpson; and the non-executive director is MA Zonglin.