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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 ANNUAL GENERAL MEETING HELD ON 23 JUNE 2020

The board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the annual general meeting for the year 2019 of the Company (the “**AGM**”) was held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:30 a.m. on Tuesday, 23 June 2020 with a combination of on-site and online voting.

I. CONVENING AND ATTENDANCE OF THE AGM

As at the date of the AGM, 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 all the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. A total of 62 shareholders and authorised proxies holding an aggregate of 14,196,270,216 shares (including 12,727,995,049 A shares and 1,468,275,167 H shares), representing 57.776692% of the total issued share capital of the Company, were present at the AGM or participated the online voting. The AGM was chaired by Mr. ZHANG Zongyan, the Chairman of the Company. The holding of the AGM 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 AGM, all the proposed resolutions set out in the notice of the AGM dated 8 May 2020 were voted on by poll via a combination of on-site and online voting.

II. POLL RESULTS OF THE AGM

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

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
1	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019.	12,726,488,751 (A shares) 1,466,407,167 (H shares) (99.976231%)	495,700 (A shares) 1,000 (H shares) (0.003499%)	1,010,598 (A shares) 1,867,000 (H shares) (0.020270%)
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.	12,726,466,251 (A shares) 1,466,407,167 (H shares) (99.976073%)	495,700 (A shares) 1,000 (H shares) (0.003498%)	1,033,098 (A shares) 1,867,000 (H shares) (0.020429%)
3	To consider and approve the work report of independent directors of the Company for the year ended 31 December 2019.	12,726,466,251 (A shares) 1,466,407,167 (H shares) (99.976073%)	495,700 (A shares) 1,000 (H shares) (0.003498%)	1,033,098 (A shares) 1,867,000 (H shares) (0.020429%)
4	To consider and approve the 2019 A share annual report and the abstract, H share annual report and results announcement for the year of 2019 of the Company.	12,726,466,251 (A shares) 1,466,407,167 (H shares) (99.976073%)	495,700 (A shares) 1,000 (H shares) (0.003498%)	1,033,098 (A shares) 1,867,000 (H shares) (0.020429%)
5	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2019.	12,726,496,251 (A shares) 1,466,407,167 (H shares) (99.976284%)	465,700 (A shares) 1,000 (H shares) (0.003287%)	1,033,098 (A shares) 1,867,000 (H shares) (0.020429%)

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
6	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2019.	12,727,085,449 (A shares) 1,468,274,167 (H shares) (99.993586%)	560,600 (A shares) 1,000 (H shares) (0.003956%)	349,000 (A shares) 0 (H shares) (0.002458%)
7	To consider and approve the proposal in relation to the engagement of the auditors for 2020, re-appointment of PricewaterhouseCoopers as the Company's international auditors and PricewaterhouseCoopers Zhong Tian LLP as the Company's domestic auditors for 2020 for a term ending at the next annual general meeting of the Company, the aggregate remuneration shall be RMB33.30 million.	12,727,115,449 (A shares) 1,468,273,167 (H shares) (99.993790%)	488,200 (A shares) 1,000 (H shares) (0.003446%)	391,400 (A shares) 1,000 (H shares) (0.002764%)
8	To consider and approve the proposal in relation to the appointment of internal control auditors for 2020, re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the internal control auditors of the Company for 2020 for a term ending at the next annual general meeting of the Company, the remuneration shall not exceed RMB1.80 million.	12,727,115,449 (A shares) 1,468,274,167 (H shares) (99.993797%)	465,700 (A shares) 1,000 (H shares) (0.003287%)	413,900 (A shares) 0 (H shares) (0.002916%)
9	To consider and approve the proposal on the salary (remuneration, work subsidy) of directors and supervisors of the Company for the year of 2019.	12,725,500,649 (A shares) 1,456,757,370 (H shares) (99.901304%)	2,122,900 (A shares) 11,516,797 (H shares) (0.096079%)	371,500 (A shares) 0 (H shares) (0.002617%)
10	To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company for the year of 2020.	12,725,201,551 (A shares) 1,419,531,887 (H shares) (99.636970%)	1,802,800 (A shares) 46,876,280 (H shares) (0.342900%)	990,698 (A shares) 1,867,000 (H shares) (0.020130%)

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
Ordinary resolutions				
11	To consider and approve the proposal in relation to the total amount of the provision of external guarantee by the Company for the second half of 2020 to the first half of 2021.	12,543,267,747 (A shares) 385,036,494 (H shares) (91.068316%)	181,008,285 (A shares) 980,504,630 (H shares) (8.181818%)	3,719,017 (A shares) 102,734,043 (H shares) (0.749866%)
Special resolutions				
12	To consider and approve the proposal in relation to the issuance of domestic and overseas debt financing instruments.	12,687,701,009 (A shares) 970,319,616 (H shares) (96.208514%)	39,945,040 (A shares) 496,672,551 (H shares) (3.779990%)	349,000 (A shares) 1,283,000 (H shares) (0.011496%)
13	To consider and approve the proposal on granting a general mandate to issue new shares to the board of directors of the Company.	12,554,931,615 (A shares) 524,516,957 (H shares) (92.132992%)	172,714,434 (A shares) 942,135,210 (H shares) (7.853117%)	349,000 (A shares) 1,623,000 (H shares) (0.013891%)
14	To consider and approve the proposed amendments to the Articles of Association of the Company as set out in the Appendix I to the circular of the Company dated 8 May 2020.	12,661,548,407 (A shares) 527,289,777 (H shares) (92.903544%)	66,032,742 (A shares) 940,985,390 (H shares) (7.093540%)	413,900 (A shares) 0 (H shares) (0.002916%)
15	To consider and approve the proposed amendments to the Procedural Rules for the Shareholders' Meetings of the Company as set out in the Appendix II to the circular of the Company dated 8 May 2020.	12,703,057,369 (A shares) 1,206,451,149 (H shares) (97.980021%)	24,523,780 (A shares) 261,824,018 (H shares) (2.017063%)	413,900 (A shares) 0 (H shares) (0.002916%)

As more than 50% of the votes were cast in favour of resolutions 1 to 11, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of resolutions 12 and 15, such resolutions were duly passed as special resolutions.

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 AGM.

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 AGM conformed to the requirements of the law, administrative regulations and the articles of association of the Company. The voting results were lawful and valid.

By Order of the Board
China Railway Group Limited
He Wen Tam Chun Chung
Joint Company Secretaries

Beijing, the PRC
23 June 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.