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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 results 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 Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Thursday, 30 December 2021 successively.

I. CONVENING AND ATTENDANCE OF THE MEETINGS

The Meetings were chaired by Mr. CHEN Yun, the Chairman of the Company. Voting at the EGM and the A Share Class Meeting was conducted through on-site and internet voting through the trading system of the Shanghai Stock Exchange (available for A shareholders only).

The Meetings were duly convened and conducted in compliance with the requirements 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 was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the EGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the EGM. A total of 61 shareholders and authorised proxies 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, were present at the EGM or participated the online voting.

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 was 20,363,539,283, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the A Share Class Meeting. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the A Share Class Meeting. A total of 56 A shareholders and authorised proxies 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 or participated 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
Special resolutions				
1	To consider and approve the resolution regarding the 2021 Restricted Share Incentive Scheme of China Railway Group Limited and its summary	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 resolution regarding the Appraisal Management Measures 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 resolution regarding the Management Measures 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 resolution regarding the mandate to the board of directors of the Company to handle the relevant 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%)
Ordinary resolution				
5	To consider and approve the resolution regarding the grant of restricted shares to connected persons of the Company under the Rules 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%)

As more than two-thirds of the votes were cast in favour of resolutions 1 to 4, such resolutions were duly passed as special resolutions.

As more than 50% of the votes were cast in favour of resolution 5, such resolution was duly passed as ordinary resolution.

III. POLL RESULTS OF THE A SHARE CLASS MEETING

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

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

As more than two-thirds of the votes were cast in favour of resolutions 1 to 4, such resolutions were duly passed as special resolutions.

IV. LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Jia Yuan Law Offices, the convening and procedures, the qualifications of the convener and the attendees and the voting process of the EGM and the A Share Class Meeting conformed to the requirements of the relevant law, regulations, normative documents and the articles of association of the Company. The voting results were 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 matters relating to the resolutions 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.

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

Beijing, the PRC
30 December 2021

As at the date of this announcement, the executive directors of the Company are Mr. 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. CHUNG Shui Ming Timpson, Mr. ZHANG Cheng and Mr. XIU Long.