



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)

**Form of Proxy for the 2021 Second Extraordinary General Meeting  
to be held on 30 December 2021**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup>  
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 <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 Second Extraordinary General Meeting (the "EGM") of the Company to be held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, the PRC, at 9:30 a.m. on Thursday, 30 December 2021 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<sup>(Note 4)</sup> in respect of the resolutions to be proposed at the EGM and any of its adjournment.

Special resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
1	To consider and approve the resolution regarding the 2021 Restricted Share Incentive Scheme of China Railway Group Limited and its summary.			
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.			
3	To consider and approve the resolution regarding the Management Measures of the 2021 Restricted Share Incentive Scheme of China Railway Group Limited.			
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.			
Ordinary resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
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.			

Shareholder's Signature<sup>(Note 5)</sup> \_\_\_\_\_

Dated \_\_\_\_\_ 2021

**Notes:**

1. Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE "FOR" A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN YOUR VOTE ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the EGM other than those referred to in the notice of the EGM. You should give your opinion as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having waived your voting rights, and the corresponding vote will be counted as "Abstained."
5. 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.
6. 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).
7. 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.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.