

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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
2019 FIRST EXTRAORDINARY GENERAL MEETING HELD ON 30 OCTOBER 2019
AND
APPOINTMENT OF EXECUTIVE DIRECTOR 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 2019 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 9:30 a.m. on Wednesday, 30 October 2019 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 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 41 shareholders and authorised proxies holding an aggregate of 13,612,321,985 shares (including 12,367,387,379 A shares and 1,244,934,606 H shares), representing 55.400110% 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, all the proposed resolutions set out in the notice of the EGM dated 13 September 2019 and the supplemental notice of the EGM dated 15 October 2019 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 resolutions proposed at the EGM are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
Ordinary resolution				
1	To consider and approve the election of Mr. Chen Yun as an executive director of the Company with 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	12,367,258,079 (A shares) 1,226,950,978 (H shares) (99.866937%)	126,800 (A shares) 17,300,928 (H shares) (0.128029%)	2,500 (A shares) 682,700 (H shares) (0.005034%)
Special resolutions				
2	To consider and approve the proposed amendments to the procedural rules for the supervisory committee of the Company as set out in the Appendix II to the circular of the Company dated 13 September 2019	12,367,237,979 (A shares) 1,244,250,906 (H shares) (99.993880%)	126,800 (A shares) 1,000 (H shares) (0.000939%)	22,600 (A shares) 682,700 (H shares) (0.005181%)
3	To consider and approve the proposed amendments to the articles of association of the Company as set out in the appendix to the supplemental circular of the Company dated 15 October 2019	12,367,236,579 (A shares) 1,243,992,906 (H shares) (99.991974%)	148,400 (A shares) 251,000 (H shares) (0.002934%)	2,400 (A shares) 690,700 (H shares) (0.005092%)

As more than 50% of the votes were cast in favour of resolution 1, such resolution was duly passed as ordinary resolution. As more than two-thirds of the votes were cast in favour of resolutions 2 and 3, 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 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 BOARD COMMITTEES

The Company is pleased to announce that, at the EGM, Mr. CHEN Yun was elected as an executive director of the Company with term of office commencing from 30 October 2019 until the expiry of the term of the fourth session of the Board. For biographical details of Mr. CHEN Yun, please refer to the circular of the EGM dated 13 September 2019.

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**"), nomination committee ("**Nomination Committee**") and safety, health and environmental protection committee ("**Safety, Health and Environmental Protection Committee**") under the Board. Details of which are as follows:

1. The Strategy Committee consists of 4 directors, namely Mr. ZHANG Zongyan, Mr. CHEN Yun, Mr. GUO Peizhang and Mr. MA Zonglin, Mr. ZHANG Zongyan serving as the Chairman.
2. The Nomination Committee consists of 5 directors, namely Mr. ZHANG Zongyan, Mr. CHEN Yun, Mr. GUO Peizhang, Mr. WEN Baoman and Mr. ZHENG Qingzhi, Mr. ZHANG Zongyan serving as the Chairman.
3. The Safety, Health and Environmental Protection Committee consists of 5 directors, namely Mr. CHEN Yun, Mr. ZHANG Xian, Mr. Zheng Qingzhi, Mr. MA Zonglin and Mr. CHUNG Shui Ming Timpson, Mr. CHEN Yun 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
30 October 2019

As at the date of this announcement, the executive directors of the Company are Zhang Zongyan (Chairman), CHEN Yun 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.