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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 2018 FIRST EXTRAORDINARY GENERAL MEETING HELD ON 7 DECEMBER 2018

The board of directors (the "**Board**" or the "**Board of Directors**") of China Railway Group Limited (the "**Company**

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 23 October 2018 and the supplemental

| | | | | |
|---|---|---|---|---|
| | | | | |
| | | | | |

| Resolutions | | Total number of votes (shares) (%) | | |
|---|---|---|---|---|
| Special resolutions | | For | Against | Abstained |
| | (xii) Share listing place | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| | (xiii) Validity of the resolution | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 4 | To consider and approve the proposal on the acquisition of assets by issuance of shares not constituting major asset restructuring and restructuring listing | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 5 | To consider and approve the proposal on considering the Report (Draft) on the Acquisition of Assets by Issuance of Shares of China Railway Group Limited and its summary | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 6 | To consider and approve the proposal on entering into the conditional Equity Acquisition Agreements | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 7 | To consider and approve the proposal on entering into the conditional Supplemental Agreements to the Equity Acquisition Agreements | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 8 | To consider and approve the proposal on approving relevant financial reports and asset valuation reports of the acquisition of assets by issuance of shares | 11,752,518,397 (A shares) 1,633,459,156 (H shares) (99.774934%) | 16,500 (A shares) 29,418,000 (H shares) (0.219396%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 9 | To consider and approve the proposal on impact analysis on dilution of immediate returns and remedial measures of the asset restructuring of the Company | 11,752,518,397 (A shares) 1,662,876,156 (H shares) (99.994200%) | 16,500 (A shares) 1,000 (H shares) (0.000130%) | 0 (A shares) 760,700 (H shares) (0.005670%) |

| Resolutions | | Total number of votes (shares) (%) | | |
|---|---|---|---|---|
| Special resolutions | | For | Against | Abstained |
| 10 | To consider and approve the proposal on the grant of authorisation to the board of directors at the shareholders general meeting to deal with relevant matters of the restructuring | 11,752,518,397 (A shares) 1,662,876,156 (H shares) (99.994200%) | 16,500 (A shares) 1,000 (H shares) (0.000130%) | 0 (A shares) 760,700 (H shares) (0.005670%) |
| 11 | To consider and approve the proposal in relation to the issuance of domestic and overseas debt financing instruments | 12,162,779,665 (A shares) 773,168,793 (H shares) (93.460564%) | 14,659,241 (A shares) 887,083,363 (H shares) (6.514975%) | 0 (A shares) 3,385,700 (H shares) (0.024461%) |

As more than two-thirds of the votes were cast in favour of resolutions 1 to 11, 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.

By Order of the Board
**China Railway Group Limited**
**Li Changjin**
*Chairman*

Beijing, the PRC
7 December 2018

*As at the date of this announcement, the executive directors of the Company are Li Changjin (Chairman), ZHAO Zongjian, ZHAO Fengbo and ZHAO Gijian; the independent non-executive directors are Gao Feihang, Li Baoman, ZHEO Gingshi and CHAO Ghiing Simpson; and the non-executive director is Li Zongjin.*