

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



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)**

**NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 First Extraordinary General Meeting (“**EGM**”) of China Railway Group Limited (the “**Company**”) will be held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Tuesday, 20 August 2024 at 10:00 a.m. to consider and approve the following as appropriate:

**By way of separate ordinary resolutions:**

1. To consider and approve the proposal to re-elect the following candidates as executive directors or non-executive director of the sixth session of the board of directors of the Company for a term of three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of the term of office of the sixth session of the board of directors of the Company (Note 6):
  - (i) re-elect Mr. CHEN Yun as an executive director of the Company
  - (ii) re-elect Mr. CHEN Wenjian as an executive director of the Company
  - (iii) re-elect Mr. WANG Shiqi as an executive director of the Company
  - (iv) re-elect Mr. WEN Limin as a non-executive director of the Company

2. To consider and approve the proposal to elect or re-elect the following candidates as independent non-executive directors of the sixth session of the board of directors of the Company for a term of three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of the term of office of the sixth session of the board of directors of the Company (Note 6):
- (i) re-elect Mr. XIU Long as an independent non-executive director of the Company
  - (ii) elect Ms. SUN Lishi as an independent non-executive director of the Company
  - (iii) elect Mr. TU Haiming as an independent non-executive director of the Company

By Order of the Board of  
**China Railway Group Limited**  
**Tam Chun Chung**  
*Company Secretary*

Beijing, the PRC  
2 August 2024

*Notes:*

**1. Closure of register of members and eligibility for attending the EGM**

Shareholders who submit their share transfer application forms to the Company's share registrar before close of business on Tuesday, 13 August 2024 and become registered as shareholders on the register of members of the Company are entitled to attend the EGM.

Holders of the Company's H shares are advised that the register of members will be closed from Wednesday, 14 August 2024 to Tuesday, 20 August 2024 (both days inclusive). Holders of H shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Tuesday, 13 August 2024 are entitled to attend the EGM.

Holders of H shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m., Tuesday, 13 August 2024.

**2. Registration procedures for attending the EGM**

Shareholders attending the EGM in person or by proxy shall present their identity certification. If the attending shareholder is the authorised legal representative of a company's shareholder, the board of directors or other decision-making authority, then such attending shareholder shall present a copy of the relevant resolution of the board of directors or other decision-making authority appointing it as its authorised legal or official representative in order to attend the EGM on behalf of such company.

**3. Notice of attendance**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip in person, by post or by facsimile to the Company's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Monday, 19 August 2024.

The Company's Board of Directors' Office is located at Room 511, Block A, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing 100039, the PRC (Contact person: Mr. LI, Tel: (8610) 5187 8061, Fax: (8610) 5187 8417).

The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish. In such event, the form of proxy shall be deemed to be revoked.

**4. Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form (and if such proxy form is executed by a person under a power of attorney or other authorisation documents, then together with such power of attorney or authorisation documents, or a copy thereof certified by a notary) must be delivered to Computershare Hong Kong Investor Services Limited (for holders of H shares) not less than 24 hours before the designated time for the holding of the EGM.

Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he so wishes, but in such event the proxy form shall be deemed to be revoked.

**5. Other business**

Shareholders and their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

**6. Cumulative voting**

The cumulative voting method shall be adopted for the voting of resolutions No. 1 and 2. The cumulative voting method refers to the voting for the election of executive directors, non-executive director or independent non-executive directors where each share is entitled to the same number of votes which equals to the total number of executive directors, non-executive director or independent non-executive directors to be elected, and the entire votes, represented by the shares held by each Shareholder, can be equally cast for each candidate or can be consolidated to vote for one or certain candidates. For example, if a Shareholder holds 100 Shares, then he/she is entitled to 400 votes and 300 votes for resolutions No. 1 and 2, respectively. He/she may cast his/her respective votes equally to each of the candidates of executive directors, non-executive director or independent non-executive directors with 100 votes for each; or cast respective votes entirely for one or certain candidates of executive directors, non-executive director or independent non-executive directors.

Please note with particular attention that the sum of your votes cast for all candidates of executive directors, non-executive director or independent non-executive directors shall not exceed the entire votes represented by the shares held by each Shareholder. That is, if the total votes a Shareholder cast for one, certain or all candidates of executive directors, non-executive director or independent non-executive directors exceed his/her entire votes represented by the shares held by him/her, then all the votes will be invalid; if the total votes a Shareholder cast for one, certain or all candidates of executive directors, non-executive director or independent non-executive directors are fewer than his/her entire votes represented by the shares held by him/her, then the votes cast by him/her shall be valid, and the votes not cast shall be deemed to have been waived by him/her. If a candidate of executive directors, non-executive director or independent non-executive directors obtains more than half of the votes representing total number of shares with voting rights (assuming the cumulative voting has not been adopted) from the Shareholders attending the EGM, he/she will be deemed as elected.

7. As at the date of this notice, 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.