
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Railway Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING
FOR THE YEAR 2024**

A notice convening the EGM, to be held at 10:00 a.m. on Tuesday, 20 August 2024 at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, is set out on pages N-1 to N-4 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person, by post or by facsimile not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the proxy form shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board of Directors' Office on or before Monday, 19 August 2024.

2 August 2024

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DEFINITIONS

In this circular, unless context otherwise requires, the following expressions have the following meanings:

“A Shares”	ordinary shares of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	The “Articles of Association of China Railway Group Limited” and its amendments from time to time
“Board”	the board of directors of the Company
“Company”	China Railway Group Limited (中國中鐵股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 390) and the Shanghai Stock Exchange (stock code: 601390), respectively
“Company Law”	the Company Law of the People’s Republic of China
“CREC”	China Railway Engineering Group Co., Ltd. (中國鐵路工程集團有限公司), a state-owned enterprise incorporated in the PRC and the controlling shareholder of the Company
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held on Tuesday, 20 August 2024
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shareholders”	holders of A Shares and/or H Shares
“Shares”	A Shares and/or H Shares

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CHEN Yun (*Chairman*)

Mr. CHEN Wenjian

Mr. WANG Shiqi

Non-executive Director:

Mr. WEN Limin

Independent non-executive Directors:

Mr. CHUNG Shui Ming Timpson

Mr. ZHANG Cheng

Mr. XIU Long

Registered Office:

918, Block 1

No. 128 South 4th Ring Road West

Fengtai District

Beijing 100070

the PRC

Principal Place of Business

in Hong Kong:

Unit 1201-1203

12th Floor, APEC Plaza

49 Hoi Yuen Road, Kwun Tong

Kowloon

Hong Kong

2 August 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING
FOR THE YEAR 2024**

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the Proposal to Elect Candidates for Executive Directors and Non-executive Director of the Sixth Session of the Board of Directors of China Railway Group Limited and the Proposal to Elect Candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of China Railway Group Limited resolved by the Board, which will be considered at the EGM and to set out the notice of EGM. The notice of EGM is set out on pages N-1 to N-4 of this circular.

LETTER FROM THE BOARD

2. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS

The term of office of all Directors of the fifth session of the Board, namely Mr. CHEN Yun, Mr. CHEN Wenjian, Mr. WANG Shiqi, Mr. WEN Limin, Mr. CHUNG Shui Ming Timpson, Mr. ZHANG Cheng and Mr. XIU Long, has expired on 12 March 2024. According to the provisions of the Company Law and the Articles of Association, where a company has not re-elected a director upon the expiry of his/her term of office or the number of directors is less than the required quorum as a result of the resignation of a director, the existing director shall continue to serve as a director until the newly elected director commences his/her term of office. As such, the above Directors currently continue as Directors until members of the sixth session of the Board assume their office.

On 29 July 2024, the Directors of the fifth session of the Board convened the 43rd Board meeting and approved the Proposal to Elect Candidates for Executive Directors and Non-executive Director of the Sixth Session of the Board of Directors of China Railway Group Limited and the Proposal to Elect Candidates for Independent Non-executive Directors of the Sixth Session of the Board of Directors of China Railway Group Limited, which proposed to elect and re-elect seven Directors as members of the sixth session of the Board:

- (i) re-elect Mr. CHEN Yun as executive Director;
- (ii) re-elect Mr. CHEN Wenjian as executive Director;
- (iii) re-elect Mr. WANG Shiqi as executive Director;
- (iv) re-elect Mr. WEN Limin as non-executive Director;
- (v) re-elect Mr. XIU Long as independent non-executive Director;
- (vi) elect Ms. SUN Lishi as independent non-executive Director; and
- (vii) elect Mr. TU Haiming as independent non-executive Director.

The above proposal in relation to the proposed election and re-election of Directors will be proposed for Shareholders' approval at the EGM by way of separate ordinary resolutions. The term of office of the Directors will be three years commencing immediately after the conclusion of the EGM until the expiry of the term of the sixth session of the Board.

Biographical details of each of the proposed Directors are set out in the Appendix to this circular.

LETTER FROM THE BOARD

3. THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 20 August 2024 at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, is set out on pages N-1 to N-4 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the completed proxy form should be returned to Computershare Hong Kong Investor Services Limited in person, by post or by facsimile not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the proxy form shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board of Directors' Office on or before Monday, 19 August 2024.

Yours faithfully,
By Order of the Board of
China Railway Group Limited
Chen Yun
Chairman

The biographical details of the proposed Directors are as follow:

BIOGRAPHY OF MR. CHEN YUN

Mr. CHEN Yun, male, no other former name/alias, aged 61, Chinese nationality, holding no overseas residence, senior economist, senior engineer, currently is the Chairman, an executive Director, Secretary to the CPC Committee and Chairman of the Strategy Committee and the Nomination Committee under the Board of Directors of the Company, and is the Chairman and the Secretary to the CPC Committee of CREC. He served as a Standing Member of the CPC Committee of China Communications Construction Group Co., Ltd. and the Deputy General Manager and a Standing Member of the CPC Committee of China Communications Construction Company Limited from April 2007 to September 2014; a Standing Member of the CPC Committee of China Communications Construction Group and a Standing Member of the CPC Committee and the Deputy General Manager of China Communications Construction Company Limited from September 2014 to March 2017; the Deputy Secretary to the CPC Committee of China Communications Construction Group and the Deputy Secretary to the CPC Committee and the Vice President of China Communications Construction Company Limited from March 2017 to September 2017; the Deputy Secretary to the CPC Committee of China Communications Construction Group and the Deputy Secretary to the CPC Committee and an executive director of China Communications Construction Company Limited from September 2017 to November 2017; the Deputy Secretary to the CPC Committee and the Chairman of the Labor Union of China Communications Construction Group and the Deputy Secretary to the CPC Committee, an executive director and the Chairman of the Labor Union of China Communications Construction Company Limited from November 2017 to June 2019. He served as the Deputy Secretary to the CPC Committee of the Company and the Deputy Secretary to the CPC Committee of CREC from June 2019 to August 2019; the President and the Deputy Secretary to the CPC Committee of the Company and the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC from August 2019 to October 2019; the President, an executive Director and the Deputy Secretary to the CPC Committee of the Company and the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC from October 2019 to November 2020. He served as the President, an executive Director and the Deputy Secretary to the CPC Committee of the Company and the Chairman and the Secretary to the CPC Committee of CREC from November 2020 to December 2020; and served as the Chairman, an executive Director and the Secretary to the CPC Committee of the Company and the Chairman and the Secretary to the CPC Committee of CREC since December 2020. Mr. CHEN Yun graduated from East China Institute of Water Conservancy (currently known as Hohai University), and obtained a bachelor's degree of port and waterway engineering and subsequently a master's degree of business administration from Tsinghua University.

Save as disclosed herein, Mr. CHEN Yun has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any listed public companies in the last three years; (2) he is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. CHEN Yun will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. CHEN Yun, as an executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed re-election of Mr. CHEN Yun as a Director, Mr. CHEN Yun has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and that there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. CHEN WENJIAN

Mr. CHEN Wenjian, male, no other former name/alias, aged 52, Chinese nationality, holding no overseas residence, senior engineer, currently is the President, an executive Director, the Deputy Secretary to the CPC Committee and Chairman of the Safety, Health and Environmental Protection Committee under the Board of Directors of the Company, and is concurrently the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC. He served as the General Manager and the Secretary to the CPC Committee of the Algeria branch of CSCEC from January 2007 to September 2014; the General Manager of the Overseas Business Department of China State Construction Engineering Corporation Limited (“CSCEC”) from September 2014 to August 2016; the General Manager and the Secretary to the Community Party Working Committee of the Overseas Business Department of CSCEC from August 2016 to December 2017; the General Manager and the Secretary to the Community Party Working Committee of the Overseas Business Department of CSCEC and the General Manager of the Overseas Department of CSCEC from December 2017 to June 2018; the General Manager of the Overseas Department of CSCEC and the Chairman and the Secretary to the CPC Committee of the China State Construction Engineering Corporation International Operations (“CSCEC International Operations”) from June 2018 to October 2018; the General Manager of the Overseas Department of CSCEC, the Chairman and the Secretary to the CPC Committee of CSCEC International Operations and the Chairman of China Construction (South Pacific) Development Co., Pte Ltd. from October 2018 to March 2020; the Secretary to the CPC Committee and the Chairman of the China Construction Third Engineering Bureau Co., Ltd. from March 2020 to November 2020. He served as the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC from November 2020 to December 2020. He served as the President, an executive Director, and the Deputy Secretary to the CPC Committee of the Company, and the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC since December 2020. Mr. CHEN Wenjian graduated from Tsinghua University with a major in Structural Engineering from the Department of Civil Engineering and a major in Environmental Engineering from the Department of Environmental Engineering, and obtained a bachelor's degree in Structural Engineering and a bachelor's degree in Environmental Engineering, and subsequently a master's degree in business administration from the Saïd Business School of Oxford University in the UK.

Save as disclosed herein, Mr. CHEN Wenjian has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. CHEN Wenjian will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. CHEN Wenjian, as an executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed re-election of Mr. CHEN Wenjian as a Director, Mr. CHEN Wenjian has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and that there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. WANG SHIQI

Mr. WANG Shiqi, male, no other former name/alias, aged 58, Chinese nationality, holding no overseas residence, senior economist, senior political work professional, currently is an executive Director, the Deputy Secretary to the CPC Committee and Chairman of the Labor Union of the Company, and the employee director, Deputy Secretary to the CPC Committee, Chairman of the Labor Union, and Party School Principal of CREC. He served as the discipline inspector (deputy bureau director) and supervision commissioner of the Case Hearing Office of the Central Commission for Discipline Inspection of the Communist Party ("CCDI") from February 2009 to April 2014. He served as a Standing Member of the CPC Committee, and the Secretary to the Discipline Inspection Committee of the CPC Committee of the Company and a Standing Member of the CPC Committee and the Secretary to the Discipline Inspection Committee of the CPC Committee of CREC from April 2014 to January 2020; Standing Member of the CPC Committee, the Secretary to the Discipline Inspection Committee of the CPC Committee of the Company and the Deputy Secretary to the CPC Committee of CREC from January 2020 to February 2020. He served as the Deputy Secretary to the CPC Committee of the Company and the Deputy Secretary to the CPC Committee of CREC from February 2020 to April 2020; and an executive Director and the Deputy Secretary to the CPC Committee of the Company, the Deputy Secretary to the CPC Committee and Party School Principal of CREC from April 2020 to January 2021. He has been serving as the executive Director, the Deputy Secretary to the CPC Committee and the Chairman of the Labor Union of the Company and the employee director, the Deputy Secretary to the CPC Committee, the Chairman of the Labor Union, and Party School Principal of CREC since January 2021. Mr. WANG graduated from the Party School of the Central Committee of the Communist Party of China, majoring in political science and law.

Save as disclosed herein, Mr. WANG Shiqi has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. WANG Shiqi will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. WANG Shiqi, as an executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed re-election of Mr. WANG Shiqi as a Director, Mr. WANG Shiqi has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and that there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. WEN LIMIN

Mr. WEN Limin, male, no other former name/alias, aged 58, Chinese nationality, holding no overseas residence, senior accountant and certified public accountant, currently is a non-executive Director of the Company and an external director of China Aerospace Science & Technology Corporation and an external director of China First Heavy Industries Group Co. Ltd. He served as the Chief Accountant of Dongfang Electric Corporation from September 2005 to August 2016 with concurrent position as the Chairman of the Supervisory Committee of Dongfang Electric Co., Ltd. from June 2014 to March 2018, the Chief Accountant and a member of the CPC Committee Leadership Group of Dongfang Electric Corporation from August 2016 to January 2018, and the Chief Accountant and a member of the CPC Committee Leadership Group of China Southern Power Grid Company Limited from January 2018 to September 2020. He has been an external director of China Aerospace Science & Technology Corporation and an external director of China First Heavy Industries Group Co. Ltd. since December 2020. He has been a non-executive Director of the Company since March 2021. Mr. WEN Limin holds a bachelor's degree in economics from the Beijing Institute of Economic Management of Water Resources and Electric Power with a major in accounting and an EMBA degree from the Southwestern University of Finance and Economics with a major in business administration.

Save as disclosed herein, Mr. WEN Limin has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. WEN Limin will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. WEN Limin, as a non-executive Director, will not receive any remuneration from the Company. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed re-election of Mr. WEN Limin as a Director, Mr. WEN Limin has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. XIU LONG

Mr. XIU Long, male, former name XIU Long (修瓏), aged 67, Chinese nationality, holding no overseas residence, senior engineer, researcher and an expert with special State Council allowances, currently is an independent non-executive Director of the Company, an external director of China Green Development and Investment Group Co., Ltd. and concurrently the Chairman of the Architectural Society of China. He served as the President and the Deputy Secretary to the CPC Committee of China Architecture Design & Research Group from January 2007 to December 2017 with concurrent position as the Chairman of China Construction Technology Consulting Co., Ltd in 2014, and the Secretary to the CPC Committee and the Chairman of China Construction Technology Co., Ltd. from January 2018 to July 2020 with concurrent position as the Secretary to the CPC Committee and the Chairman of China Construction Technology Consulting Co., Ltd. He has been the Chairman of the Architectural Society of China since 2016 and an external director of China Green Development and Investment Group Co., Ltd. since November 2020. He has been an independent non-executive Director of the Company since March 2021. Mr. XIU Long graduated from the Harbin Architectural and Civil Engineering Institute and obtained a bachelor's degree in engineering with a major in industrial and civil architecture and a master's degree with a major in structural engineering.

Save as disclosed herein, Mr. XIU Long has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. XIU Long has confirmed (1) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (2) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Hong Kong Listing Rules) of the Company; and (3) there are no other factors that may affect his independence at the time of his appointment.

The term of office of Mr. XIU Long will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. XIU Long, as an independent non-executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed re-election of Mr. XIU Long as a Director, Mr. XIU Long has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and that there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MS. SUN LISHI

Ms. SUN Lishi, female, no other former name/alias, aged 62, Chinese nationality, holding no overseas residence, senior economist. She started her career in July 1984. She served successively as deputy chief staff member, chief staff member, and deputy director of the management office of the Supply Management Department of the Ministry of Materials, secretary to the office of the minister of the General Office of the Ministry of Domestic Trade, director of the general division at the Accounting Department of the Ministry of Domestic Trade, special inspection commissioner at the Special Inspection Commissioner's Office of the State Council, and supervisor at division level and deputy director of the office (deputy bureau level) of the Supervisory Committee of State-Owned Key Large Enterprises. From August 2005 to May 2015, she successively served as director, employee director, deputy secretary to the Communist Party Committee, secretary to the disciplinary committee and chairman of the labour union of China Hi-Tech Group Corporation. She served as deputy secretary to the Community Party Committee and secretary to the disciplinary committee of China National Building Materials Group Co., Ltd., China National Building Materials Group Co., Ltd. from May 2015 to August 2016, deputy secretary to the Community Party Committee, employee director and chairman of the labour union of China National Building Material Co., Ltd. from August 2016 to July 2022. Since June 2024, she has been an external director of China Forestry Group Co., Ltd. She obtained a bachelor's degree in economics from Liaoning College of Finance and Trade and a master's degree in engineering from Beijing Institute of Technology.

Save as disclosed herein, Ms. SUN Lishi has confirmed that (1) she does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) she is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) she does not have any interest in any Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

Ms. SUN Lishi has confirmed (1) her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (2) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Hong Kong Listing Rules) of the Company; and (3) there are no other factors that may affect her independence at the time of her appointment.

The term of office of Ms. SUN Lishi will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Ms. SUN Lishi, as an independent non-executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed election of Ms. SUN Lishi as a Director, Ms. SUN Lishi has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. TU HAIMING

Mr. TU Haiming, male, aged 63, Chinese nationality. He is currently a deputy director of the Committee for Liaison with Hong Kong, Macao, Taiwan and Overseas Chinese, a member of the 14th National Committee of the Chinese People's Political Consultative Conference, and the chairman of the Hong Kong New Era Development Think Tank. He started his career in 1983 and served successively as a reporter for Shanghai Liberation Daily and editor-in-chief of Hong Kong's "Prosperity" magazine. Since February 1990, he has been the chairman and general manager of Hodoor International Limited. Since February 1992, he has been the chairman of Shanghai Haodu Real Estate Development Management Co., Ltd.. Since September 2017, he has been the chairman of the Hong Kong New Era Development Think Tank. Since December 2020, he has been the deputy dean and visiting professor of the Institute of "One Country, Two Systems" and Basic Law of Jinan University. Mr. Tu graduated from the Department of Journalism of Fudan University, majoring in journalism, and graduated from the School of Management of Fudan University with a master's degree in advanced business administration.

Save as disclosed herein, Mr. TU Haiming has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. TU Haiming has confirmed (1) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (2) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Hong Kong Listing Rules) of the Company; and (3) there are no other factors that may affect his independence at the time of his appointment.

The term of office of Mr. TU Haiming will be three years commencing immediately after the date of the relevant resolution passed by the EGM until the expiry of term of the sixth session of the Board.

Mr. TU Haiming, as an independent non-executive Director, will receive remuneration that is determined in accordance with the relevant remuneration policy of the Company and subject to approval by the Shareholders. Details of the remuneration of the Directors are available in the Company's annual report.

In respect of the proposed election of Mr. TU Haiming as a Director, Mr. TU Haiming has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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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)

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

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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

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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.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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.