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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 ANNUAL GENERAL MEETING FOR THE YEAR 2024**

**NOTICE IS HEREBY GIVEN** that the 2024 Annual General Meeting (the “AGM”) of China Railway Group Limited (the “**Company**”) will be held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, the PRC on Friday, 20 June 2025 at 9:30 a.m. to consider and, if thought fit, approve the following matters:

### **As ordinary resolutions:**

1. To consider and approve the work report of the board of directors of the Company for the year 2024.
2. To consider and approve the work report of the supervisory committee of the Company for the year 2024.
3. To consider and approve the work report of independent directors of the Company for the year 2024.
4. To consider and approve the 2024 A share annual report and the abstract, H share annual report and results announcement for the year 2024 of the Company.
5. To consider and approve the audited consolidated financial statements of the Company for the year 2024.
6. To consider and approve the profit distribution plan of the Company for the year 2024 and the interim dividend plan for the year 2025.
7. To consider and approve the proposal on the salary (remuneration, work subsidy) of directors and supervisors of the Company for the year 2024.

8. To consider and approve the proposal regarding the budget plan of the Company for the year 2025.
9. To consider and approve the proposal on the engagement of auditors for the year 2025, the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditor and domestic auditor of the Company for the year 2025, respectively, for a term ending at the next annual general meeting of the Company, and that the remuneration shall not be more than RMB23.4 million.
10. To consider and approve the proposal on the engagement of internal control auditor for the year 2025, the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the internal control auditor of the Company for the year 2025 for a term ending at the next annual general meeting of the Company, and that the remuneration shall not be more than RMB1.6 million.
11. To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company for the year 2025.
12. To consider and approve the proposal on the budget for external guarantee of the Company from the second half of 2025 to the first half of 2026.
13. To consider and approve the proposed amendments to the Administrative Regulations for the Independent Directors of the Company as set out in Appendix IV to the circular of the Company dated 16 May 2025.

**As special resolutions:**

14. To consider and approve the proposed amendments to the Articles of Association of the Company as set out in Appendix I to the circular of the Company dated 16 May 2025.
15. To consider and approve the proposed amendments to the Procedural Rules for the General Meeting of Shareholders of the Company as set out in Appendix II to the circular of the Company dated 16 May 2025.
16. To consider and approve the proposed amendments to the Procedural Rules for the Board of Directors of the Company as set out in Appendix III to the circular of the Company dated 16 May 2025.
17. To consider and approve the proposal on the repurchase of certain A shares of the Company through centralized bidding trading:

17.01 Purpose of share repurchase

17.02 Type of shares to be repurchased

- 17.03 Method of the share repurchase
- 17.04 Implementation period of share repurchase
- 17.05 Use and number of shares proposed to be repurchased, proportion to the Company's total share capital and total amount of funds
- 17.06 Price for the share repurchase
- 17.07 Source of funds for the repurchase
- 17.08 Specific authorization for handling the share repurchase

By Order of the Board of  
**China Railway Group Limited**  
**MA Yonghong TAM Chun Chung**  
*Joint Company Secretaries*

Beijing, the PRC  
16 May 2025

*Notes:*

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

Shareholders who submit their share transfer application forms to the Company's share registrar before the close of business on Friday, 13 June 2025 and become registered as shareholders on the register of members of the Company are entitled to attend the AGM.

Holders of the Company's H shares are advised that the register of members will be closed from Monday, 16 June 2025 to Friday, 20 June 2025 (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 Friday, 13 June 2025 are entitled to attend the AGM.

Holders of H shares who wish to attend the AGM 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., on Friday, 13 June 2025.

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

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

### **3. Notice of attendance**

Shareholders who intend to attend the AGM 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 Thursday, 19 June 2025.

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 AGM 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 AGM 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 AGM.

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

### **5. Other matters**

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

- 6.** As at the date of this notice, the executive directors of the Company are Mr. CHEN Wenjian (Chairman) 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. XIU Long, Ms. SUN Lishi and Mr. TU Haiming.