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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  
ANNUAL GENERAL MEETING FOR THE YEAR 2024,  
2025 FIRST A SHARE CLASS MEETING  
AND  
2025 FIRST H SHARE CLASS MEETING  
HELD ON 20 JUNE 2025**

The board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Group Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting for the year 2024 of the Company (the “**AGM**”), the 2025 first A share class meeting of the Company (the “**A Share Class Meeting**”) and the 2025 first H share class meeting of the Company (the “**H Share Class Meeting**”), together with the AGM and the A Share Class Meeting, the “**Meetings**”) held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Friday, 20 June 2025 successively with a combination of on-site and online voting. References are made to the notice of the AGM, the notice of the H Share Class Meeting and the circular of the Company (the “**Circular**”) dated 15 May 2025, and the supplemental notice of the AGM and the supplemental circular of the Company (the “**Supplemental Circular**”) dated 5 June 2025. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular.

**I. CONVENING AND ATTENDANCE OF THE MEETINGS**

The Meetings were chaired by Mr. CHEN Wenjian, the Chairman of the Company. The holding of the Meetings 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 Meetings, all the proposed resolutions were voted on by poll via a combination of on-site and online voting. All directors of the Board (except for Mr. WANG Shiqi, an executive director, who could not attend due to other work commitment) attended the Meetings in person.

## **Attendance of the AGM**

As at the date of the AGM, the total number of issued shares of the Company was 24,741,008,919 shares (including 20,533,618,919 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 AGM. There were no shares entitling the holders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and there were no shares requiring the holders to abstain from voting on the resolutions proposed at the AGM under the Hong Kong Listing Rules. None of the Shareholders has stated his/her intention in the Circular or the Supplemental Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. There were no shares actually voted but excluded from calculating the poll results of the resolutions proposed at the AGM. A total of 2,707 shareholders and authorised proxies holding an aggregate of 13,035,830,122 shares (including 12,694,174,259 A Shares and 341,655,863 H Shares), representing 52.689161% of the total issued share capital of the Company, were present at the AGM or participated in the online voting.

## **Attendance of the A Share Class Meeting**

As at the date of the A Share Class Meeting, the total number of issued A Shares of the Company was 20,533,618,919 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the A Share Class Meeting. There were no shares entitling the holders to attend and abstain from voting in favour of any of the resolutions proposed at the A Share Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules and there were no shares requiring the holders to abstain from voting on the resolutions proposed at the A Share Class Meeting under the Hong Kong Listing Rules. None of the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the A Share Class Meeting. There were no shares actually voted but excluded from calculating the poll results of the resolutions proposed at the A Share Class Meeting. A total of 2,704 holders of A Shares and authorised proxies holding an aggregate of 12,694,174,259 A Shares, representing 61.821417% of the total issued A share capital of the Company, were present at the A Share Class Meeting or participated in the online voting.

## **Attendance of the H Share Class Meeting**

As at the date of the H Share Class Meeting, the total number of issued H Shares of the Company was 4,207,390,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the H Share Class Meeting. There were no shares entitling the holders to attend and abstain from voting in favour of any of the resolutions proposed at the H Share Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules and there were no shares requiring the holders to abstain from voting on the resolutions proposed at the H Share Class Meeting under the Hong Kong Listing Rules. None of

the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the H Share Class Meeting. There were no shares actually voted but excluded from calculating the poll results of the resolutions proposed at the H Share Class Meeting. A total of 3 holders of H Shares and authorised proxies holding an aggregate of 979,534,988 H Shares, representing 23.281298% of the total issued H share capital of the Company, were present at the H Share Class Meeting or participated in the online voting.

## II. POLL RESULTS OF THE AGM

The poll results in respect of the resolutions proposed at the AGM are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
<b>Ordinary resolutions</b>				
1.	To consider and approve the work report of the board of directors of the Company for the year 2024.	12,631,805,063 (A Shares) 338,575,245 (H Shares) (99.497924%)	58,662,465 (A Shares) 3,080,618 (H Shares) (0.473641%)	3,706,731 (A Shares) 0 (H Shares) (0.028435%)
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2024.	12,682,751,196 (A Shares) 341,237,363 (H Shares) (99.909161%)	7,525,931 (A Shares) 418,500 (H Shares) (0.060943%)	3,897,132 (A Shares) 0 (H Shares) (0.029896%)
3.	To consider and approve the work report of independent directors of the Company for the year 2024.	12,682,713,196 (A Shares) 341,237,363 (H Shares) (99.908870%)	7,580,732 (A Shares) 418,500 (H Shares) (0.061363%)	3,880,331 (A Shares) 0 (H Shares) (0.029767%)
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.	12,683,323,496 (A Shares) 341,237,363 (H Shares) (99.913552%)	7,501,931 (A Shares) 418,500 (H Shares) (0.060759%)	3,348,832 (A Shares) 0 (H Shares) (0.025689%)
5.	To consider and approve the audited consolidated financial statements of the Company for the year 2024.	12,683,106,396 (A Shares) 341,237,363 (H Shares) (99.911886%)	7,785,664 (A Shares) 418,500 (H Shares) (0.062936%)	3,282,199 (A Shares) 0 (H Shares) (0.025178%)
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.	12,684,998,641 (A Shares) 341,642,863 (H Shares) (99.929513%)	7,706,717 (A Shares) 13,000 (H Shares) (0.059219%)	1,468,901 (A Shares) 0 (H Shares) (0.011268%)

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
<b>Ordinary resolutions</b>				
7.	To consider and approve the proposal on the salary (remuneration, work subsidy) of directors and supervisors of the Company for the year 2024.	12,666,824,637 (A Shares) 341,642,863 (H Shares) (99.790097%)	24,459,321 (A Shares) 13,000 (H Shares) (0.187731%)	2,890,301 (A Shares) 0 (H Shares) (0.022172%)
8.	To consider and approve the proposal regarding the budget plan of the Company for the year 2025.	12,682,042,440 (A Shares) 341,642,863 (H Shares) (99.906835%)	8,767,118 (A Shares) 13,000 (H Shares) (0.067354%)	3,364,701 (A Shares) 0 (H Shares) (0.025811%)
9.	To consider and approve the proposal on the engagement of auditors for the year 2025, the reappointment 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.	12,682,530,751 (A Shares) 341,642,863 (H Shares) (99.910581%)	8,162,708 (A Shares) 13,000 (H Shares) (0.062717%)	3,480,800 (A Shares) 0 (H Shares) (0.026702%)
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.	12,682,461,447 (A Shares) 341,642,863 (H Shares) (99.910049%)	8,106,878 (A Shares) 13,000 (H Shares) (0.062289%)	3,605,934 (A Shares) 0 (H Shares) (0.027662%)
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.	12,679,781,242 (A Shares) 341,642,863 (H Shares) (99.889489%)	11,195,918 (A Shares) 13,000 (H Shares) (0.085986%)	3,197,099 (A Shares) 0 (H Shares) (0.024525%)
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.	12,496,884,434 (A Shares) 196,821,496 (H Shares) (97.375509%)	182,512,577 (A Shares) 100,088,920 (H Shares) (2.167883%)	14,777,248 (A Shares) 44,745,447 (H Shares) (0.456608%)

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
<b>Ordinary resolutions</b>				
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.	12,683,785,140 (A Shares) 341,642,863 (H Shares) (99.920204%)	6,944,186 (A Shares) 13,000 (H Shares) (0.053369%)	3,444,933 (A Shares) 0 (H Shares) (0.026427%)
<b>Special resolutions</b>				
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.	12,566,671,628 (A Shares) 243,974,561 (H Shares) (98.272577%)	123,209,997 (A Shares) 97,681,302 (H Shares) (1.694493%)	4,292,634 (A Shares) 0 (H Shares) (0.032930%)
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.	12,683,759,740 (A Shares) 341,642,863 (H Shares) (99.920009%)	6,948,885 (A Shares) 13,000 (H Shares) (0.053406%)	3,465,634 (A Shares) 0 (H Shares) (0.026585%)
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.	12,683,525,141 (A Shares) 341,642,863 (H Shares) (99.918209%)	7,148,885 (A Shares) 13,000 (H Shares) (0.054940%)	3,500,233 (A Shares) 0 (H Shares) (0.026851%)
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	12,673,253,205 (A Shares) 341,642,863 (H Shares) (99.839411%)	19,286,654 (A Shares) 13,000 (H Shares) (0.148051%)	1,634,400 (A Shares) 0 (H Shares) (0.012538%)
17.02	Type of shares to be repurchased	12,673,142,305 (A Shares) 341,642,863 (H Shares) (99.838561%)	19,275,854 (A Shares) 13,000 (H Shares) (0.147968%)	1,756,100 (A Shares) 0 (H Shares) (0.013471%)
17.03	Method of the share repurchase	12,673,237,997 (A Shares) 341,642,863 (H Shares) (99.839295%)	19,278,862 (A Shares) 13,000 (H Shares) (0.147991%)	1,657,400 (A Shares) 0 (H Shares) (0.012714%)

<b>Special resolutions</b>		<b>For</b>	<b>Against</b>	<b>Abstained</b>
17.04	Implementation period of share repurchase	12,672,702,697 (A Shares) 341,642,863 (H Shares) (99.835188%)	19,670,962 (A Shares) 13,000 (H Shares) (0.150999%)	1,800,600 (A Shares) 0 (H Shares) (0.013813%)
17.05	Use and number of shares proposed to be repurchased, proportion to the Company's total share capital and total amount of funds	12,672,957,497 (A Shares) 341,642,863 (H Shares) (99.837143%)	19,569,462 (A Shares) 13,000 (H Shares) (0.150220%)	1,647,300 (A Shares) 0 (H Shares) (0.012637%)
17.06	Price for the share repurchase	12,671,202,397 (A Shares) 341,642,863 (H Shares) (99.823679%)	21,263,262 (A Shares) 13,000 (H Shares) (0.163214%)	1,708,600 (A Shares) 0 (H Shares) (0.013107%)
17.07	Source of funds for the repurchase	12,673,038,797 (A Shares) 341,642,863 (H Shares) (99.837767%)	19,267,662 (A Shares) 13,000 (H Shares) (0.147905%)	1,867,800 (A Shares) 0 (H Shares) (0.014328%)
17.08	Specific authorization for handling the share repurchase	12,672,910,397 (A Shares) 341,642,863 (H Shares) (99.836782%)	19,348,862 (A Shares) 13,000 (H Shares) (0.148528%)	1,915,000 (A Shares) 0 (H Shares) (0.014690%)
<b>Ordinary resolution</b>		<b>For</b>	<b>Against</b>	<b>Abstained</b>
18.	To consider and approve the appointment of Mr. Fang Xiaobing (房小兵先生) as a non-executive director of the Company, with the term starting from the date on which his appointment is approved at the AGM until the expiration of the term of the sixth session of the board of directors of the Company.	12,675,268,059 (A Shares) 332,671,600 (H Shares) (99.786048%)	15,377,599 (A Shares) 1,765,263 (H Shares) (0.131505%)	3,528,601 (A Shares) 7,219,000 (H Shares) (0.082447%)

As more than 50% of the votes were cast in favour of resolutions 1 to 13 and resolution 18, such resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes were cast in favour of resolutions 14 to 16 and 17.01 to 17.08, such resolutions were duly passed as special resolutions.

In compliance with the requirements of the Hong Kong Listing Rules, the Company's H share registrar, Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the AGM.

### III. POLL RESULTS OF THE A SHARE CLASS MEETING

The poll results in respect of the resolutions proposed at the A Share Class Meeting are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
Special resolutions				
1.	To consider and approve the proposal on the repurchase of certain A Shares of the Company through centralized bidding trading:	/		
1.01	Purpose of share repurchase	12,673,253,205 (A Shares) (99.835192%)	19,286,654 (A Shares) (0.151933%)	1,634,400 (A Shares) (0.012875%)
1.02	Type of shares to be repurchased	12,673,142,305 (A Shares) (99.834318%)	19,275,854 (A Shares) (0.151848%)	1,756,100 (A Shares) (0.013834%)
1.03	Method of the share repurchase	12,673,237,997 (A Shares) (99.835072%)	19,278,862 (A Shares) (0.151872%)	1,657,400 (A Shares) (0.013056%)
1.04	Implementation period of share repurchase	12,672,702,697 (A Shares) (99.830855%)	19,670,962 (A Shares) (0.154961%)	1,800,600 (A Shares) (0.014184%)
1.05	Use and number of shares proposed to be repurchased, proportion to the Company's total share capital and total amount of funds	12,672,957,497 (A Shares) (99.832862%)	19,569,462 (A Shares) (0.154161%)	1,647,300 (A Shares) (0.012977%)
1.06	Price for the share repurchase	12,671,202,397 (A Shares) (99.819036%)	21,263,262 (A Shares) (0.167504%)	1,708,600 (A Shares) (0.013460%)
1.07	Source of funds for the repurchase	12,673,038,797 (A Shares) (99.833503%)	19,267,662 (A Shares) (0.151783%)	1,867,800 (A Shares) (0.014714%)
1.08	Specific authorization for handling the share repurchase	12,672,910,397 (A Shares) (99.832491%)	19,348,862 (A Shares) (0.152423%)	1,915,000 (A Shares) (0.015086%)

As more than two-thirds of the votes were cast in favour of resolutions 1.01 to 1.08, such resolutions were duly passed as special resolutions.

The Company's H share registrar, Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the A Share Class Meeting.

#### IV. POLL RESULTS OF THE H SHARE CLASS MEETING

The poll results in respect of the resolutions proposed at the H Share Class Meeting are as follows:

Resolutions		Total number of votes (shares)		
		For	Against	Abstained
Special resolutions				
1.	To consider and approve the proposal on the repurchase of certain A Shares of the Company through centralized bidding trading:			
1.01	Purpose of share repurchase	976,622,988 (H Shares) (99.702716%)	2,862,000 (H Shares) (0.292180%)	50,000 (H Shares) (0.005104%)
1.02	Type of shares to be repurchased	976,622,988 (H Shares) (99.702716%)	2,862,000 (H Shares) (0.292180%)	50,000 (H Shares) (0.005104%)
1.03	Method of the share repurchase	976,622,988 (H Shares) (99.702716%)	2,862,000 (H Shares) (0.292180%)	50,000 (H Shares) (0.005104%)
1.04	Implementation period of share repurchase	976,622,988 (H Shares) (99.702716%)	2,862,000 (H Shares) (0.292180%)	50,000 (H Shares) (0.005104%)
1.05	Use and number of shares proposed to be repurchased, proportion to the Company's total share capital and total amount of funds	976,109,988 (H Shares) (99.650344%)	2,862,000 (H Shares) (0.292180%)	563,000 (H Shares) (0.057476%)
1.06	Price for the share repurchase	976,622,988 (H Shares) (99.702716%)	2,862,000 (H Shares) (0.292180%)	50,000 (H Shares) (0.005104%)
1.07	Source of funds for the repurchase	976,622,988 (H Shares) (99.702716%)	2,912,000 (H Shares) (0.297284%)	0 (H Shares) (0%)
1.08	Specific authorization for handling the share repurchase	976,622,988 (H Shares) (99.702716%)	2,912,000 (H Shares) (0.297284%)	0 (H Shares) (0%)

As more than two-thirds of the votes were cast in favour of resolutions 1.01 to 1.08, such resolutions were duly passed as special resolutions.

In compliance with the requirements of the Hong Kong Listing Rules, the Company's H share registrar, Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the H Share Class Meeting.

## V. LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by JunHe LLP, the convening and procedures, the qualifications of the convener, the qualifications of the attendees and the voting process of the Meetings conformed to the relevant requirements of the relevant laws, rules regulations and normative documents including the Company Law of the People's Republic of China, the Rules for Shareholders' Meetings of Listed Companies and the Articles of Association of the Company. The voting results were lawful and valid.

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

Beijing, the PRC  
20 June 2025

*As at the date of this announcement, the executive directors of the Company are Mr. CHEN Wenjian (Chairman) and Mr. WANG Shiqi; the non-executive directors of the Company are Mr. WEN Limin and Mr. FANG Xiaobing; the independent non-executive directors of the Company are Mr. XIU Long, Ms. SUN Lishi and Mr. TU Haiming.*