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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**”) is pleased to announce that the 2018 first extraordinary general meeting of the Company (the “**EGM**”) was held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:30 a.m. on Friday, 7 December 2018 with a combination of on-site and online voting.

I. CONVENING AND ATTENDANCE OF THE EGM

As at the date of the EGM, the total number of issued shares of the Company was 22,844,301,543 shares (including 18,636,911,543 A shares and 4,207,390,000 H shares). CNIC Corporation Limited and Beijing Chengtong Financial Control Investment Co., Ltd. have abstained from voting in respect of the resolutions relating to the acquisition of assets by issuance of shares of the Company, i.e. the special resolutions numbered 1 to 10 (the “**Relevant Resolutions**”) at the EGM. Each of CNIC Corporation Limited and Beijing Chengtong Financial Control Investment Co., Ltd. holds 424,924,009 A shares and hence the total number of shares entitling the holders to attend and vote for or against the Relevant Resolutions proposed at the EGM is 21,994,453,525 shares (including 17,787,063,525 A shares and 4,207,390,000 H shares), while the total number of shares entitling the holders to attend and vote for or against the resolution other than the Relevant Resolutions proposed at the EGM is 22,844,301,543 shares (including 18,636,911,543 A shares and 4,207,390,000 H shares). There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the EGM. A total of 39 shareholders and authorised proxies holding an aggregate of 13,841,076,762 shares (including 12,177,438,906 A shares and 1,663,637,856 H shares), representing 60.588750% of the total issued share capital of the Company, were present at the EGM or participated the online voting. The EGM was chaired by Mr. ZHANG Zongyan, an executive director and the President of the Company. The holding of the EGM 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 EGM, all the proposed resolutions set out in the notice of the EGM dated 23 October 2018 and the supplemental notice of the EGM dated 23 November 2018 were voted on by poll via a combination of on-site and online voting.

II. POLL RESULTS OF THE EGM

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

Resolutions		Total number of votes (shares)		
		(%)		
Special resolutions		For	Against	Abstained
1	To consider and approve the proposal on the fulfilment of the conditions for the acquisition of assets by issuance of shares 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%)
2	To consider and approve the proposal on the acquisition of assets by issuance of shares of the Company not constituting a related transaction	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%)
3	To consider and individually approve the proposal on the plan for the acquisition of assets by issuance of shares of the Company, details of the restructuring plan for the acquisition of assets by issuance of shares are as follows:			
	(i) Type and nominal value of the 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%)
	(ii) Way of issuance	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%)
	(iii) Targets of issuance and way of subscription	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%)

Resolutions		Total number of votes (shares)		
		(%)		
Special resolutions		For	Against	Abstained
(iv)	Target assets to be acquired in the transaction	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%)
(v)	Pricing basis and transaction price of the target assets	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%)
(vi)	Pricing benchmark date and issue price of the issuance	11,752,518,397 (A shares) 1,632,711,156 (H shares) (99.769359%)	16,500 (A shares) 30,166,000 (H shares) (0.224971%)	0 (A shares) 760,700 (H shares) (0.005670%)
(vii)	Number of shares to be issued	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%)
(viii)	Lock-up period arrangement	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%)
(ix)	Arrangement regarding gain or loss relating to target assets incurred during the period from the valuation benchmark date to the closing date of target assets	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%)
(x)	Arrangement regarding the undistributed profit carried forward from the periods before the issuance	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%)
(xi)	Transfer of target assets and liability for default	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%)

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), ZHANG Zongyan, ZHOU Mengbo and ZHANG Xian; the independent non-executive directors are GUO Peizhang, WEN Baoman, ZHENG Qingzhi and CHUNG Shui Ming Timpon; and the non-executive director is MA Zonglin.