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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 2017**

**NOTICE IS HEREBY GIVEN** that the 2017 Annual General Meeting (“AGM”) 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 Monday, 25 June 2018 at 9:30 a.m. to consider and approve the following as appropriate:

### **By way of ordinary resolutions:**

1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2017.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
3. To consider and approve the work report of independent directors of the Company for the year ended 31 December 2017.
4. To consider and approve the 2017 A share annual report and the abstract, H share annual report and results announcement for the year of 2017 of the Company.
5. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2017.
6. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2017.
7. To consider and approve the proposal regarding The Plan for Shareholders’ Return for 2018 to 2020 of China Railway Group Limited.
8. To consider and approve the proposal in relation to the engagement of the auditors for 2018, re-appointment of PricewaterhouseCoopers as the Company’s international auditors and PricewaterhouseCoopers Zhong Tian LLP as the Company’s domestic auditors for 2018 for a term ending at the next annual general meeting of the Company, the aggregate remuneration shall be RMB33.30 million.

9. To consider and approve the proposal in relation to the appointment of internal control auditors for 2018, re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the internal control auditors of the Company for 2018 for a term ending at the next annual general meeting of the Company, the remuneration shall be RMB1.80 million.
10. To consider and approve the proposal in relation to the total amount of the provision of external guarantee by the Company for July 2018 to June 2019.
11. To consider and approve the proposal on the salary (remuneration, work subsidy) of directors and supervisors of the Company for the year of 2017.
12. To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company for the year of 2018.

**By way of special resolutions:**

13. To consider and approve the proposal on granting a general mandate to issue new shares to the board of directors of the Company (the “**Board**” or the “**Board of Directors**”), details of which are as follows:
  - (i) the Board is unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Company to separately or concurrently issue and deal with new A Shares and new H Shares (collectively, the “**New Shares**”) of the Company which shall not exceed 20% of the respective amounts of existing A shares and H shares of the Company as at the date of passing the relevant resolution;
  - (ii) pursuant to the approval under paragraph (i) above, the Board is authorised to enter into or make, during the Relevant Period, offers, agreements and/or options, under which the New Shares to be allotted and issued are required or may be required to be allotted and issued during or after the expiry of the Relevant Period, and the Board is authorised to issue and deal with the New Shares that are required or may be required to be allotted and issued under such offers, agreements and options;
  - (iii) after the issuance of the New Shares pursuant to the General Mandate, the Board is authorised to deal with all matters relating to the increase in the registered capital of the Company and to make such appropriate and necessary amendments to the articles of association of the Company relating to the share capital, the shareholding structure and the registered capital and other relevant things as they think fit and necessary, to complete domestic and overseas statutory procedures for approval, registration, and filing, and to take any other action and complete any formality required to effect the issuance of New Shares pursuant to the

relevant resolution and the increase in the registered capital of the Company. The Board is authorised to re-delegate the authorisation herein to the persons delegated by the Board to sign, execute, modify, complete, submit all agreements, contracts and documents in relation to the allotment and issuance of and dealing with the New Shares under the General Mandate, unless otherwise stipulated by laws or regulations; and

(iv) “**Relevant Period**” means the period from the date of passing the relevant Shareholders’ resolution in respect of the General Mandate until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period from the date of passing the relevant Shareholders’ resolution; and
- (c) the date on which the authorisation granted to the Board in the relevant resolution is revoked or varied by a special resolution of the Shareholders of the Company in general meeting.

14. To consider and approve the proposed amendments to the Articles of Association of the Company as set out in the Appendix II to the circular of the Company dated 11 May 2018.

15. To consider and approve the proposed amendments to the Procedural Rules for the Board of the Company as set out in the Appendix III to the circular of the Company dated 11 May 2018.

By Order of the Board  
**China Railway Group Limited**  
**Yu Tengqun Tam Chun Chung**  
*Joint Company Secretaries*

Beijing, the PRC  
11 May 2018

*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 close of business on Monday, 4 June 2018 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 Tuesday, 5 June 2018 to Monday, 25 June 2018 (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 Monday, 4 June 2018 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., Monday, 4 June 2018.

## **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, then such attending shareholder shall present a copy of the relevant resolution of the Board or other decision making authority appointing it as its authorised legal or official 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 Monday, 4 June 2018.

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, PRC (Contact Persons: Ms. DUAN Yinhua/Mr. LI Qiang, Tel: (8610) 5187 8069/5187 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).

## **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 authorisations document 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 business**

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

*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 Timpson; and the non-executive director is MA Zonglin.*