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中國中鐵股份有限公司
CHINA RAILWAY GROUP LIMITED

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
Ordinary resolutions				
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2016.	12,577,887,708 (A shares) 1,185,630,692 (H shares) (99.986460%)	5,900 (A shares) 1,000 (H shares) (0.000050%)	0 (A shares) 1,857,000 (H shares) (0.013490%)
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.	12,577,887,708 (A shares) 1,185,630,692 (H shares) (99.986460%)	5,900 (A shares) 1,000 (H shares) (0.000050%)	0 (A shares) 1,857,000 (H shares) (0.013490%)
3	To consider and approve the work report of independent directors of the Company for the year ended 31 December 2016.	12,577,887,708 (A shares) 1,185,630,692 (H shares) (99.986460%)	5,900 (A shares) 1,000 (H shares) (0.000050%)	0 (A shares) 1,857,000 (H shares) (0.013490%)
4	To consider and approve the 2016 A share annual report and the abstract, H share annual report and results announcement for the year of 2016 of the Company.	12,577,887,708 (A shares) 1,185,630,692 (H shares) (99.986460%)	5,900 (A shares) 1,000 (H shares) (0.000050%)	0 (A shares) 1,857,000 (H shares) (0.013490%)
5	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2016.	12,577,887,708 (A shares) 1,185,630,692 (H shares) (99.986460%)	5,900 (A shares) 1,000 (H shares) (0.000050%)	0 (A shares) 1,857,000 (H shares) (0.013490%)
6	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2016.	12,577,887,708 (A shares) 1,185,609,692 (H shares) (99.986307%)	5,900 (A shares) 477,000 (H shares) (0.003508%)	0 (A shares) 1,402,000 (H shares) (0.010185%)

Resolutions		Total number of votes (shares) (%)		

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Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
	Ordinary resolutions			
(iii)	election of Mr. ZHOU Mengbo as executive director of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company;	12,577,887,708 (A shares) 1,145,648,612 (H shares) (99.696006%)	5,900 (A shares) 39,411,080 (H shares) (0.286348%)	0 (A shares) 2,429,000 (H shares) (0.017646%)
(iv)	election of Mr. ZHANG Xian as executive director of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company;	12,577,887,708 (A shares) 1,145,648,612 (H shares) (99.696006%)	5,900 (A shares) 39,411,080 (H shares) (0.286348%)	0 (A shares) 2,429,000 (H shares) (0.017646%)
(v)	re-election of Mr. GUO Peizhang as independent non-executive director of the Company for a term of three years commencing immediately after the			

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
	(viii) election of Mr. CHUNG Shui Ming Timpson as independent non-executive director of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company; and	12,574,151,440 (A shares) 694,098,189 (H shares) (96.388530%)	3,742,168 (A shares) 490,961,503 (H shares) (3.593824%)	0 (A shares) 2,429,000 (H shares) (0.017646%)
	(ix) election of Mr. MA Zonglin as non-executive director of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company.	12,577,887,708 (A shares) 1,122,746,612 (H shares) (99.529632%)	5,900 (A shares) 62,313,080 (H shares) (0.452722%)	0 (A shares) 2,429,000 (H shares) (0.017646%)
17	To consider and approve the proposal on the proposed shareholder representative supervisors of the fourth session of the supervisory committee of the Company, namely:			
	(i) re-election of Mr. LIU Chengjun as shareholder representative supervisor of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the supervisory committee of the Company; and	12,577,718,000 (A shares) 1,051,097,816 (H shares) (99.007899%)	175,608 (A shares) 133,961,876 (H shares) (0.974455%)	0 (A shares) 2,429,000 (H shares) (0.017646%)
	(ii) re-election of Mr. CHEN Wenxin as shareholder representative supervisor of the Company for a term of three years commencing immediately after the conclusion of the AGM until the expiry of the term of the fourth session of the supervisory committee of the Company.	12,577,718,000 (A shares) 1,051,097,816 (H shares) (99.007899%)	175,608 (A shares) 133,961,876 (H shares) (0.974455%)	0 (A shares) 2,429,000 (H shares) (0.017646%)

As more than 50% of the votes were cast in favour of resolutions 1 to 13, 16 and 17, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of resolutions 14 and 15, such resolution 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 AGM.

III. LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Jia Yuan Law Firm, the convening and procedures, the qualifications of the attendees and the convener and the voting process of the AGM 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
28 June 2017

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.