China Railway Group Limited
Rules of Procedures for the Nomination Committee of the Board of Directors

(Amended in April 2022)

Chapter 1 General Provisions

Article 1 In order to establish and regulate the personnel nomination management systems and procedures of China Railway Group Limited (the "**Company**"), in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Articles of Association of China Railway Group Limited (the "**Articles**"), the Rules of Procedures for the Board of Directors of China Railway Group Limited (the "**Rules of Procedures of the Board**") and other relevant provisions, the board of directors has established the Nomination Committee (the "**Committee**") and formulated these Rules of Procedures.

Article 2 The Committee is a special work organisation under the board of directors to provide recommendations and advice to the board of directors for its decision making on relevant matters and shall be accountable and report to the board of directors.

Article 3 These Rules of Procedures apply to the Committee and the personnel and departments referred to in these Rules of Procedures.

Chapter 2 Composition of the Committee

Article 4 The Committee shall comprise of three directors, and the majority of which shall be the independent non-executive directors. The members of the Committee shall be nominated by the chairman of the board of directors and considered and approved by the board of directors.

Article 5 The Committee shall have one chairman. The chairman of the Committee shall be nominated by the chairman of the board of directors and considered and approved by the board of directors.

Article 6 The term of office of the Committee shall be in conformity with that of the board of directors of the same session. The term of office of the Committee members shall be in conformity with that of their directorship. At the expiration of the term of office, they could be re-elected and re-appointed. During the term of office, if any Committee member no longer acts as a director of the Company, he or she shall cease to hold such Committee membership automatically.

Article 7 A Committee member may submit resignation to the board of directors prior to the expiration of his/her term of office. Such resignation shall specify the reasons for the resignation and any matters which would require the attention of the board of directors.

Article 8 Changes to the members of the Committee may be made during their term of office by the board of directors as and when proposed by the chairman of the board of directors and approved by the board of directors after their discussion. When the number of Committee members falls below the required number of the Committee members under these Rules of Procedures, the board of directors shall appoint additional members to the Committee in accordance with these Rules of Procedures to fill the vacancies.

Chapter 3 Duties and Functions of the Committee

Article 9 The major duties and functions of the Committee shall be:

(1) To formulate the standards, procedures and methods for election of directors and senior management personnel of the Company and submit the same to the board of directors for consideration;

(2) To identify individuals suitably qualified to become board members and select or make recommendations to the board of directors on the selection of individuals nominated

Article 10 Duties and Functions of the Chairman of the Committee:

(1) To convene and preside over meetings of the Committee;

(2) To supervise and inspect the work of the Committee;

(3) To sign relevant documents of the Committee;

(4) To report the work of the Committee to the board of directors;

(5) Other duties required by the board of directors to be performed by the chairman of the Committee.

Chapter 4 Meetings of the Committee

Article 11 The Committee may convene meetings from time to time as necessary. In any of the following circumstances, within 7 days of the occurrence of the relevant fact, the chairman of the Committee shall issue a notice to convene a meeting:

(1) in circumstances as deemed necessary by the board of directors;

(2) in circumstances as deemed necessary by the chairman of the Committee;

(3) when proposed by two or more members of the Committee.

Article 12 The office of the board of directors shall be responsible for delivering the notice of meeting in writing to each Committee member and relevant person invited to attend the meeting 3 days prior to the date of the meeting (except in special circumstances). The notice of meeting shall contain information on the method, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information.

Article 13 Upon receipt of the notice, each Committee member shall provide confirmation and any relevant feedback via a proper means (including but not limited to confirmation of attendance or absence and any other arrangement) in a timely manner.

Article 14 The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by signing and submitting a letter of proxy, authorise another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorisation. No member shall accept any such authorisation from two or more other members concurrently.

The member attending meeting on behalf of another member shall exercise the rights within the scope of authorisation. If a member does not attend a meeting in person or authorise another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by

Article 15 If any member does not attend a meeting in person or authorise another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person 3/4 of all meetings of the Committee held during any year, such member shall be deemed incapable of performing the duties of the Committee, and the board of directors may change the members of the Committee in accordance with these Rules of Procedures.

Article 16 A meeting of the Committee shall be held only when it is attended by more than half of members of the Committee. A meeting shall be presided over by the chairman of the Committee, who may appoint another member to do so on his/her behalf when he/she is unable to attend the meeting.

Article 17 The agenda items shall be discussed during the meeting of the Committee. The members of the Committee shall explicitly, independently and fully express their opinion based on their judgement. In the case of any different opinion, such different opinion shall be stated in the meeting minutes to be presented to the board of directors.

Article 18

Article 24 The office of the board of directors of the Company shall be responsible for organising meetings of the Committee such as preparing and issuing the notice of meeting.

The human resources department of the Company shall be responsible for preparing and providing relevant materials required for the consideration of the matters on the agenda and for liaising with relevant departments (including the relevant experts of the Company or external experts, scholars and intermediary agencies appointed during the course of the consideration by the Committee of relevant matters).

The human resources department of the Company shall be responsible for formulating the working systems and procedures for the provision of relevant services to the Committee in accordance with the scope of duties and functions of the Committee and which shall be filed with the board of directors.

The relevant functional departments of the Company shall be responsible for providing services for the work of the Committee and to provide support and collaboration for the work of the office of the board of directors and the human resources department.

Chapter 6 Record and Minutes of the Meetings of the Committee

Article 25 Meeting record shall be prepared for the meetings of the Committee. The meeting record shall be prepared by the office of the board of directors, which shall include the following information:

(1) Serial number, method, date, venue, and name of the chairman, of the meeting;

(2) The attendance of members personally or by proxy;

(3) Name and title of each attendee;

(4) Matters to be considered at the meeting;

(5) Main points made by the Committee members or other relevant attendees;

(6) Name of the person keeping the record.

The Committee members and the secretary to the board of directors present at the meeting shall sign the record of the meeting of the Committee.

Article 26 After the meeting of the Committee, the office of the board of directors of the Company shall prepare a meeting minutes based on the status of the consideration and discussions at the meeting.

The meeting minutes shall be submitted to the board of directors of the Company and the members of the Committee, secretary to the board of directors, the office of the board of directors and the human resources department of the Company and other relevant departments and personnel.

Article 27 Meeting record, meeting minutes, letters of proxy, written opinion of the members of the Committee and other meeting materials derived from the meetings of the Committee shall be managed by the office of the board of directors in accordance with the relevant requirements.

Chapter 7 Supplementary Provisions

Article 28 Unless otherwise stated, the terms used in these Rules of Procedures shall have the same meanings ascribed to them in the Articles.

Article 29 For any matter not covered in these Rules of Procedures, or in the event of any conflict with any provisions of the laws, regulations, listing rules of the place where the Company is listed, the Articles or the Rules of Procedures of the Board promulgated or amended after these Rules of Procedures become effective, the provisions of such laws, regulations, listing rules of the place where the Company is listed, Articles or Rules of Procedures of the Board, such provisions shall prevail in resolving such conflict.

Article 30 These Rules of Procedures and their amendments shall become effective from the date on which the same shall be approved by the general resolution of the board of directors of the Company.

Article 31 The board of directors of the Company shall have the right to interpret these Rules of Procedures.