

---

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

---



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)**

14 December 2021

*To the Independent Shareholders*

Dear Sir or Madam,

### **CONNECTED TRANSACTION – PROPOSED GRANT UNDER THE SCHEME**

We refer to the circular dated 14 December 2021 (the “**Circular**”), of which this letter forms part, issued by the Company to its H Shareholders. Terms used in this letter shall have the same meaning as defined in the Circular unless the context requires otherwise.

We, being the independent non-executive Directors constituting the Independent Board Committee, are writing to you to set out our opinion in respect of the proposed grant of Restricted Shares to the Connected Participants under the Scheme. The Independent Board Committee was set up to advise whether in its view the terms of the Connected Grant are on normal commercial terms and are fair and reasonable and the Connected Grant is in the interests of the Group and the Shareholders as a whole.

The terms of the Scheme and the proposed grant of Restricted Shares to Connected Participants under the Scheme are summarised in the “Letter from the Board” set out on pages 6 to 42 of the Circular. In addition, the Independent Board Committee has been advised by the Independent Financial Adviser in considering the Connected Grant. You are strongly urged to read the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, which is set out on pages 44 to 56 of the Circular.

### **RECOMMENDATION**

Taking into account the recommendations of the Independent Financial Adviser, the Independent Board Committee considers that the terms of the Connected Grant as described in the “Letter from the Board” in the Circular are on normal commercial terms and are fair and reasonable and the Connected Grant is in the interests of the Group and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the Extraordinary General Meeting to approve the Connected Grant.

Yours faithfully,

**China Railway Group Limited**

**Mr. CHUNG Shui Ming Timpson, Mr. ZHANG Cheng and Mr. XIU Long**  
*Members of the Independent Board Committee*