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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)

**ANNUAL GENERAL MEETING HELD ON 25 JUNE 2009
POLL RESULTS**

RESIGNATION AND APPOINTMENT OF SUPERVISORS

The board of directors (the “**Board**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the annual general meeting for the year 2008 of the Company (the “**AGM**”) was held at the Multi-functional Hall, 4th Floor, Tower A, China Railway Building, No. 26 Lianhuachi Nanli, Fengtai District, Beijing, the PRC, at 9:00 a.m. on Thursday, 25 June 2009.

As at the date of the AGM, the number of issued shares of the Company was 21,299,900,000 shares (including 17,092,510,000 A shares and 4,207,390,000 H shares), which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. A total of 82 shareholders and authorised proxies holding an aggregate of 13,460,795,208 shares, representing 63.196518% of the total issued share capital of the Company, were present at the AGM. The AGM was chaired by Mr. Li Changjin, the Executive Director and President of the Company. The holding of the AGM 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 AGM, all the proposed resolutions set out in the notice of the AGM dated 30 April 2009 were voted on by poll.

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

Ordinary resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2008.	12,653,857,715 (A shares) 801,672,493 (H shares) (99.960886%)	0 (A shares) 3,903,000 (H shares) (0.028995%)	78,000 (A shares) 1,284,000 (H shares) (0.010118%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2008.	12,653,857,715 (A shares) 801,672,493 (H shares) (99.960886%)	0 (A shares) 3,903,000 (H shares) (0.028995%)	78,000 (A shares) 1,284,000 (H shares) (0.010118%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3	To consider and approve the work report of independent directors of the Company for the year ended 31 December 2008.	12,653,857,715 (A shares) 801,643,493 (H shares) (99.960671%)	0 (A shares) 3,903,000 (H shares) (0.028995%)	78,000 (A shares) 1,313,000 (H shares) (0.010334%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2008.	12,653,857,715 (A shares) 543,026,742 (H shares) (98.039412%)	0 (A shares) 3,903,000 (H shares) (0.028995%)	78,000 (A shares) 259,929,751 (H shares) (1.931593%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company's international auditors and Deloitte Touche Tohmatsu CPA Ltd. as the Company's domestic auditors for a term ending at the next annual general meeting of the Company and to authorise the Board of Directors of the Company to determine their remuneration.	12,653,857,715 (A shares) 802,953,493 (H shares) (99.970403%)	0 (A shares) 3,905,000 (H shares) (0.029010%)	78,000 (A shares) 1,000 (H shares) (0.000587%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
6	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2008.	12,653,857,715 (A shares) 805,568,493 (H shares) (99.989830%)	0 (A shares) 1,290,000 (H shares) (0.009583%)	78,000 (A shares) 1,000 (H shares) (0.000587%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7	To consider and approve the appointment of Mr. Yao Guiqing as a shareholder representative supervisor of the Company with immediate effect until the expiry of the term of the first session of the Supervisory Committee of the Company and authorise the Board of Directors of the Company to fix his emoluments.	12,653,857,715 (A shares) 757,254,868 (H shares) (99.630909%)	0 (A shares) 17,025,625 (H shares) (0.126483%)	78,000 (A shares) 32,579,000 (H shares) (0.242608%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
8	To consider and approve the remuneration plan for the directors and supervisors of the Company.	12,653,857,715 (A shares) 802,945,493 (H shares) (99.970344%)	0 (A shares) 1,053,000 (H shares) (0.007823%)	78,000 (A shares) 2,861,000 (H shares) (0.021834%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
9	To consider and approve the change in use of part of proceeds from the A share offering of the Company.	12,653,857,715 (A shares) 805,653,493 (H shares) (99.990461%)	0 (A shares) 696,000 (H shares) (0.005171%)	78,000 (A shares) 510,000 (H shares) (0.004368%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
10	To consider and approve the amendments to the Rules for Independent Directors as set out in Appendix II to the circular of the Company dated 30 April 2009.	12,653,857,215 (A shares) 805,656,493 (H shares) (99.990480%)	0 (A shares) 696,000 (H shares) (0.005171%)	78,500 (A shares) 507,000 (H shares) (0.004350%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Special resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
11	To approve the amendments to the Articles of Association of the Company as set out in Appendix III to the circular of the Company dated 30 April 2009.	12,653,857,215 (A shares) 805,667,493 (H shares) (99.990561%)	0 (A shares) 684,000 (H shares) (0.005081%)	78,500 (A shares) 508,000 (H shares) (0.004357%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
12	To approve the amendments to the Procedural Rules for the Shareholders' General Meeting of the Company as set out in Appendix IV to the circular of the Company dated 30 April 2009.	12,653,857,215 (A shares) 805,668,493 (H shares) (99.990569%)	0 (A shares) 683,000 (H shares) (0.005074%)	78,500 (A shares) 508,000 (H shares) (0.004357%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
13	To approve the amendments to the Procedural Rules for the Board of Directors of the Company as set out in Appendix V to the circular of the Company dated 30 April 2009.	12,653,857,215 (A shares) 805,668,493 (H shares) (99.990569%)	0 (A shares) 683,000 (H shares) (0.005074%)	78,500 (A shares) 508,000 (H shares) (0.004357%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
14	To approve the public issue and offer of the medium-term notes of principal amount not exceeding RMB12 billion with a term not exceeding 10 years in single or multiple tranches in the PRC, and to authorise the Board to exercise all powers to handle all matters relating to the issue of the medium-term notes.	12,653,857,215 (A shares) 804,595,493 (H shares) (99.982598%)	0 (A shares) 179,000 (H shares) (0.001330%)	78,500 (A shares) 2,085,000 (H shares) (0.016073%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

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. Shareholders' representatives, Chen Qaoning and Pan Hongxing, and the supervisor, Zhou Yuqing, also counted the votes at the AGM.

RESIGNATION AND APPOINTMENT OF SUPERVISORS

Reference is made to the announcement in relation to the resignation and nomination of supervisors dated 30 April 2009 by the Company. The Company received a resignation letter from Mr. Gao Shutang on 24 June 2009, and Mr. Gao Shutang ceased to hold positions as supervisor and Chairman of supervisory committee of the Company from the same date. Mr. Gao Shutang has confirmed that there is no disagreement with the Company and the supervisory committee of the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders and creditors of the Company.

Mr. Gao Shutang performed his duties diligently and conscientiously since he joined the Supervisory Committee in 2007 and has made outstanding contributions in areas including corporate governance, operation of the Supervisory Committee, development strategy, risk control, business development of the Company. The Company would like to express its sincere gratitude to Mr. Gao Shutang for his outstanding contributions to the Company during his tenure of service.

The Company is pleased to announce that Mr. Yao Guiqing was appointed as a shareholder representative supervisor of the Company at the AGM.

Yao Guiqing, age 54, senior economist, Deputy Secretary to the Communist Party Committee and Chairman of the Labour Union of the Company. Mr. Yao Guiqing is also an executive member of Federation of Labour Unions. He was chairman of the labour union of China Railway Engineering Corporation since February 2001 and deputy secretary to the Communist Party Committee of China Railway Engineering Corporation from December 2004 to September 2007. He has also been chairman of China Railway No. 9 Engineering Group Co., Ltd. since April 2006 to March 2008, and vice president of the Company since September 2007 to June 2009. He has been deputy secretary to the Communist Party Committee and chairman of the labour union of China Railway Engineering Corporation, and deputy secretary to the Communist Party Committee and Chairman of the Labour Union of the Company since September 2007.

Mr. Yao Guiqing has not held any other directorships in any listed public companies in the last three years. Furthermore, save as disclosed in the biographical details above, Mr. Yao Guiqing has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has the following interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance:

Name	Capacity	Number of A Shares held	Nature of interest	Approximate percentage of issued A Shares	Approximate percentage of total Issued Shares
Yao Guiqing	Beneficial owner	100,112	Long position	0.0006%	0.0005%

Mr. Yao Guiqing's term of office as shareholder representative supervisor of the Company shall expire upon the expiry of the term of the first session of the Supervisory Committee of the Company. The proposed remuneration of shareholder representative supervisor after consideration is subject to approval by the shareholders' general meeting.

Save as disclosed herein, there are no other matters relating to Mr. Yao Guiqing that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Jia Yuan Law Firm, the convening and procedures of the AGM conformed to the requirements of the law, administrative regulations and the articles of association of the Company. The attendees and the convener of the AGM were qualified and their qualifications were valid. The voting process and the voting results were lawful and valid. The resolutions passed at the AGM were lawful and valid.

By Order of the Board
China Railway Group Limited
Shi Dahua
Chairman

Beijing, the PRC
25 June 2009

As at the date of this announcement, the executive directors of the Company are SHI Dahua (Chairman), LI Changjin and BAI Zhongren; the non-executive director is WANG Qiuming; and the independent non-executive directors are HE Gong, ZHANG Qinglin, GONG Huazhang, WANG Taiwen and SUN Patrick.