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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 29 JUNE 2010 POLL RESULTS

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 2009 of the Company (the “**AGM**”) was held at China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 10:00 a.m. on Tuesday, 29 June 2010.

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 18 shareholders and authorised proxies holding an aggregate of 13,617,769,321 shares, representing 63.93% of the total issued share capital of the Company, were present at the AGM. The AGM was chaired by Mr. Li Changjin, the Chairman of the Board. 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 2010 were voted by poll on site.

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 2009. | 12,422,211,190 (A shares) 1,190,617,431 (H shares) (99.963718%) | 0 (A shares) 4,036,000 (H shares) (0.029638%) | 0 (A shares) 904,700 (H shares) (0.006644%) |
| 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 2009. | 12,422,211,190 (A shares) 1,191,415,131 (H shares) (99.969576%) | 0 (A shares) 4,036,000 (H shares) (0.029638%) | 0 (A shares) 107,000 (H shares) (0.000786%) |
| 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 2009. | 12,422,211,190 (A shares) 1,191,162,131 (H shares) (99.967718%) | 0 (A shares) 4,036,000 (H shares) (0.029638%) | 0 (A shares) 360,000 (H shares) (0.002644%) |
| 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 2009. | 12,422,211,190 (A shares) 937,126,564 (H shares) (98.102247%) | 0 (A shares) 4,036,000 (H shares) (0.029638%) | 0 (A shares) 254,395,567 (H shares) (1.868115%) |
| 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. | 12,422,211,190 (A shares) 1,191,521,131 (H shares) (99.970355%) | 0 (A shares) 4,036,000 (H shares) (0.029638%) | 0 (A shares) 1,000 (H shares) (0.000007%) |
| 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 2009. | 12,421,991,190 (A shares) | 220,000 (A shares) | 0 (A shares) |
| | | 1,193,848,131 (H shares) (99.985827%) | 1,708,000 (H shares) (0.014158%) | 2,000 (H shares) (0.000015%) |
| 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 adjustments to the remuneration for the independent directors of the Company. | 12,421,991,190 (A shares) | 0 (A shares) | 220,000 (A shares) |
| | | 1,193,687,131 (H shares) (99.984645%) | 1,602,000 (H shares) (0.011764%) | 269,000 (H shares) (0.003591%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary 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, Zhang Zhongmin and Wei Wei, and the supervisor, Ji Zhihua, also counted the votes at the AGM.

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
Li Changjin
Chairman

Beijing, the PRC
29 June 2010

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