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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)

ANNOUNCEMENT

- (1) PROPOSED AMENDMENTS TO THE ARTICLES**
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The Board announces that the Company received a proposal on 26 July 2010 from CRECG, the Company's controlling shareholder, in respect of certain proposed amendments to the Articles. The amendments to the Articles will only become effective after receiving approval of shareholders by way of special resolution at shareholders' general meeting.

In order to reflect the proposed amendments to the Articles, the Company proposed to make corresponding amendments to the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board. Such proposed amendments will only become effective after receiving approval of shareholders by way of special resolution at shareholders' general meeting.

On the same date, the Company also received proposals from CRECG in relation to the nomination of Mr. Yao Guiqing as an Executive Director of the Company and Mr. Wang Qiuming as a Shareholder Representative Supervisor of the Company. Such appointments will only become effective after receiving approval at the shareholder's general meeting.

Resolutions approving the proposed amendments to the Articles, the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board, the proposed appointment of Mr. Yao Guiqing as an Executive Director of the Company and the proposed appointment of Mr. Wang Qiuming as a Shareholder Representative Supervisor of the Company will be proposed for shareholders' approval at the extraordinary general meeting to be held on 12 August 2010. A supplemental shareholders' circular which includes, among other things, details of the proposed amendments to the Articles, the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board, further information on the proposed appointment of director and supervisor and a supplemental notice of extraordinary general meeting will be despatched to shareholders as soon as practicable.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board of Directors (the "**Board**") of China Railway Group Limited (the "**Company**") announces that the Company received a proposal on 26 July 2010 from China Railway Engineering Corporation ("**CRECG**"), the Company's controlling shareholder, in respect of certain proposed amendments to the Articles of Association of China Railway Group Limited (the "**Articles**"). The amendments to the Articles is to reflect the requirements set out in the Guidelines for the Articles of Association of Listed Companies and comments made by the State-owned Assets Supervision and Administration Commission of the State Council on the Articles. Details of the proposed amendments to the Articles will be set out in the supplemental shareholders' circular to be issued by the Company.

The amendments to the Articles will only become effective after receiving approval of shareholders by way of special resolution at shareholders' general meeting.

PROPOSED AMENDMENTS TO THE PROCEDURAL RULES

Pursuant to the Company Law of the PRC and other relevant regulatory rules, the Company has formulated the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board. In order to reflect the proposed amendments to the Articles, the Company proposed to make corresponding amendments to the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board. Details of the proposed amendments will be set out in the circular to be issued by the Company.

The amendments to the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board will only become effective after receiving approval of shareholders by way of special resolution at shareholders' general meeting.

PROPOSED APPOINTMENT OF DIRECTOR

On 26 July 2010, the Company received a proposal from CRECG in relation to the nomination of Mr. Yao Guiqing as an Executive Director of the Company, who will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee of the Company.

Biographical details of Mr. Yao Guiqing are as follows:

Yao Guiqing (姚桂清), age 56, senior economist, is the Chairman of the Supervisory Committee, Deputy Secretary of the Communist Party Committee and Chairman of the Labour Union of the Company. Mr. Yao is also the vice chairman of CRECG and the executive member of All-China Federation of Trade Unions. He was chairman of the labour union of CRECG since February 2001 and deputy secretary of the Communist Party Committee of CRECG from December 2004 to September 2007. He was also chairman of China Railway NO. 9 Engineering Group Co., Ltd. from April 2006 to March 2008. He was Vice-President of the Company from September 2007 to June 2009. Since 25 June 2009, he has been Chairman of the Supervisory Committee of the Company.

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. Mr. Yao Guiqing 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, as an Executive Director of the Company, will receive remuneration that is determined with reference to the operating results of the Company and Mr. Yao's performance in fulfilling his duties. Remuneration to be received by Mr. Yao Guiqing mentioned above includes salary, discretionary bonus, contributions to retirement benefit scheme and other benefits. Details of the remuneration of the directors of the Company is available in the Company's annual report.

Pursuant to the Articles, the appointment of Mr. Yao Guiqing will only become effective after receiving approval at the shareholders' general meeting and his term of office shall commence from the date of the resolution approving the appointment until the expiry of the term of the first session of the Board. Mr. Yao Guiqing is currently a Supervisor and Chairman of the Supervisory Committee of the Company. Mr. Yao will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee upon his appointment as an Executive Director of the Company being approved at the shareholders' general meeting.

PROPOSED APPOINTMENT OF SUPERVISOR

On the same date, the Company also received a proposal from CRECG in relation to the nomination of Mr. Wang Qiuming as a Shareholder Representative Supervisor of the Company, who will cease to hold his position as Non-executive Director of the Company.

Biographical details of Mr. Wang Qiuming are as follows:

Wang Qiuming (王秋明), age 57, senior economist, is a Non-executive Director, Deputy Secretary of the Communist Party Committee and Secretary of the Disciplinary Committee of the Company. Mr. Wang is also deputy secretary to the Communist Party Committee and secretary of the disciplinary committee of CRECG. He served as deputy chief economist and director of Division of Cadre of CRECG from June 2004 to August 2006. Since September 2006, Mr. Wang has been deputy secretary to the Communist Party Committee and secretary to the disciplinary committee of CRECG. He was also the chairman of China Railway NO. 3 Engineering Group Co. Ltd. from April 2007 to January 2008. Since September 2007, Mr. Wang has been a Non-executive Director, Deputy Secretary to the Communist Party Committee and Secretary to the Disciplinary Committee of the Company.

Mr. Wang Qiuming 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. Wang Qiuming has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wang Qiuming 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 |
|--------------|------------------|-------------------------------|-----------------------|--|--|
| Wang Qiuming | Beneficial owner | 50,000 | Long position | 0.0003% | 0.0002% |

Mr. Wang Qiuming, as a Shareholder Representative Supervisor, will receive remuneration that is determined with reference to the operating results of the Company and Mr. Wang's performance in fulfilling his duties. Remuneration to be received by Mr. Wang Qiuming mentioned above includes salary, discretionary bonus, contributions to retirement benefit scheme and other benefits. Details of the remuneration of the supervisors of the Company is available in the Company's annual report.

Pursuant to the Articles, the appointment of Mr. Wang Qiuming will only become effective after receiving approval at the shareholders' general meeting and his term of office shall commence from the date of the resolution approving the appointment until the expiry of the term of the first session of the Supervisory Committee. Mr. Wang Qiuming is currently a Non-executive Director of the Company. Mr. Wang will cease to hold his position as Non-executive Director upon his appointment as a shareholder representative supervisor of the Company being approved at the shareholders' general meeting.

Save as disclosed herein, there are no other matters relating to the proposed appointment of Mr. Yao Guiqing as an Executive Director and Mr. Wang Qiuming as a Shareholder Representative Supervisor that need to be brought to the attention of the shareholders of the Company nor is there any information required 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.

Resolutions approving the proposed amendments to the Articles, the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board, the proposed appointment of Mr. Yao Guiqing as an Executive Director of the Company and the proposed appointment of Mr. Wang Qiuming as a Shareholder Representative Supervisor of the Company will be proposed for shareholders' approval at the extraordinary general meeting to be held on 12 August 2010. A supplemental shareholders' circular which includes, among other things, details of the proposed amendments to the Articles, the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board, further information on the proposed appointment of director and supervisor and a supplemental notice of extraordinary general meeting will be despatched to shareholders as soon as practicable.

By order of the Board
China Railway Group Limited
Li Changjin
Chairman

Beijing, the PRC
26 July 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.