



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)

Supplemental Form of Proxy for the 2010 First Extraordinary General Meeting  
to be held on 12 August 2010

I/ We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> H Shares of  
RMB1.00 each in the capital of China Railway Group Limited (the "Company"), hereby appoint the Chairman of the meeting  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2010 First Extraordinary General Meeting (the "Meeting") of the Company to  
be held at Lecture Hall, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:30 a.m. on Thursday, 12 August 2010 or any adjournment  
thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the supplemental notice convening the Meeting, and voting on behalf  
of me/us under my/our name as indicated below <sup>(Note 4)</sup> in respect of the resolutions to be proposed at the Meeting and any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the supplemental shareholders' circular of the  
Company dated 28 July 2010.

Special resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
11	To approve the amendments to the Articles of Association of the Company as set out in Appendix I to the supplemental shareholders' circular of the Company dated 28 July 2010.			
12	To approve the amendments to the Procedural Rules for the Shareholders' General Meeting of the Company as set out in Appendix II to the supplemental shareholders' circular of the Company dated 28 July 2010.			
13	To approve the amendments to the Procedural Rules for the Board of Directors of the Company as set out in Appendix III to the supplemental shareholders' circular of the Company dated 28 July 2010.			
Ordinary resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
14	To consider and approve the appointment of Mr. Yao Guiqing as a director of the Company with immediate effect until the expiry of the term of the first session of the Board of Directors of the Company.			
15	To consider and approve the appointment of Mr. Wang Qiuming 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.			

Shareholder's Signature <sup>(Note 5)</sup> \_\_\_\_\_

Dated \_\_\_\_\_ 2010

Notes:

Important: You should first read the shareholders' supplemental circular of the Company dated 28 July 2010 before appointing a proxy.

- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) relating to this supplemental form of proxy. If no number is inserted, this supplemental form of proxy will be deemed to relate to all shares registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Company who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. Any changes to this supplemental form of proxy should be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE "FOR" A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE "ABSTAINED" A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the Meeting other than those referred to in the notice of the Meeting. You should give your opinion as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognisable writing or not casted will be deemed as having waived your voting rights, and the corresponding vote will be counted as "Abstained."
- This supplemental form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of director(s) or attorney(s) duly authorised. If this supplemental form of proxy is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this supplemental form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at H share registrar of the Company in person or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and delivery of this supplementary form of proxy will not preclude shareholders from attending and voting at the Meeting if she/he so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- This form of proxy is the supplemental form of proxy for the purpose of the supplemental resolutions set out in the Supplemental Notice of the 2010 First Extraordinary General Meeting dated 28 July 2010 and only serves as a supplement to the original form of proxy for the Meeting.