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If you are in doubt as to any aspect of this supplemental shareholders' circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Railway Group Limited, you should at once hand this supplemental shareholders' circular and the accompanying supplemental proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES**  
**(2) PROPOSED AMENDMENTS TO THE PROCEDURAL RULES**  
**(3) PROPOSED APPOINTMENT OF DIRECTOR**  
**(4) PROPOSED APPOINTMENT OF SUPERVISOR**  
**AND**  
**SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

A supplemental notice of the EGM, which will be held as originally scheduled at Lecture Hall, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Thursday, 12 August 2010 at 9:30 a.m., is set out on pages 16 to 17 of this supplemental shareholders' circular.

If you intend to appoint a proxy to attend the EGM and vote on the resolutions set out in the supplemental notice of the EGM, you are required to complete and return the accompanying supplemental proxy form in accordance with the instructions printed thereon. For holders of H Shares, the supplemental proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meetings thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish, but in such event the instruments appointing a proxy shall be deemed to be revoked.

28 July 2010

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## DEFINITION

*In this supplemental shareholders' circular, unless the context otherwise requires, the following expressions have the following meanings:*

"A Shares"	ordinary shares of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
"Articles"	the Articles of Association of China Railway Group Limited as amended from time to time
"Board"	the board of directors of the Company
"the Company"	中國中鐵股份有限公司 (China Railway Group Limited), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 390) and the Shanghai Stock Exchange (stock code: 601390), respectively
"Company Law"	the Company Law of the People's Republic of China
"CRECG"	China Railway Engineering Corporation, a state-owned enterprise established in the PRC and the controlling shareholder of the Company
"Directors"	the directors of the Company
"EGM"	the 2010 first extraordinary general 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
"H Shares"	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

## DEFINITION

“Mandatory Provisions”	the Mandatory Provisions for Companies Listing Overseas set forth in Zheng Wei Fa (1994) No. 21 issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System
“PRC”	the People’s Republic of China
“Procedural Rules”	the Procedural Rules for the Shareholders’ General Meeting and the Procedural Rules for the Board, of the Company
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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)

*Executive Directors:*

Mr. LI Changjin (*Chairman*)  
Mr. BAI Zhongren

*Non-executive Director:*

Mr. WANG Qiuming

*Independent non-executive Directors:*

Mr. HE Gong  
Mr. GONG Huazhang  
Mr. WANG Taiwen  
Mr. SUN Patrick

*Registered Office:*

1 Xing Huo Road  
Fengtai District,  
Beijing 100070  
PRC

*Place of Business in Hong Kong:*

Unit 1201-1203  
12th Floor, APEC Plaza  
49 Hoi Yuen Road  
Kwun Tong  
Kowloon  
Hong Kong

28 July 2010

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES**  
**(2) PROPOSED AMENDMENTS TO THE PROCEDURAL RULES**  
**(3) PROPOSED APPOINTMENT OF DIRECTOR**  
**(4) PROPOSED APPOINTMENT OF SUPERVISOR**  
**AND**  
**SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1 INTRODUCTION**

Reference is made to the shareholders' circular of the Company dated 28 June 2010 and the notice of the EGM which sets out the venue of the EGM and contains the resolutions to be proposed at the EGM for shareholders' approval.

The purpose of this supplemental shareholders' circular is to provide you with the information regarding the proposals submitted by CRECG to the Company in compliance with the laws and the Articles in respect of (i) the amendments to the Articles, (ii) the proposed nomination of Mr. Yao Guiqing as an executive Director, who will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee, and (iii) the proposed nomination of Mr. Wang Qiuming as a shareholder representative Supervisor,

## LETTER FROM THE BOARD

who will cease to hold his position as a non-executive Director. This supplemental shareholders' circular also sets out the proposal regarding the corresponding amendments to the Procedural Rules to reflect the proposed amendments to the Articles, which, together with the proposals submitted by CRECG to the Company, will be considered at the EGM and to set out the supplemental notice of the EGM.

### **2 PROPOSED AMENDMENTS TO THE ARTICLES**

The Company received a proposal on 26 July 2010 from CRECG in respect of certain proposed amendments to 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 SASAC on the Articles. Details of the proposed amendments to the Articles are set out in Appendix I to this supplemental shareholders' circular.

It should be noted that the amendments to the Articles will only become effective after receiving approval of shareholders by way of special resolution at the EGM.

The Articles are written in Chinese and there is no official English translation in respect thereof. The translation into English language is for reference only. In case of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

The Company has received a confirmation from its PRC legal adviser, Jia Yuan Law Firm, PRC lawyers, that the Articles, as amended, do not violate the requirements of the Company Law, the Mandatory Provisions and other applicable laws and regulations of the PRC. The Company has received a confirmation from its Hong Kong legal adviser, Linklaters, that the Articles, as amended, contain all provisions necessary to comply with the applicable provisions of the Hong Kong Listing Rules.

### **3 PROPOSED AMENDMENTS TO THE PROCEDURAL RULES**

Pursuant to the Company Law and other relevant regulatory rules, the Company has formulated the Procedural Rules. In order to reflect the proposed amendments to the Articles, the Company proposed to make corresponding amendments to the Procedural Rules. Details of the proposed amendments to the Procedural Rules for Shareholders' General Meeting and the Procedural Rules for the Board are set out in Appendices II and III to this supplemental shareholders' circular, respectively.

The amendments to the Procedural Rules will only become effective after receiving approval of shareholders by way of special resolution at the EGM.

The Procedural Rules are written in Chinese and there is no official English translation in respect thereof. The translation into English language is for reference only. In case of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

## LETTER FROM THE BOARD

### **4 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, who will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee. Accordingly, an ordinary resolution will be proposed at the EGM to approve the appointment of a new Director. 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. Mr. Yao will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee upon his appointment as executive Director being approved at the EGM.

Biographical details of Mr. Yao Guiqing are set out in Appendix IV to this shareholders' supplemental circular.

### **5 PROPOSED APPOINTMENT OF SUPERVISOR**

On 26 July 2010, the Company received a proposal from CRECG in relation to the nomination of Mr. Wang Qiuming as a shareholder representative Supervisor, who will cease to hold his position as non-executive Director. Accordingly, an ordinary resolution will be proposed at the EGM to approve the appointment of a new Supervisor. 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. Mr. Wang Qiuming will cease to hold his position as non-executive Director upon his appointment as a shareholder representative Supervisor being approved at the EGM.

Biographical details of Mr. Wang Qiuming are set out in Appendix V to this supplemental shareholders' circular.

### **6 THE EGM**

A supplemental notice of the EGM, which will be held as originally scheduled at Lecture Hall, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Thursday, 12 August 2010 at 9:30 a.m., is set out on pages 16 to 17 of this supplemental shareholders' circular.

Please refer to the notice of the EGM set out in the shareholders' circular of the Company dated 28 June 2010 for details of the other resolutions to be proposed at the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.

## LETTER FROM THE BOARD

If you intend to appoint a proxy to attend the EGM and vote on the resolutions set out in the supplemental notice of the EGM, you are required to complete and return the accompanying supplemental proxy form in accordance with the instructions printed thereon. For holders of H Shares, the supplemental proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meetings thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish, but in such event the instruments appointing a proxy shall be deemed to be revoked.

Yours faithfully,  
By Order of the Board of  
**China Railway Group Limited**  
**Li Changjin**  
*Chairman*

Details of the proposed amendments to the Articles are as follows (appropriate consequential changes to the numbering and sequence of the relevant chapter, article, paragraph and sub-paragraph will be made, if required, but will not be specifically described herein):

<b>Existing Article No.</b>	<b>Existing Provisions</b>	<b>Provisions after Amendment</b>
First paragraph of Article 94	The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, a director jointly elected by more than one half of the directors shall preside over the general meeting.	The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a director jointly elected by more than one half of the directors shall preside over the general meeting.
Article 146	<p>The board of directors shall be composed of nine directors. The board of directors shall have one chairman.</p> <p>The chairman shall be elected and removed from office by more than one half of the total number of the directors. The chairman shall serve a term of office of three years and may serve consecutive terms if being re-elected upon the expiration of his term.</p>	<p>The board of directors shall be composed of nine directors. The board of directors shall have one chairman and one vice chairman.</p> <p>Each of the chairman and vice chairman shall be elected and removed from office by more than one half of the total number of the directors. The chairman and vice chairman shall serve a term of office of three years and may serve consecutive terms if being re-elected upon the expiration of their terms.</p>

Existing Article No.	Existing Provisions	Provisions after Amendment
Article 147	The board of directors shall exercise the following functions and powers:	The board of directors shall exercise the following functions and powers:
	.....	.....
	(11) to decide on matters regarding, among others, the merger, division and restructuring of the Company's subsidiaries;	(11) to decide on matters regarding, among others, the merger, division, restructuring and dissolution of the Company's subsidiaries;
	(12) to decide on the policies and schemes relating to the salaries and benefits of, and the bonuses and disciplinary actions for, the Company's employees;	(12) to decide on the policies and schemes relating to the performance appraisal, salaries and benefits of, and the bonuses and disciplinary actions for, all of the Company's employees;
	.....	.....
	(24) to elect the chairman of the Company;	(24) to elect the chairman and vice chairman of the Company;
	.....	.....
	(29) to exercise other functions and powers under laws and regulations or these Articles and as granted at the general meeting.	(29) to decide on the strategies for the development of the Company and of the Company's business segments;
		(30) to exercise other functions and powers under laws and regulations or these Articles and as granted at the general meeting.

Existing Article No.	Existing Provisions	Provisions after Amendment
Article 150	The strategy committee of the board of directors shall have the following functions and powers:	The strategy committee of the board of directors shall have the following functions and powers:
	(1) to research and advise on the strategy for the Company's long-term development and the Company's important investment decisions;	(1) to research and advise on the strategies for the development of the Company and its business segments, and the Company's important investment decisions;
	(2) to research and advise on matters regarding, among others, material restructuring, merger, division and dissolution of the business of the Company;	(2) to research and advise on matters regarding, among others, material restructuring, merger, division and dissolution of the business of the Company and its subsidiaries;
	(3) to exercise other functions and powers granted by the board of directors.	(3) to research, guide and advise on the formulation and alteration of the strategies of the Company's subsidiaries;
		(4) to exercise other functions and powers granted by the board of directors.

Existing Article No.	Existing Provisions	Provisions after Amendment
Article 152	The remuneration committee of the board of directors shall have the following principal functions and powers:  .....	The remuneration committee of the board of directors shall have the following principal functions and powers:  .....
	(8) to exercise other functions and powers granted by the board of directors.	(8) to advise the board of directors on, and supervise the implementation of, the policies and schemes relating to the performance appraisal, salaries and benefits of, and the bonuses and disciplinary actions for, all of the Company's employees, and the formulation and perfection of the relevant systems;  (9) to exercise other functions and powers granted by the board of directors.
Article 159	In the event of any inability or failure of the chairman of the Company to perform his duties, a director jointly elected by more than one half of the directors shall perform such duties.	The vice chairman of the Company shall assist the chairman with his work. In the event of any inability or failure of the chairman to perform his duties, the vice chairman shall perform such duties; in the event of any inability or failure of the vice chairman to perform his duties, a director jointly elected by more than one half of the directors shall perform such duties.

Existing Article No.	Existing Provisions	Provisions after Amendment
Article 161	The notice of an extraordinary board meeting may be given by any such means as set out in Article 243, and such notice shall be delivered to each director and supervisor 2 days prior to the meeting.	The notice of an extraordinary board meeting may be given by any such means as set out in Article 243, and such notice shall be delivered to each director and supervisor generally 10 days or at least 5 days prior to the meeting.
Article 271	References to senior management personnel in these Articles are to the president, vice president, chief financial officer, chief engineer, chief economist, general counsel and board secretary of the Company. References to the president and vice president in these Articles are to the general manager and deputy general manager as referred to in the Company Law; and references to the chief financial officer are to the financial controller as referred to in the Company Law.	References to senior management personnel in these Articles are to the president, vice president, chief financial officer, board secretary, chief engineer, chief economist and general counsel of the Company. References to the president and vice president in these Articles are to the general manager and deputy general manager as referred to in the Company Law; and references to the chief financial officer are to the financial controller as referred to in the Company Law.

Details of the proposed amendments to the Procedural Rules for Shareholders' General Meeting of the Company are as follows (appropriate consequential changes to the numbering and sequence of the relevant chapter, rule, paragraph and sub-paragraph will be made, if required, but will not be specifically described herein):

<b>Existing Rule No.</b>	<b>Existing Provisions</b>	<b>Provisions after Amendment</b>
First paragraph of Rule 34	The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, a director jointly elected by more than one half of the directors shall preside over the general meeting.	The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a director jointly elected by more than one half of the directors shall preside over the general meeting.

Details of the proposed amendments to the Procedural Rules for the Board are as follows (appropriate consequential changes to the numbering and sequence of the relevant chapter, article, paragraph and sub-paragraph will be made, if required, but will not be specifically described herein):

Existing Rule No.	Existing Provisions	Provisions after Amendment
Rule 8	In order to hold an extraordinary Board meeting, the Board office shall (other than under special circumstances) give notice in writing to each Director and Supervisor 2 days in advance.	In order to hold an extraordinary Board meeting, the Board office shall (other than under special circumstances) give notice in writing to each Director and Supervisor generally 10 days or at least 5 days prior to the meeting.
First paragraph of Rule 9	Board meetings shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to or does not perform his function, the meetings shall be convened and presided over by a director jointly nominated by more than half of the directors. In order to hold a regular and an extraordinary Board meeting, the Board office shall give notice in writing affixed with its seal to each Director and Supervisor, president and Board secretary 10 days and 2 days in advance, respectively. For those who are not served notices directly by the Board office, confirmation should be sought by telephone, and record should be made accordingly.	Board meetings shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to or does not perform his function, the meetings shall be presided over by the vice-chairman. Where the vice-chairman is unable to or does not perform his function, the meetings shall be convened and presided over by a director jointly nominated by more than half of the directors. In order to hold a regular and an extraordinary Board meeting, the Board office shall give notice in writing affixed with its seal to each Director and Supervisor, president and Board secretary in accordance with the timing requirements. For those who are not served notices directly by the Board office, confirmation should be sought by telephone, and record should be made accordingly.

**BIOGRAPHY OF MR. YAO GUIQING**

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 SFO:

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, 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 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, Mr. Yao will cease to hold his positions as Supervisor and Chairman of the Supervisory Committee upon his appointment as executive Director being approved at the EGM.

Save as disclosed herein, there are no other matters relating to the proposed appointment of Mr. Yao Guiqing as an executive Director 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 Hong Kong Listing Rules.

**BIOGRAPHY OF MR. WANG QIUMING**

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 SFO:

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 as mentioned above includes salary, discretionary bonus, contributions to retirement benefit scheme and other benefits. Details of the remuneration of the Supervisors 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, Mr. Wang will cease to hold his position as non-executive Director upon his appointment as a shareholder representative Supervisor being approved at the EGM.

Save as disclosed herein, there are no other matters relating to the proposed appointment of Mr. Wang Qiuming as 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 Hong Kong Listing Rules.



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  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the Notice of Extraordinary General Meeting dated 28 June 2010 (the “**Notice**”) which sets out the venue of the 2010 First Extraordinary General Meeting (the “**EGM**”) of China Railway Group Limited (the “**Company**”) and contains the resolutions to be proposed at the EGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM of the Company, which will be held as originally scheduled at Lecture Hall, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Thursday, 12 August 2010 at 9:30 a.m., will consider and, if thought fit, pass the following supplemental resolutions in addition to the resolutions set out in the Notice:

**As special resolutions:**

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.

**As ordinary resolutions:**

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.

## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

By order of the Board  
**Yu Tengqun**      **Tam Chun Chung**  
*Joint Company Secretaries*

Beijing, the PRC  
28 July 2010

*Notes:*

- (1) Details of the above resolutions are set out in the supplemental shareholders' circular ("Supplemental Circular") of the Company dated 28 July 2010. Unless otherwise defined in this notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form in respect of the special resolutions numbered 11 to 13 and the ordinary resolutions numbered 14 and 15 mentioned above is enclosed with the Supplemental Circular.
- (3) Please refer to the Notice of the EGM set out in the shareholders' circular of the Company dated 28 June 2010 for details of the other resolutions to be proposed at the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.