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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)**

**2010 FIRST CLASS MEETING OF HOLDERS OF H SHARES  
HELD ON 12 AUGUST 2010  
POLL RESULTS**

The board of directors (the “**Board**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the 2010 first class meeting of holders of H shares of the Company (the “**H Shareholders’ Class Meeting**”) was held at Lecture Hall, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on Thursday, 12 August 2010 in the morning immediately following the conclusion of the 2010 first class meeting of holders of A shares of the Company.

As at the date of the H Shareholders’ Class Meeting, the number of issued H shares of the Company was 4,207,390,000, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the H Shareholders’ Class Meeting. China Railway Engineering Corporation and its associates do not hold any H shares of the Company. A total of 2 shareholders and authorised proxies holding an aggregate of 1,299,761,305 shares, representing 30.89% of the total issued H shares entitling the holders to attend and vote for or against all the resolutions proposed at the H Shareholders’ Class Meeting, were present at the H Shareholders’ Class Meeting. The H Shareholders’ Class Meeting was chaired by Mr. Li Changjin, the Chairman of the Board. The holding of the H Shareholders’ Class Meeting 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 H Shareholders’ Class Meeting, all the proposed resolutions set out in the notice of the H Shareholders’ Class Meeting dated 28 June 2010 were voted by poll on site.

The poll results in respect of the resolutions proposed at the H Shareholders' Class Meeting are as follows:

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
<b>1</b>	To consider and approve the proposal regarding the conditional share subscription agreement between the Company and China Railway Engineering Corporation.	1,293,920,905 (H shares) (99.550656%)	5,840,400 (H shares) (0.449344%)	0 (H shares) (0%)
<b>2</b>	To consider and approve each of the following in relation to the proposal on the private placement of A Shares to target investors:			
1	Types and nominal value of the Shares to be issued	1,293,917,905 (H shares) (99.550425%)	5,840,400 (H shares) (0.449344%)	3,000 (H shares) (0.000231%)
2	Issue method	1,293,917,905 (H shares) (99.550425%)	5,841,400 (H shares) (0.449421%)	2,000 (H shares) (0.000154%)
3	Target investors and subscription method	1,293,917,905 (H shares) (99.550425%)	5,841,400 (H shares) (0.449421%)	2,000 (H shares) (0.000154%)
4	Number of Shares to be issued	1,293,917,905 (H shares) (99.550425%)	5,840,400 (H shares) (0.449344%)	3,000 (H shares) (0.000231%)
5	Issue price and pricing principles	1,293,917,905 (H shares) (99.550425%)	5,840,400 (H shares) (0.449344%)	3,000 (H shares) (0.000231%)
6	Adjustment of the number of Shares to be issued and the base issue price	1,293,917,905 (H shares) (99.550425%)	5,840,400 (H shares) (0.449344%)	3,000 (H shares) (0.000231%)
7	Lock-up arrangement	1,293,919,905 (H shares) (99.550579%)	5,840,400 (H shares) (0.449344%)	1,000 (H shares) (0.000077%)
8	Use of proceeds	1,293,919,905 (H shares) (99.550579%)	5,840,400 (H shares) (0.449344%)	1,000 (H shares) (0.000077%)
9	Venue of listing	1,293,917,905 (H shares) (99.550425%)	5,841,400 (H shares) (0.449421%)	2,000 (H shares) (0.000154%)

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
	10 Arrangements for accumulated profits prior to the Private Placement	1,293,718,905 (H shares) (99.535115%)	6,040,400 (H shares) (0.464731%)	2,000 (H shares) (0.000154%)
	11 Term of effectiveness of the resolution regarding the Private Placement	1,293,917,905 (H shares) (99.550425%)	5,840,400 (H shares) (0.449344%)	3,000 (H shares) (0.000231%)
<b>3</b>	To consider and approve the proposal on private placement of A Shares of the Company.	1,293,717,905 (H shares) (99.535038%)	6,041,400 (H shares) (0.464808%)	2,000 (H shares) (0.000154%)

As more than two-thirds of the votes were cast in favour of resolutions 1, 2 and 3, such resolutions were duly passed as special resolutions.

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 H Shareholders' Class Meeting. Shareholders' representatives, Yang Yong and Zhao Wendong, and the supervisor, Zhang Xixue, also counted the votes at the H Shareholders' Class Meeting.

#### **LAWYERS' CERTIFICATION**

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

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

Beijing, the PRC  
13 August 2010