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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 EXTRAORDINARY GENERAL MEETING
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 extraordinary general meeting of the Company (the “**EGM**”) was 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.

As at the date of the EGM, 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). China Railway Engineering Corporation (“**CRECG**”) and its associates have abstained from voting in respect of the resolutions relating to the proposed private placement of A shares and the share subscription agreement entered into by the Company and CRECG (the “**Relevant Resolutions**”) at the EGM. CRECG holds 11,950,010,000 A shares and hence the total number of shares entitling the holders to attend and vote for or against the Relevant Resolutions proposed at the EGM is 9,349,890,000 shares (including 5,142,500,000 A shares and 4,207,390,000 H shares), while the total number of shares entitling the holders to attend and vote for or against the resolutions other than the Relevant Resolutions proposed at the EGM is 21,299,900,000 shares (including 17,092,510,000 A shares and 4,207,390,000 H shares). A total of 1,948 shareholders and authorised proxies holding an aggregate of 14,044,570,950 shares, representing 65.94% of the total issued share capital of the Company, were present at the EGM. The EGM was chaired by Mr. Li Changjin, the Chairman of the Board. The holding of the EGM 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 EGM, all the proposed resolutions set out in the notice of the EGM dated 28 June 2010 and the supplemental notice of the EGM dated 28 July 2010 were voted by poll on site as well as on the Internet. Internet voting was conducted through the trading system of the Shanghai Stock Exchange and was available to the holders of A shares of the Company.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
1	To consider and approve the proposal on the fulfilment of the conditions for the private placement of A Shares by the Company.	12,641,013,036 (A shares) 1,288,729,960 (H shares) (99.182403%)	103,369,304 (A shares) 6,040,400 (H shares) (0.779018%)	5,418,250 (A shares) 0 (H shares) (0.038579%)
2	To consider and approve the proposal regarding the conditional share subscription agreement between the Company and China Railway Engineering Corporation.	690,810,636 (A shares) 1,288,928,960 (H shares) (94.518119%)	100,947,112 (A shares) 5,840,400 (H shares) (5.098324%)	8,032,842 (A shares) 1,000 (H shares) (0.383557%)
3	To consider and approve the proposal on the matters relating to the connected party transactions in respect of the issue of A Shares of the Company.	690,852,436 (A shares) 1,288,728,960 (H shares) (94.510566%)	99,914,603 (A shares) 6,040,400 (H shares) (5.058578%)	9,023,551 (A shares) 1,000 (H shares) (0.430856%)
4	To consider and approve the proposal on the exemption of the controlling shareholder of the Company from making a general offer.	690,386,436 (A shares) 1,288,622,960 (H shares) (94.483257%)	100,452,604 (A shares) 6,039,400 (H shares) (5.084216%)	8,951,550 (A shares) 108,000 (H shares) (0.432527%)
5	To consider and approve the reports on the use of proceeds from previous fund raising exercise of the Company.	12,641,243,336 (A shares) 1,288,822,960 (H shares) (99.184705%)	93,898,103 (A shares) 5,839,400 (H shares) (0.71015%)	14,659,151 (A shares) 108,000 (H shares) (0.105145%)
6	To consider and approve the feasibility study report on use of proceeds from the private placement of A Shares of the Company.	12,640,336,236 (A shares) 1,288,622,960 (H shares) (99.176822%)	100,917,803 (A shares) 6,040,400 (H shares) (0.761563%)	8,546,551 (A shares) 107,000 (H shares) (0.061615%)

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
7	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	690,324,236 (A shares) 1,288,728,960 (H shares) (94.485348%)	103,295,916 (A shares) 6,039,400 (H shares) (5.219963%)	6,170,438 (A shares) 2,000 (H shares) (0.294689%)
2	Issue method	690,247,436 (A shares) 1,288,728,960 (H shares) (94.481681%)	102,800,716 (A shares) 6,040,400 (H shares) (5.196369%)	6,742,438 (A shares) 1,000 (H shares) (0.32195%)
3	Target investors and subscription method	690,247,436 (A shares) 1,288,728,960 (H shares) (94.481681%)	102,500,716 (A shares) 6,040,400 (H shares) (5.182046%)	7,042,438 (A shares) 1,000 (H shares) (0.336273%)
4	Number of Shares to be issued	690,215,136 (A shares) 1,288,728,960 (H shares) (94.480139%)	102,711,616 (A shares) 6,040,400 (H shares) (5.192115%)	6,863,838 (A shares) 1,000 (H shares) (0.327746%)
5	Issue price and pricing principles	690,245,436 (A shares) 1,288,728,960 (H shares) (94.481586%)	103,462,316 (A shares) 5,839,400 (H shares) (5.218359%)	6,082,838 (A shares) 202,000 (H shares) (0.300055%)
6	Adjustment of the number of Shares to be issued and the base issue price	690,245,436 (A shares) 1,288,728,960 (H shares) (94.481585%)	102,766,016 (A shares) 6,039,400 (H shares) (5.194665%)	6,779,138 (A shares) 2,000 (H shares) (0.32375%)

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
7	Lock-up arrangement	690,247,436 (A shares) 1,288,929,960 (H shares) (94.491277%)	102,052,816 (A shares) 5,839,400 (H shares) (5.151066%)	7,490,338 (A shares) 1,000 (H shares) (0.357657%)
8	Use of proceeds	690,247,436 (A shares) 1,288,929,960 (H shares) (94.491277%)	102,052,816 (A shares) 5,839,400 (H shares) (5.151066%)	7,490,338 (A shares) 1,000 (H shares) (0.357657%)
9	Venue of listing	690,247,436 (A shares) 1,288,728,960 (H shares) (94.481682%)	102,052,816 (A shares) 6,039,400 (H shares) (5.160614%)	7,490,338 (A shares) 2,000 (H shares) (0.357704%)
10	Arrangements for accumulated profits prior to the Private Placement	690,232,636 (A shares) 1,288,729,960 (H shares) (94.481022%)	102,085,116 (A shares) 6,039,400 (H shares) (5.162157%)	7,472,838 (A shares) 1,000 (H shares) (0.356821%)
11	Term of effectiveness of the resolution regarding the Private Placement	690,247,436 (A shares) 1,288,729,960 (H shares) (94.481729%)	102,052,816 (A shares) 6,039,400 (H shares) (5.160614%)	7,490,338 (A shares) 1,000 (H shares) (0.357657%)
8	To consider and approve the proposal on private placement of A Shares of the Company.	690,247,436 (A shares) 1,288,728,960 (H shares) (94.481681%)	101,076,712 (A shares) 6,040,400 (H shares) (5.11406%)	8,466,442 (A shares) 1,000 (H shares) (0.404259%)
9	To consider and approve the authorisations to the Board and the relevant authorised persons in connection with the private placement of A Shares.	12,640,815,136 (A shares) 1,288,728,960 (H shares) (99.180987%)	99,647,204 (A shares) 6,040,400 (H shares) (0.752516%)	9,338,250 (A shares) 1,000 (H shares) (0.066497%)

Resolutions		Total number of votes (shares) (%)		
		For	Against	Abstained
10	To consider and approve the issue of short term notes of principal amount not exceeding RMB5 billion with a term of 365 days in the PRC, and to authorise the Board to exercise all powers to handle all matters relating to the issue of the short term notes.	12,641,914,736 (A shares) 1,288,822,960 (H shares) (99.189486%)	98,111,203 (A shares) 5,839,400 (H shares) (0.740148%)	9,774,651 (A shares) 108,000 (H shares) (0.070366%)
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.	12,641,150,136 (A shares) 1,225,469,000 (H shares) (98.732949%)	92,548,403 (A shares) 1,786,000 (H shares) (0.671679%)	16,102,051 (A shares) 67,515,360 (H shares) (0.595372%)
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.	12,641,150,136 (A shares) 1,262,133,360 (H shares) (98.994006%)	92,548,403 (A shares) 1,786,000 (H shares) (0.671679%)	16,102,051 (A shares) 30,851,000 (H shares) (0.334315%)
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.	12,641,150,136 (A shares) 1,262,133,360 (H shares) (98.994006%)	92,548,403 (A shares) 1,786,000 (H shares) (0.671679%)	16,102,051 (A shares) 30,851,000 (H shares) (0.334315%)
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.	12,640,785,024 (A shares) 1,261,333,360 (H shares) (98.986417%)	92,686,303 (A shares) 1,586,000 (H shares) (0.671241%)	16,229,151 (A shares) 31,851,000 (H shares) (0.342342%)
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.	12,640,835,136 (A shares) 1,250,601,260 (H shares) (98.910005%)	92,686,303 (A shares) 12,318,100 (H shares) (0.747654%)	16,229,151 (A shares) 31,851,000 (H shares) (0.342341%)

As more than 50% of the votes were cast in favour of resolutions 1, 2, 3, 4, 5, 6, 14 and 15, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of resolutions 7, 8, 9, 10, 11, 12 and 13, 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 EGM. Shareholders' representatives, Yang Yong and Zhao Wendong, and the supervisor, Zhang Xixue, also counted the votes at the EGM.

LAWYERS' CERTIFICATION

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

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

Beijing, the PRC
13 August 2010