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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  
CHANGE OF DIRECTORSHIP AND SUPERVISOR**

Reference is made to the announcement dated 26 July 2010 and the circular dated 28 July 2010 (the “**Circular**”) by China Railway Group Limited (the “**Company**”) in relation to, among other things, the proposed appointment of director and the proposed appointment of supervisor as well as the poll results announcement dated 12 August 2010 by the Company in relation to the 2010 first extraordinary general meeting of the Company held on the same date (the “**EGM**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The Company is pleased to announce that at the EGM, Mr. Yao Guiqing was appointed an executive Director and Mr. Wang Qiuming was appointed a shareholder representative Supervisor. Furthermore, Mr. Yao Guiqing was elected the Vice Chairman of the Board at the Thirty-fifth Meeting of the First Session of the Board held on the same date, and Mr. Wang Qiuming was elected the Chairman of the Supervisory Committee of the Company at the Thirteenth Meeting of the First Session of the Supervisory Committee of the Company held on the same date.

**BIOGRAPHY OF MR. YAO GUIQING**

YAO Guiqing (姚桂清), age 56, senior economist, is an Executive Director, Vice Chairman of the Board, Deputy Secretary of the Communist Party Committee and Chairman of the Labour Union of the Company. Mr. Yao is also the vice chairman of China Railway Engineering Corporation (“**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. From 25 June 2009, he was a Supervisor and the Chairman of the Supervisory Committee. Mr. Yao has ceased to hold his positions as a Supervisor and the Chairman of the Supervisory Committee upon his appointment as executive Director being approved at the EGM and Mr. Yao has confirmed that there is no disagreement with the Company and the Supervisory Committee.

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 are available in the Company's annual report.

Mr. Yao Guiqing's term of office has commenced upon the approval by the shareholders of his appointment at the EGM and shall expire upon the expiry of the term of the first session of the Board.

## **BIOGRAPHY OF MR. WANG QIUMING**

WANG Qiuming (王秋明), age 57, senior economist, is a shareholder representative Supervisor, Chairman of the Supervisory Committee, 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. From 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 has ceased to hold his position as a non-executive Director upon his appointment as a shareholder representative Supervisor being approved at the EGM and Mr. Wang has confirmed that there is no disagreement with the Company and the Board.

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:

<b>Name</b>	<b>Capacity</b>	<b>Number of A Shares held</b>	<b>Nature of interest</b>	<b>Approximate percentage of issued A Shares</b>	<b>Approximate percentage of total issued shares</b>
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 are available in the Company's annual report.

Mr. Wang Qiuming's term of office has commenced upon the approval by the shareholders of his appointment at the EGM and shall expire upon the expiry of the term of the first session of the Supervisory Committee.

Save as disclosed herein, there are no other matters relating to the change of directorship and supervisor as mentioned in this announcement 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.

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

Beijing, the PRC  
13 August 2010