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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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2012

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting (“AGM”) of China Railway Group Limited (the “**Company**”) will be held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC on 26 June 2013 at 9:30 a.m. to consider and approve the following as appropriate:

By way of ordinary resolutions:

1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2012.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2012.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2012.
4. To consider and approve the work report of independent directors of the Company for the year ended 31 December 2012.
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2012.
6. To consider and approve the resolution in relation to the appointment of the auditors for 2013, re-appointment of Deloitte Touche Tohmatsu as the Company's international auditors and Deloitte Touche Tohmatsu CPA LLP as the Company's domestic auditors for a term ending at the next annual general meeting of the Company, the aggregate remuneration shall be RMB43 million.
7. To consider and approve the resolution in relation to the appointment of internal control auditors for 2013, re-appointment of Deloitte Touche Tohmatsu CPA LLP as the internal control auditors of the Company for 2013, the remuneration shall be RMB2.6 million.
8. To consider and approve the provision of guarantee by various subsidiaries of the Company.

By way of special resolutions:

9. To consider and approve the following as a special resolution:

“THAT:

- (a) the Company be and is hereby authorised, within 36 months from the date of passing of this resolution, to issue and offer corporate bonds (the “**Corporate Bonds**”) of principal amount not exceeding RMB10 billion without a limit to the term of maturity, in single tranche or multiple tranches;
- (b) the Chairman and the President of the Company are hereby authorised to jointly exercise all powers to handle all matters relating to the issue of the Corporate Bonds, including but not limited to:
 - (i) to decide on details relating to the issue and listing of the Corporate Bonds, including but not limited to types and currencies of the bonds, the arrangements as to whether or not to issue in tranches and whether or not to issue multiple types of bonds and their terms, the arrangements in relation to the issue size and maturity of each tranche and each type, the duration and method of repayment of the principal and the interests, underwriting, the matters as to whether any terms for repurchase and redemption will be in place, the pricing approach, the coupon interest rate, the details of use of proceeds, the measures for guaranteeing the repayment, the guarantee, the listing of bonds, the stock exchanges on which the bonds will be listed and the selection of qualified professional advisers for the issue of the Corporate Bonds;
 - (ii) to negotiate on behalf of the Company in relation to all matters regarding the issue and listing of the Corporate Bonds, to execute all relevant agreements and other necessary documents, and to make proper information disclosure;
 - (iii) to carry out all necessary procedures with respect to the approval of the issue and listing of the Corporate Bonds by the relevant regulatory authorities, and to make suitable adjustments to the detailed plan of the Corporate Bonds in accordance with the opinions of the regulatory authorities (if any); and
 - (iv) to take all necessary actions and deal with or make decisions on other matters relating to the issue and listing of the Corporate Bonds.”

10. To consider and approve the following as a special resolution:

“THAT:

- (a) the Company be and is hereby authorised, to launch asset-backed securitisation up to RMB10 billion in tranches in light of the actual underlying assets of the Company, and appropriate credit enhancement measures will be taken based on the structures, including but not limited to guaranteeing measures such as holding of certain subordinated products and liquidity support (**“Asset-backed Securitisation”**).
- (b) the Chairman and the President of the Company are hereby authorised to jointly exercise all powers to handle all matters relating to the launch of the Asset-backed Securitisation, including but not limited to:
 - (i) to decide on details relating to the launch of the Asset-backed Securitisation, including but not limited to detailed plan of the Asset-backed Securitisation, such as selection of the manager, determination of the underlying assets, amount of the proceeds raised, maturity, pricing, detailed credit enhancement measures, and selection of qualified professional agencies;
 - (ii) to negotiate on behalf of the Company in relation to all matters regarding the launch of the Asset-backed Securitisation, to execute all relevant agreements and other necessary documents, and to make proper information disclosure;
 - (iii) to carry out or assist the manager to carry out all necessary procedures with respect to the approval of the launch of the Asset-backed Securitisation by the relevant regulatory authorities, and to make suitable amendments to the detailed plan in accordance with the opinions of the regulatory authorities (if any); and
 - (iv) to take all necessary actions and deal with or make decisions on other matters relating to the launch of the Asset-backed Securitisation.”

By Order of the Board
China Railway Group Limited
Yu Tengqun Tam Chun Chung
Joint Company Secretaries

Beijing, the PRC

10 May 2013

Notes:

1. Closure of register of members and eligibility for attending the AGM

Shareholders who submit their share transfer application forms to the Company's share registrar before close of business on Thursday, 6 June 2013 and become registered as shareholders on the register of members of the Company are entitled to attend the AGM.

Holders of the Company's H shares are advised that the register of members will be closed from Friday, 7 June 2013 to Wednesday, 26 June 2013 (both days inclusive). Holders of H shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Thursday, 6 June 2013 are entitled to attend the AGM.

Holders of H shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m., Thursday, 6 June 2013.

2. Registration procedures for attending the AGM

Shareholders attending the AGM in person or by proxy shall present their identity certification. If the attending shareholder is the authorised legal representative of the Company's shareholder, the Board or other decision making authority, then such attending shareholder shall present a copy of the relevant resolution of the Board or other decision making authority appointing it as its authorised legal or official representative in order to attend the AGM on behalf of such company.

3. Notice of attendance

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip in person, by post or by facsimile to the Company's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Thursday, 6 June, 2013.

The Company's Board of Directors' Office is located at Room 511, Block A, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing 100039, PRC (Contact Persons: Mr. Wan Ming / Ms. Duan Yinhua, Tel: (8610) 5187 8197 / 5187 8069, Fax: (8610) 5187 8417).

The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

4. Proxy

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisations document must be notarised.

To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be delivered to Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for the holding of the AGM.

Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

5. Other business

Shareholders and their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.

As at the date of this announcement, the executive directors of the Company are LI Changjin (Chairman), BAI Zhongren and YAO Guiqing; the non-executive director is HAN Xiuguo; and the independent non-executive directors are HE Gong, GONG Huazhang, WANG Taiwen and SUN Patrick.