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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)

**POLL RESULTS OF
ANNUAL GENERAL MEETING HELD ON 24 JUNE 2016**

The board of directors (the “**Board**” or the “**Board of Directors**”) of China Railway Group Limited (the “**Company**”) is pleased to announce that the annual general meeting for the year 2015 of the Company (the “**AGM**”) was held at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:30 a.m. on Friday, 24 June 2016 with a combination of on-site and online voting.

I. CONVENING AND ATTENDANCE OF THE AGM

As at the date of the AGM, the total number of issued shares of the Company was 22,844,301,543 shares (including 18,636,911,543 A shares and 4,207,390,000 H shares), which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. A total of 45 shareholders and authorised proxies holding an aggregate of 14,047,019,521 shares (including 13,076,166,977 A shares and 970,852,544 H shares), representing 61.49% of the total issued share capital of the Company, were present at the AGM or participated the online voting. The AGM was chaired by Mr. LI Changjin, the Chairman of the Board. The holding of the AGM 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 AGM, all the proposed resolutions set out in the notice of the AGM dated 6 May 2016 were voted on by poll via a combination of on-site and online voting.

II. POLL RESULTS OF THE AGM

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

Resolutions		Total number of votes (shares)		
		(%)		
Ordinary resolutions		For	Against	Abstained
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2015.	13,075,869,669 (A shares) 968,575,044 (H shares) (99.981670%)	22,508 (A shares) 1,000 (H shares) (0.000167%)	274,800 (A shares) 2,276,500 (H shares) (0.018163%)
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015.	13,075,869,669 (A shares) 968,575,044 (H shares) (99.981670%)	22,508 (A shares) 1,000 (H shares) (0.000167%)	274,800 (A shares) 2,276,500 (H shares) (0.018163%)
3	To consider and approve the work report of independent directors of the Company for the year ended 31 December 2015.	13,075,866,669 (A shares) 968,575,044 (H shares) (99.981649%)	22,508 (A shares) 1,000 (H shares) (0.000167%)	277,800 (A shares) 2,276,500 (H shares) (0.018184%)
4	To consider and approve the 2015 A share annual report and the abstract, H share annual report and results announcement for the year of 2015 of the Company.	13,075,869,669 (A shares) 968,575,044 (H shares) (99.981670%)	22,508 (A shares) 1,000 (H shares) (0.000167%)	274,800 (A shares) 2,276,500 (H shares) (0.018163%)
5	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015.	13,075,869,669 (A shares) 968,575,044 (H shares) (99.981670%)	12,508 (A shares) 1,000 (H shares) (0.000096%)	284,800 (A shares) 2,276,500 (H shares) (0.018234%)
6	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015.	13,075,856,969 (A shares) 969,037,044 (H shares) (99.984869%)	41,508 (A shares) 1,000 (H shares) (0.000302%)	268,500 (A shares) 1,814,500 (H shares) (0.014829%)
7	To consider and approve the proposal in relation to the engagement of the auditors for 2016, 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 2016 for a term ending at the next annual general meeting of the Company, the aggregate remuneration shall be RMB43 million.	13,074,659,746 (A shares) 821,996,149 (H shares) (98.929569%)	33,708 (A shares) 92,797,485 (H shares) (0.660861%)	1,473,523 (A shares) 56,058,910 (H shares) (0.409570%)

Resolutions		Total number of votes (shares)		
		(%)		
Ordinary resolutions		For	Against	Abstained
8	To consider and approve the proposal in relation to the appointment of internal control auditors for 2016, re-appointment of Deloitte Touche Tohmatsu CPA LLP as the internal control auditors of the Company for 2016 for a term ending at the next annual general meeting of the Company, the remuneration shall be RMB2.51 million.	13,075,869,669 (A shares) 937,278,044 (H shares) (99.758868%)	28,808 (A shares) 31,179,000 (H shares) (0.222167%)	268,500 (A shares) 2,395,500 (H shares) (0.018965%)
9	To consider and approve the proposal in relation to the provision of total amount of external guarantee by the Company for second half of 2016 and first half of 2017.	13,047,837,773 (A shares) 153,361,913 (H shares) (93.978653%)	27,862,696 (A shares) 737,965,995 (H shares) (5.451894%)	466,508 (A shares) 79,524,636 (H shares) (0.569453%)
10	To consider and approve the Salary (Remuneration) Management Measures of Directors and Supervisors of the Company.	13,075,856,869 (A shares) 969,030,044 (H shares) (99.984818%)	41,508 (A shares) 1,000 (H shares) (0.000303%)	268,600 (A shares) 1,821,500 (H shares) (0.014879%)
11	To consider and approve the proposal on the salary (remuneration) of directors and supervisors of the Company for the year of 2015.	13,075,856,869 (A shares) 969,030,044 (H shares) (99.984818%)	41,508 (A shares) 1,000 (H shares) (0.000303%)	268,600 (A shares) 1,821,500 (H shares) (0.014879%)
12	To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company.	13,075,856,969 (A shares) 968,575,044 (H shares) (99.981580%)	38,508 (A shares) 8,000 (H shares) (0.000331%)	271,500 (A shares) 2,269,500 (H shares) (0.018089%)
Special resolution		For	Against	Abstained
13	To consider and approve the proposal on granting a general mandate to issue new shares to the Board of Directors of the Company.	13,052,850,177 (A shares) 197,915,780 (H shares) (94.331512%)	23,038,300 (A shares) 771,115,264 (H shares) (5.653538%)	278,500 (A shares) 1,821,500 (H shares) (0.014950%)

As more than 50% of the votes were cast in favour of resolutions 1 to 12, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of resolutions 13, such resolution was duly passed as a special resolution.

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 AGM.

III. LAWYERS' CERTIFICATION

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

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

Beijing, the PRC
24 June 2016

As at the date of this announcement, the executive directors of the Company are LI Changjin (Chairman), YAO Guiqing and ZHANG Zongyan; and the independent non-executive directors are GUO Peizhang, WEN Baoman, ZHENG Qingzhi and NGAI Wai Fung.