



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)*

**WARNING**

This announcement (this “**Announcement**”) in relation to the A share offering of China Railway Group Limited (the “**Company**”) is a translation of the official announcement published in Chinese and is being published as required by The Stock Exchange of Hong Kong Limited solely for the purpose of providing information to the public in Hong Kong.

The issue of this Announcement in the People’s Republic of China (“**PRC**”, excluding, for the purpose of this Announcement, Hong Kong, Macau and Taiwan) is pursuant to PRC regulatory requirements in connection with the A share offering of the Company. The A shares are only offered and sold in the PRC to, and can only be purchased by, investors that meet certain eligibility requirements under the PRC laws and regulations.

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This Announcement does not and will not form part of any prospectus registered with the Registrar of Companies in Hong Kong save in so far as any information has already been incorporated into such prospectus. As part of the A share offering process, certain announcements will be published from time to time on the website of the Shanghai Stock Exchange, which may not be published on The Stock Exchange of Hong Kong Limited website.



**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)*

**China Railway Group Limited**  
**Initial Public Offering of A Shares**  
**Announcement on Off-line Offering**

**IMPORTANT NOTICE**

1. The application for an initial public offering of not more than 4,675,000,000 RMB-denominated ordinary shares (A shares) (the “**Offering**”) by China Railway Group Limited (the “**Issuer**” or “**China Railway**”) has been approved by the China Securities Regulatory Commission pursuant to the document *Zheng Jian Fa Xing Zi* [2007] No. 396.
2. The Offering shall adopt a combination of placement of shares, to participants of an off-line price consultation process (the “**Off-line Offering**”) and a public offering of shares through on-line application process (the “**On-line Offering**”).
3. The price range of the Offering is from RMB 4.00 to RMB 4.80 per A share (lower price limit and upper price limit inclusive).
4. The total number of shares of the Offering is not more than 4,675,000,000 shares. Before clawback, the number of shares under the Off-line Offering is not more than 1,636,300,000 shares, representing approximately 35% of the size of the Offering; the remaining approximately 3,038,700,000 shares will be offered under the On-line Offering, representing approximately 65% of the size of the Offering.
5. Only “Prospective Placement Participants” who meet the requirements as set out in the section headed “Definitions” are eligible for subscription to the Off-line Offering. A list of the Price Consultation Participants who made valid bids during the period of the preliminary price consultation is stated in Appendix I. Among the security investment products which are managed by the Price Consultation Participants who participated in the preliminary price consultation process and made valid bids (Prospective Placement Participants), only the Prospective Placement Participants who are registered with the Securities Association of China before 3:00 p.m. on 16 November 2007 are allowed to participate in the Off-line Offering.

6. The Off-line Offering will take place from 9:00 a.m. to 5:00 p.m. on 20 November 2007 (Day T-1) and from 9:00 a.m. to 3:00 p.m. on 21 November 2007 (Day T).
7. Prospective Placement Participant participating in the Off-line Offering must fax: (1) the subscription quotation form (which must be affixed with the official company seal and can be downloaded from the website [www.bocichina.com](http://www.bocichina.com) or [www.ubssecurities.com](http://www.ubssecurities.com)); (2) a power of attorney from the legal representative (not applicable where the subscription quotation form signed/sealed by the legal representative); and (3) a copy of the funds transfer voucher evidencing full payment of subscription monies (please ensure that the names of Price Consultation Participants and Prospective Placement Participants and the words “China Railway A Share Subscription Monies” are included) to (010)66578980 before 3:00 p.m. on 21 November 2007. Investors participating in the Off-line Offering shall pay their subscription monies in full. The subscription monies payable shall be remitted to the bank account designated by the Joint Sponsors (Lead Underwriters) prior to 5:00 p.m. on 21 November 2007.
8. This Announcement relates solely to the Off-line Offering. For detailed requirements relating to the On-line Offering, please refer to the *China Railway Group Limited Initial Public Offering of A Shares: Announcement on Subscription to the On-line Offering* published in *China Securities Journal*, *Shanghai Securities News*, *Securities Times* and *Securities Daily* on 20 November 2007.
9. For general information on the Offering, please read carefully the *China Railway Group Limited Initial Public Offering of A Shares: Announcement of Arrangements for the Offering and Preliminary Price Consultation and Summary of Preliminary Prospectus of China Railway Group Limited for Initial Public Offering of A Shares* published in *China Securities Journal*, *Shanghai Securities News*, *Securities Times* and *Securities Daily* on 7 November 2007. The full text of the preliminary prospectus and relevant documents of the Offering are available for inspection on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)).

## DEFINITIONS

In this Announcement, unless otherwise specified, the following terms shall have the meanings set out below:

Issuer	Refers to	China Railway Group Limited
CSRC	Refers to	China Securities Regulatory Commission
SSE	Refers to	Shanghai Stock Exchange
Registrar	Refers to	Shanghai Branch of China Securities Depository and Clearing Corporation Limited

Joint Sponsors (Lead Underwriters) (not in any particular order)	Refers to	BOC International (China) Limited and UBS Securities Co. Limited
Offering	Refers to	The initial public offering of not more than 4,675,000,000 RMB-denominated ordinary shares (A shares) by China Railway Group Limited
Price Consultation Participant	Refers to	An institutional investor who complies with the conditions in relation to price consultation participant as set out in the <i>Procedures Governing the Offering and Underwriting of Securities (China Securities Regulatory Commission Ling No. 37)</i> and has been registered and filed with the Securities Association of China
Prospective Placement Participant	Refers to	<p>Any proprietary trading account (including proprietary trading accounts of other underwriters except the joint lead underwriters) of an above-mentioned Price Consultation Participant, which has been registered with the Securities Association of China; or any securities investment product managed by it, which is eligible for subscription to the Off-line Offering, except for the following:</p> <ol style="list-style-type: none"> <li data-bbox="683 1167 1481 1292">1. Price Consultation Participants who have actual control vis-à-vis the Issuer or the Joint Sponsors (Lead Underwriters);</li> <li data-bbox="683 1346 1481 1471">2. Securities investment fund management companies which have a controlling shareholding relationship with the Joint Sponsors (Lead Underwriters);</li> <li data-bbox="683 1525 1481 1606">3. Proprietary trading accounts of the Joint Sponsors (Lead Underwriters);</li> <li data-bbox="683 1659 1481 1825">4. Price Consultation Participants who have not participated in the preliminary price consultation or have participated in the preliminary price consultation but have not made a valid bid.</li> </ol>

Valid Subscription	Refers to	A subscription that complies with the subscription terms of this Announcement, including following the prescribed procedures, being within the offering price range (upper and lower price limit inclusive), applying for subscription amounts that meet requirements, and making full and timely payment
Day T / On-line Offering Subscription Day	Refers to	21 November 2007, the day on which investors participating in the On-line Offering subscribe for the shares under this Offering through the SSE trading system, at the upper limit of the price range of the Offering
RMB	Refers to	Renminbi

## **I. Basic Information for the Offering**

### **(i) Share Class**

The shares offered under the Offering are RMB-denominated ordinary shares (A shares) listed in the PRC, with a nominal value of RMB1.00 per share.

### **(ii) Size and Structure of the Offering**

The total number of shares of the Offering is not more than 4,675,000,000 shares. Before clawback, the number of shares under the Off-line Offering is not more than 1,636,300,000 shares, representing approximately 35% of the size of the Offering; the remaining portion, which is approximately 3,038,700,000 shares, representing approximately 65% of the size of the Offering, will be offered under the On-line Offering.

The Off-line Offering will be conducted by the Joint Sponsors (Lead Underwriters) of the Offering. The investors shall subscribe for the shares within the offering price range. The On-line Offering will be conducted through the SSE trading system and investors may make applications and subscription payments at the upper limit of the offering price range.

### **(iii) The Offering Price Range**

The offering price range for the Offering is from RMB 4.00 to RMB 4.80 per A share (lower price limit and upper price limit inclusive).

Implied price to earnings multiple ranges at the offering price range are as follows:

- (a) 16.30 times to 19.55 times (earnings per share is based on the estimated net profit in 2007 reviewed in accordance with the PRC GAAP by an accounting firm and divided by the total number of shares before the Offering).
- (b) 22.25 times to 26.70 times (earnings per share is based on the estimated net profit in 2007 reviewed in accordance with the PRC GAAP by an accounting firm and divided by the total number of shares after the Offering).

**(iv) The Offering Price**

Upon completion of the Off-line Offering and On-line Offering, the Issuer and the Joint Sponsors (Lead Underwriters) will determine through negotiations the offering price within the offering price range based on the level of the off-line application, and taking into consideration the fundamentals and the industry of the Issuer, valuation levels of comparable companies and market conditions. The offering price as finally determined will be published in the *China Railway Group Limited Initial Public Offering of A Shares: Announcement of Pricing, Results of the Off-line Offering and On-line Offering Success Rate* on 23 November 2007 (Day T+2).

**(v) On-line Offering and Off-line Offering Clawback Mechanism**

Upon completion of the On-line Offering and Off-line Offering, the Issuer and the Joint Sponsors (Lead Underwriters) will decide on 22 November 2007 (Day T+1), based on the level of overall applications, whether or not to activate the clawback mechanism to adjust the offering sizes of the Off-line Offering and the On-line Offering, which will be disclosed in the *China Railway Group Limited Initial Public Offering of A Shares: Announcement of Pricing, Results of the Off-line Offering and On-line Offering Success Rate* to be published on 23 November 2007 (Day T+2). The activation of the clawback mechanism will be determined on the basis of the preliminary success rate in the On-line Offering and the preliminary placement ratio in the Off-line Offering.

Preliminary success rate in the On-line Offering = Number of shares offered under the On-line Offering before the clawback mechanism is activated / Number of shares validly subscribed for in the On-line Offering;

Preliminary placement ratio in the Off-line Offering = Number of shares placed under the Off-line Offering before the clawback mechanism is activated / Number of shares validly subscribed for in the Off-line Offering.

The specific arrangements for the clawback mechanism are as follows:

- a. In the event the Off-line Offering is fully subscribed, if the preliminary success rate in the On-line Offering is lower than 1% and is also lower than the preliminary placement ratio in the Off-line Offering, shares representing not more than 5% of the size of the Offering (not more than 233,750,000 shares) will be reallocated to the On-line Offering from the Off-line Offering, provided that the adjustment will not result in the final success rate in the On-line Offering being higher than the final placement ratio in the Off-line Offering.
- b. In the event the On-line Offering is fully subscribed, if the preliminary placement ratio in the Off-line Offering is lower than the preliminary success rate in the On-line Offering, shares will be reallocated to the Off-line Offering from the On-line Offering, until the final placement ratio in the Off-line Offering is not lower than the final success rate in the On-line Offering.
- c. In the event of an under-subscription in the Off-line Offering or the On-line Offering, the Issuer and the Joint Sponsors (Lead Underwriters) may activate a two-way clawback mechanism based on the actual subscription levels to adjust the offering sizes of the Off-line Offering and the On-line Offering.

**(vi) Important Dates of the Offering**

<b>Trading Day</b>	<b>Date</b>	<b>Offering Arrangements</b>
T-10	7 November	<i>Summary of Preliminary Prospectus and Announcement of Arrangements for the Offering and Preliminary Price Consultation</i> are published Commencement day of the preliminary price consultation
T-3	16 November	Closing day of the preliminary price consultation
T-2	19 November	Determination of offering price range <i>Announcement on the Roadshow for the On-line Offering</i> is published
T-1	20 November	<i>Announcement on the Results of the Preliminary Price Consultation and the Offering Price Range, Announcement on Off-line Offering and Announcement on Subscription to the On-line Offering</i> are published Commencement day of the application and payment for subscription in the Off-line Offering Roadshow for the On-line Offering
T	21 November	On-line Offering Subscription Day Closing day of the application and payment for subscription in the Off-line Offering
T+1	22 November	Determination of: the offering price; whether or not to activate On-line Offering and Off-line Offering clawback mechanism; and final offering size of the Online Offering/ Off-line Offering after clawback (if any); and Assignment of the subscription numbers in the On-line Offering
T+2	23 November	<i>Announcement of Pricing, Results of the Off-line Offering and On-line Offering Success Rate</i> is published Refund of subscription funds for the Off-line Offering Balloting for the On-line Offering is held
T+3	26 November	<i>Announcement on Results of Subscription Balloting in the On-line Offering</i> is published Release of On-line Offering subscription funds

Note: “T” refers to the On-line Offering Subscription Day. Each “day” in relation to “T” refers to a trading day. In the event of force majeure or other events affecting the Offering, the Issuer and the Joint Sponsors (Lead Underwriters) shall publish an announcement on a timely basis and revise the timetable of the Offering.

**(vii) Type of Underwriting**

Shares not subscribed for shall be subscribed by the underwriting syndicate.

**(viii) Proposed Listing Location**

Shanghai Stock Exchange.

**II. Procedures for Off-line Subscription and Offering**

**(i) Prospective Placement Participants and Lock-up Period Arrangements**

Only Prospective Placement Participants who meet the requirements as set out in the section headed “Definitions” are eligible for subscription to the Off-line Offering. Prospective Placement Participants can only participate in this off-line subscription process through securities accounts and fund accounts that have been registered with the Securities Association of China. A list of the Price Consultation Participants who made valid bids during the period of this preliminary price consultation is set out in Appendix I. Among the security investment products which are managed by the Price Consultation Participants who participated in the preliminary price consultation process and made valid bids (Prospective Placement Participants), only the Prospective Placement Participants who are registered with the Securities Association of China before 3:00 p.m. on 16 November 2007 are allowed to participate in the Off-line Offering.

The shares allotted to the Prospective Placement Participants in the Off-line Offering will be subject to a lock-up period of three months, which shall commence from the date on which shares in respect of the On-line Offering will be listed and traded on the SSE.

**(ii) Off-line Subscription**

Prospective Placement Participants may subscribe for shares by faxing their subscription quotation forms to the Joint Sponsors (Lead Underwriters) (please see Appendix II for details).

- a. The off-line subscription will take place from 9:00 a.m. to 5:00 p.m. on 20 November 2007 (Day T-1) and from 9:00 a.m. to 3:00 p.m. on 21 November 2007 (Day T). Prospective Placement Participants participating in the Off-line Offering must fax: (1) the subscription quotation form (which must be affixed with the official company seal and can be downloaded from the website [www.bocichina.com](http://www.bocichina.com) or [www.ubssecurities.com](http://www.ubssecurities.com)); (2) a power of attorney from the legal representative (not applicable where the subscription quotation form is signed/sealed by the legal representative); and (3) a copy of the funds transfer voucher evidencing full payment of subscription monies (please ensure that the names of Price Consultation Participants and Prospective Placement Participants and the words “China Railway A Share Subscription Monies” are included) to (010)66578980 before 3:00 p.m. on 21 November 2007. The subscription monies payable shall be remitted to the bank account designated by the Joint Sponsors (Lead Underwriters) prior to 5:00 p.m. on 21 November 2007.

The closing time for the off-line subscription is 3:00 p.m. on 21 November 2007 (Day T) (by reference to the time when the Joint Sponsors (Lead Underwriters) receive the faxed subscription quotation forms from investors).

- b. Each Price Consultation Participant shall participate separately in the off-line book-building price consultation and share placement through its proprietary business or the securities investment products under its management. Prospective Placement Participants can only participate in the off-line subscription process through securities accounts and fund accounts that have been registered with the Securities Association of China.
- c. Full Names of Prospective Placement Participants, Stock A/C Name (Shanghai), Stock A/C No. (Shanghai) and Fund A/C No. (Details of Refunding Bank) must be identical to the information registered with the Securities Association of China, otherwise the subscription will be deemed invalid.
- d. The particulars of the fund account from which the Prospective Placement Participant transfers the subscription monies must be identical to that in the “Details of Refunding Bank” and to the corresponding fund account filed with the Securities Association of China by such Prospective Placement Participant, otherwise the subscription will be deemed invalid.
- e. Each securities account can apply for subscription once only (only one subscription quotation form can be filled in); and the subscription may not be revoked.
- f. Subscription prices shall be listed in descending order. Prospective Placement Participants in respect of the off-line subscription may set the subscription price within the offering price range (upper and lower price limits inclusive) on their own, in increments of RMB0.01.
- g. Up to three sets of subscription prices and the corresponding numbers of shares subscribed for can be submitted on each subscription quotation form. The total numbers of shares subscribed for must be in multiples of 100,000 shares. The maximum number of shares to be subscribed by each securities account is 1,636,300,000 shares. Any subscription in excess of 1,636,300,000 shares will be deemed invalid.
- h. Prospective Placement Participants shall subscribe for shares offered in the Off-line Offering in accordance with the relevant laws, as well as the regulations of CSRC, and assume any corresponding legal liabilities. The subscription quotation form completed by each Prospective Placement Participant, once faxed to the above-mentioned fax number, will be deemed as a formal subscription offer to the Joint Sponsors (Lead Underwriters) and will be legally binding.

**(iii) Payment of Subscription Monies**

a. Calculation of Subscription Monies

Each Prospective Placement Participant involved in the off-line subscription must make full payment of subscription monies. The formula for calculation of the subscription monies is as follows:

Subscription monies payable by a Prospective Placement Participant =  $\sum$  (Each subscription price in the subscription quotation form x Number of shares subscribed for at the respective prices)

For example:

A Prospective Placement Participant makes subscriptions as follows:

Subscription Price (RMB/A share)	Number of Shares Subscribed for (in ten thousands)
P1	M1
P2	M2
P3	M3

Subscription monies (in RMB10,000) payable by such Prospective Placement Participant equals to  $P1 \times M1 + P2 \times M2 + P3 \times M3$ .

b. Payment of Subscription Monies

The subscription monies must be transferred to one of the receiving banks' accounts designated by the Joint Sponsors (Lead Underwriters) below. Each Prospective Placement Participant can only choose one of the following receiving banks' accounts (please indicate the full name of the Prospective Placement Participant and the words "China Railway A Share Subscription Monies" on payment forms). Settlement of subscription monies shall be made via the inter-bank system or the People's Bank of China High Value Payment System (HVPS):

**Receiving Bank (1)**

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Opening Bank	West Railway Station Sub-branch, Beijing Branch, Industrial and Commercial Bank of China
Account Name	BOC International (China) Limited
Account No.	0200066029020705925
PBOC HVPS No.	102100006609
Inter-bank No.	20100229
Contact Person	QIAN Wei
Telephone	010-63972797 / 13621072537
Address of Bank	No.39 Lianhuachi East Road (Xijin Building), Haidian District, Beijing

**Receiving Bank (2)**

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Opening Bank	Yuquan Sub-branch, Beijing Branch, China Construction Bank
Account Name	BOC International (China) Limited
Account No.	11001018000059263137
PBOC HVPS No.	105100006030
Inter-bank No.	50190 (Transfer to Yuquan Sub-branch)
Contact Person	HE Xiaowei
Telephone	010-88202595, 88204219 / 13910209980
Address of Bank	Bailang Mansion, Block B, A36 Fuxing Road, Haidian District, Beijing

**Receiving Bank (3)**

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Opening Bank	Head Office, Bank of China
Account Name	UBS Securities Co. Limited
Account No.	01887108027001
PBOC HVPS No.	104100000045
Inter-bank No.	40004
Contact Person	DING Nan
Telephone	010-66591499 / 13601117423
Address of Bank	1 Fuxingmen Nei Dajie, Beijing

**Receiving Bank (4)**

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Opening Bank	Dongdan Sub-branch, Beijing Branch, Bank of Communication
Account Name	UBS Securities Co. Limited
Account No.	110060194018010021379
PBOC HVPS No.	301100000031
Inter-bank No.	61113
Contact Person	WANG Yanpeng
Telephone	010-65125898 / 13466320951
Address of Bank	No. 8 Jinbao Street, Dongcheng District, Beijing

**c. Payment Time and Requirements for the Account of Subscription Monies**

The subscription monies payable shall be remitted into one of the above banks' accounts designated by the Joint Sponsors (Lead Underwriters) before 5:00 p.m. on 21 November 2007 (Day T). Subscriptions without timely payment of the subscription monies in accordance with the above provisions will be invalid. Investors should note the transit time required for the transfer of such monies. The particulars of the fund account from which the Prospective Placement Participant transfers the subscription monies must be identical to that in the "Details of Refunding Bank" indicated in the subscription quotation form and to the corresponding fund account filed with the Securities Association of China by such Prospective Placement Participant.

**(iv) Calculation of Placed Shares**

Valid Subscriptions that comply with the conditions set out in this Announcement and for which the subscription price is higher than or equal to the final offering price will be allotted shares. The final placement ratio of the off-line placement and the number of shares allotted to the Prospective Placement Participant shall be calculated according to the following formula:

Final off-line placement ratio = Final number of shares offered under the Off-line Offering / Total number of shares subscribed by Valid Subscriptions under the Off-line Offering at or above the offering price

Number of shares allotted to a particular Prospective Placement Participant = Number of shares subscribed under a Valid Subscription, made by that Prospective Placement Participant at or above the offering price x Final off-line placement ratio.

The placement ratio will be rounded to 5 decimal places, such that the minimum placement ratio would be 0.00001 or 0.001%.

Odd-lot shares: The Prospective Placement Participants will be ranked in descending order according to the number of allotted shares. If the total number of odd-lot shares exceed 1,000 shares, 1,000 shares shall be allotted to each Prospective Placement Participant in the order mentioned above and where the remainder is less than 1,000 shares, those shares shall be allotted to the Prospective Placement Participant ranked immediately after the last Prospective Placement Participant obtaining 1,000 shares; if the total number of odd-lot shares is less than or equal to 1,000 shares, the shares shall be allotted to the Prospective Placement Participant with the highest number of allotted shares. (Where the number of allotted shares is the same, the rank will be arranged at random.)

**(v) Announcement of Placement Results and Refund of Surplus Subscription Monies**

1. On 23 November 2007 (Day T+2), the *China Railway Group Limited Initial Public Offering of A Shares: Announcement of Pricing, Results of the Off-line Offering and On-line Offering Success Rate* will be published by the Issuer and the Joint Sponsors (Lead Underwriters) in the *China Securities Journal, Shanghai Securities News, Securities Times* and *Securities Daily*. The contents of the announcement will include the names of successful Prospective Placement Participants; the number of allotted shares; the activation of the clawback mechanism and the subscription monies to be refunded. Publication of the announcement will be deemed to be a notice of successful placement to the Prospective Placement Participants.
2. On 23 November 2007 (Day T+2), the Joint Sponsors (Lead Underwriters) will refund the subscription monies payable to the Prospective Placement Participants. The subscription monies to be refunded = Subscription monies paid by the investors – The subscription amount corresponding to the number of shares allotted to the investors.
3. All interest generated from the subscription monies of the Prospective Placement Participants during the frozen period shall be deposited into the account specified by the China Securities Investor Protection Fund Corporation Limited by the Joint Sponsors (Lead Underwriters) and shall be attributed to the Fund for the Protection of Securities Investors.

**III. Miscellaneous**

- (1) Deloitte Touche Tohmatsu CPA Ltd. will verify the receipt of subscription monies for the Off-line Offering on 22 November 2007 (Day T+1), and will issue capital verification reports.

- (2) Kaiwen Law Firm will witness the Off-line Offering process and will issue an opinion in respect of it.
- (3) For enquiries about the Offering, please call 010-66578990.

#### **IV. Offering Fee**

Prospective Placement Participants will not be charged fees, including commission, transferring fee and stamp duty.

#### **V. The Issuer and Joint Sponsors (Lead Underwriters)**

##### **1. Issuer**

China Railway Group Limited  
Legal representative: SHI Dahua  
Contact person: YU Tengqun  
Tel: 010-5184 5717  
Fax: 010-5184 2057  
Address: No. 1, Xinghuo Road, Fengtai District, Beijing

##### **2. Joint Sponsors (Lead Underwriters) (in no particular order)**

BOC International (China) Limited  
Legal representative: TANG Xinyu  
Contact persons: CHEN Mei, JIANG Yu, WANG Lei, REN Jia, WU Ti  
Address: 39/F, Bank of China Tower, 200 Yincheng Road Central, Pudongxin District, Shanghai

UBS Securities Co. Limited  
Legal representative: LI Yi  
Contact persons: ZHU Junwei, GUO Yuhui, LU Qiang  
Address: 12th and 15th Floor, Winland International Finance Centre, No.7 Finance Street, Xicheng District, Beijing

**Appendix I – Price Consultation Participants that have made valid bids during the preliminary price consultation periods**

Reference No.	Name of price consultation institutes	Reference No.	Name of price consultation institutes
1	Anhui Guoyuan Trust and Investment Co., Ltd	41	GTJA Allianz Funds Co., Ltd
2	Anxin Securities Co., Ltd	42	Guolian Trust & Investment Co., Ltd
3	Baosteel Group Finance Co., Ltd	43	Guosheng Securities Co., Ltd
4	Northern International Trust Investment Co., Ltd	44	Guotai Fund Management Co., Ltd
5	Beijing International Trust and Investment Co., Ltd	45	Guotai Junan Securities Co., Ltd
6	North Industries Group Finance Co., Ltd	46	SDIC Trust Co., Ltd
7	BOSERA Funds Co., Ltd	47	Guosen Securities Co., Ltd
8	Bohai Securities Co., Ltd	48	Guoyuan Securities Co., Ltd
9	Fortune Securities Co., Ltd	49	Fortis Haitong Investment Management Co., Ltd
10	Great Wall Fund Management Company Ltd	50	Haitong Securities Co., Ltd
11	Great Wall Securities Co., Ltd	51	Hangzhou Industrial & Commercial Trust & Investment Co., Ltd
12	Changjiang Securities Co., Ltd		
13	Changsheng Fund Management Co., Ltd	52	Aerospace Science & Industry Finance Co., Ltd
14	Chongqing International Trust & Investment Co., Ltd	53	Union Life Insurance Co., Ltd
15	Dacheng Fund Management Co., Ltd	54	Hongta Securities Co., Ltd
16	Daiwa Securities SMBC Co., Ltd	55	Hongyuan Securities Co., Ltd
17	Dalian Huaxin Trust & Investment Co., Ltd	56	Citigroup Global Markets Limited
18	Tebon Securities Co., Ltd	57	Hua An Fund Management Co., Ltd
19	First Capital Securities Co., Ltd	58	Fortune Trust & Investment Co., Ltd
20	The Dai-ichi Mutual Life Insurance Company	59	Inner Mongolia Trust & Investment Limited Corporation
21	Northeast Securities Co., Ltd	60	Huatai Securities Co., Ltd
22	Orient Securities Company Limited	61	Huatai Asset Management Co., Ltd
23	Donghai Securities Co., Ltd	62	Huaxia Fund Management Co., Ltd
24	China Easter Air Finance Co., Ltd	63	HSBC Jin Trust Fund Management Co., Ltd
25	Dongguan Trust & Investment Co., Ltd	64	Harvest Fund Management Co., Ltd
26	Soochow Securities Co., Ltd	65	CCB Principal Asset Management Co., Ltd
27	Founder Securities Co., Ltd	66	Jiangsu International Trust & Investment Co., Ltd
28	Fullgoal Fund Management Co., Ltd	67	Goldstate Securities Co., Ltd
29	Fortis Bank	68	Jutian Fund Management Co., Ltd
30	Gansu Trust & Investment Co., Ltd	69	Lianhe Securities Co., Ltd
31	ICBC Credit Suisse Asset Management Co., Ltd	70	Union Trust & Investment Ltd
32	Everbright Securities Co., Ltd	71	Merrill Lynch International Incorporated
33	Guangdong Finance Trust and Investment Co., Ltd	72	Minsheng Securities Co., Ltd
34	Guangfa Fuhua Securities Co., Ltd	73	Southern Fund Management Co., Ltd
35	GF Fund Management Co., Ltd	74	Nanjing Securities Co., Ltd
36	Guangfa Securities Co., Ltd	75	Ningbo Golden Harbor Trust & Investment Co., Ltd
37	Guangzhou Securities Co., Ltd		
38	Guodu Securities Co., Ltd	76	Lion Fund Management Co., Ltd
39	Guohai Securities Co., Ltd	77	Penghua Fund Management Co., Ltd
40	Sinolink Securities Co., Ltd	78	China Ping An Trust & Investment Co., Ltd

<b>Reference No.</b>	<b>Name of price consultation institutes</b>	<b>Reference No.</b>	<b>Name of price consultation institutes</b>
79	Pingan Securities Co., Ltd	116	NOMURA SECURITIES
80	Pingan Asset Management Co., Ltd	117	E Fund Management Co., Ltd
81	Rongtong Fund Management Co., Ltd	118	Yimin Fund Management Co., Ltd
82	Shandong International Trust Corporation	119	Galaxy Asset Management Co., Ltd
83	Shanxi Trust Corporation Limited	120	Yingda International Trust & Investment Co., Ltd
84	Shanxi Securities Co., Ltd	121	AIG-Huatai Fund Management Co., Ltd
85	Shanghai Electric Group Finance Company Ltd	122	Yunnan International Trust Co., Ltd
86	Shanghai International Trust & Investment Co., Ltd	123	China Merchants Fund Co., Ltd
87	Shanghai Pudong Developing Group Finance Co., Ltd	124	China Merchants Securities Co., Ltd
88	Shanghai Automotive Group Finance Co., Ltd	125	Zhejiang International Trust & Investment Co., Ltd
89	Shanghai Securities Co., Ltd	126	Zheshang Securities Co., Ltd
90	China International Fund Management Co., Ltd	127	China Credit Trust Co., Ltd
91	SYWG BNP Paribas Asset Management Co., Ltd	128	China State Shipbuilding Finance Co., Ltd
92	Capital Securities Co., Ltd	129	China Shipbuilding Industry Finance Co., Ltd
		130	Chinapower Finance Co., Ltd
93	Stanford University	131	China Foreign Economy and Trade Trust & Investment Co., Ltd
94	The Pacific Securities Co.,Ltd		
95	Pacific Asset Management Co., Ltd	132	China International Capital Corporation Ltd
		133	China Huadian Finance Co., Ltd
96	Taiping Asset Management Co., Ltd	134	China Huaneng Finance Corporation Ltd
97	ABN Amro Teda Fund Management Co., Ltd	135	China Jianyin Investment Securities
98	Kangtai Asset Management Co., Ltd	136	PICC Asset Management Co., Ltd
99	First-Trust Fund Management Co., Ltd	137	China Life Asset Management Co., Ltd
100	Tianhong Asset Management Co., Ltd	138	China YTO Group Finance Co., Ltd
101	Tianjin Trust & Investment Co., Ltd	139	China Galaxy Securities Co., Ltd
102	China Nature Asset Management Co., Ltd	140	Zhonghai Fund Management Co., Ltd
103	Wanxiang Finance Co., Ltd	141	Cnooc Finance Corporation Ltd
104	China Minmetals Finance Co., Ltd	142	Zhonghai Trust Co., Ltd
105	Western Trust & Investment Co., Ltd	143	Zhong He Cai Wu Co., Ltd
106	Western Securities Co., Ltd	144	Zhongtian Securities Co., Ltd
107	Xiamen International Trust Co., Ltd	145	CITIC Fund Management Co., Ltd
108	New China Life Co., Ltd	146	CITIC Wantong Securities Co., Ltd
109	New China Trust Co., Ltd	147	CITIC Trust & Investment Co., Ltd
110	Government of Singapore Investment Corp.	148	CITIC Securities Co., Ltd
111	Xinshidai Securities Co., Ltd	149	China Post & Capital Fund Management Co., Ltd
112	Xintai Securities Co., Ltd	150	China Petroleum Finance Co., Ltd
113	Industrial Fund Management Co., Ltd	151	Zhongyuan Trust & Investment Co., Ltd
114	Industrial Securities Co., Ltd	152	Central China Securities Co., Ltd
115	Sunshine Property and Casualty Insurance Company Limited	153	China Re Asset Management Company Limited

Note: in pinyin order

Appendix II – Initial Public Offering of A Shares of China Railway Group Limited  
Off-line Subscription Quotation Form

<b>Important Notice</b>				
<p>Before completing this Form, please read carefully the <i>Announcement on Off-line Offering</i>, Instructions for Completing this Form and the Notes.                      After duly completed and signed by the legal representative (or his/her authorized representative), affixed with the official seal of the company, and faxed to the subscription fax number, this form will constitute a legally binding offer by the subscriber.                      Subscription Fax: 010-66578980 Enquiry Tel: 010-66578990</p>				
Full Name of Prospective Placement Participant				
Mailing Address			Postal Code	
Stock A/C Name (Shanghai)				
Stock A/C No. (Shanghai)				
Registration No. of the Business License to the above Stock A/C No. (Shanghai)				
Bank Receiving A/C for the Transfer of Subscription Monies		<input type="checkbox"/> Receiving Bank 1	<input type="checkbox"/> Receiving Bank 2	
		<input type="checkbox"/> Receiving Bank 3	<input type="checkbox"/> Receiving Bank 4	
Manager		I/D No. of Manager		
Contact Telephone		Fax		
Mobile		Email		
Details of Refunding Bank (must be the same as the account details filed)	Full Name of Beneficiary's Bank			
	Fund Account No.			
	Full Name of Beneficiary			
	PBOC HVPS No.			
	Inter-bank. No			
Address of Beneficiary's Bank:		Province	City	County
<b>Subscription Information (Please refer to Section 3 of the Instructions for Completing this Form)</b>				
Price (in descending order)	Reference No.	Price (RMB per share)	No. of Subscribed Shares (in 10,000 shares)	Subscription Monies (in RMB10,000) (= Price x No. of shares subscribed)
	1			
	2			
	3			
Accumulated Number of Subscribed Shares (in words):		(in 10,000 shares)	(in figures):	(in 10,000 shares)
Accumulated Subscribed Monies (in words):		(in RMB)	(in figures):	(in RMB)
<p>Note: Accumulated number of subscribed shares shall be an integral multiple of 10,000 shares.                      The maximum number of subscribed shares of each securities account shall be 1,636.3 million shares, subscribed shares in excess of which shall be regarded as invalid subscription.</p>				
<b>The investor hereby undertakes that:</b>				
<p>1. All the information filled in above is true and valid;                      2. The source of subscription monies conforms to the relevant laws and statutes, and the regulations of CSRC;                      3. Shares allotted shall be subject to a lock-up period of three months, commencing from the date on which the shares in respect of the On-line Offering will be listed and traded on the SSE.</p>				
Signature/Seal of Legal (or Authorized) Representative:		Official Seal of the Company:		
				Date: 2007

We hereby confirm that no investment decision has been made upon the research report of investment value provided by any of the Joint Sponsors (Lead Underwriters), and confirm that we are fully aware of, understand and accept entirely the warning, restrictions and agreements made by the Joint Sponsors (Lead Underwriters) relating to the contents in, or use of the research reports and the responsibilities thereto. We confirm and agree that each of the Joint Sponsors (Lead Underwriters) and its connected persons (including but not limited to the affiliates of each of the Joint Sponsors (Lead Underwriters), or any directors, supervisors, senior management, employees and consultants of each of the Joint Sponsors (Lead Underwriters)) shall not be held liable for any risks of and loss from the investment resulting from our reliance or trust on, or use of such research report.

**Initial Public Offering of A Shares of  
China Railway Group Limited**

**Off-line Subscription Quotation Form**

**Instructions for Completing this Form and the Notes**

1. This form can be downloaded from [www.bocichina.com](http://www.bocichina.com) and [www.ubssecurities.com](http://www.ubssecurities.com). For the purpose of clarity, investors are advised to print out this form separately.
2. Prospective Placement Participants shall ensure that the registration number of the business license is the same as the documents filed for opening an account. Any error therefrom shall be at the risk of Prospective Placement Participants.
3. Example of how to complete the subscription price and subscription amount (Note: The prices and amounts in the example are hypothetical and carry no implication):

Assuming the subscription price quotation range in the book-building process is RMB5.00 per share to RMB7.10 per share, an investor who intends to subscribe for different numbers of shares at different price levels, shall complete the form as follows:

Subscription Price (RMB per share)	Subscription Shares (in 10,000 shares)
7.00	1,000
6.00	1,500
5.00	2,000

The aforesaid quotations imply the following:

- (1) If the final offering price is lower than or equal to RMB5.00, the number of shares under Valid Subscriptions shall be 45 million shares;
- (2) If the final offering price is higher than RMB5.00 but lower than or equal to RMB6.00, the number of shares under Valid Subscriptions shall be 25 million shares;
- (3) If the final offering price is higher than RMB6.00 but lower than or equal to RMB7.00, the number of shares under Valid Subscriptions shall be 10 million shares;
- (4) If the final offering price is higher than RMB7.00, the number of shares under Valid Subscriptions shall be 0 shares.

4. Entries on this form cannot be deleted or amended. Subscription quotation forms with entries that are not completed as required, or that are unclear, incomplete, have untrue information or are not timely submitted may be considered invalid. Prospective Placement Participant shall take responsibility for an invalid subscription or other consequences which occur directly or indirectly due to his/her own omission or wrong entry on the form. Prospective Placement Participants shall ensure the accuracy of the stock account number and the corresponding registration number of the business license. Any error shall be at the Prospective Placement Participants' own risk.
5. Documents to be submitted by all subscribing Prospective Placement Participants include:
  - (1) The subscription quotation form (an official company seal shall be affixed);
  - (2) A power of attorney from the legal representative (not applicable where the subscription quotation form is signed/sealed by the legal representative);
  - (3) A copy of the funds transfer voucher evidencing full payment of the subscription monies (please ensure that the full names of Price Consultation Participants and Prospective Placement Participants and the words "China Railway A Share Subscription Monies" are included);

Prospective Placement Participants shall number the aforesaid documents in the above order and fax them to the fax number designated by the Joint Sponsors (Lead Underwriters) at 010-66578980 before 3:00 p.m. on 21 November 2007 (Day T).

6. The Joint Sponsors (Lead Underwriters) would like to remind the Prospective Placement Participants that subscription applications submitted after 3:00 p.m. on 21 November 2007 (Day T) will not be accepted. Thus, Prospective Placement Participants are advised to pay special attention to the time required for fax transmission. All other forms of delivery are invalid. Subscription quotation forms faxed to the above fax number shall be regarded as an official legal binding subscription offer to the Joint Sponsors (Lead Underwriters).
7. Prospective Placement Participants should arrange transfer and payment of subscription monies as early as possible to ensure that the subscription monies can be transferred to the bank account designated by the Joint Sponsors (Lead Underwriters) prior to 5:00 p.m. on 21 November 2007 (Day T). Subscriptions where subscription monies are not received on time or insufficient subscription monies are received shall become invalid.
8. When making payment, the Prospective Placement Participant shall specify its full name in the "Transfer Purpose" section. The Joint Sponsors (Lead Underwriters) hereby remind Prospective Placement Participants that the full name of the Prospective Placement Participant in the "Transfer Purpose" section is an important mean by which the Joint Sponsors (Lead Underwriters) can confirm the vesting of the subscription monies; therefore, it shall be complete and accurate.

9. The telephone number for enquiries for the Offering is 010-66578990.

**Issuer:** China Railway Group Limited

**Joint Sponsors (Lead Underwriters):** BOC International (China) Limited  
**(in no particular order)** UBS Securities Co. Limited

20 November 2007