THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Railway Group Limited, you should at once hand this circular and the accompanying supplemental form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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)

MATTERS REGARDING REAL ESTATE BUSINESS
PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION REGARDING THE ISSUE OF CORPORATE BONDS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2014

A supplemental notice of AGM, which will be held as originally scheduled at 9:30 a.m. on Monday, 18 May 2015 at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, is set out on pages 9 to 10 of this circular.

If you intend to appoint a proxy to attend the AGM and vote on the resolutions set out in the supplemental notice of AGM, you are required to complete and return the accompanying supplemental proxy form in accordance with the instructions printed thereon. For holders of H Shares, the supplemental proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meetings thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meetings should you so wish, but in such event the instruments appointing a proxy shall be deemed to be revoked.

4 May 2015

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In this circular, unless context otherwise requires, the following expressions have the following meanings:

"A Shares"	ordinary shares of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
"AGM"	the annual general meeting for the year 2014 of the Company to be held on 18 May 2015
"Articles"	the articles of association of the Company from time to time
"Board"	the board of directors of the Company
"Company"	中國中鐵股份有限公司 (China Railway Group Limited), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 390) and the Shanghai Stock Exchange (stock code: 601390), respectively
"CRECG"	中國鐵路工程總公司 (China Railway Engineering Corporation), a state-owned enterprise incorporated in the PRC and the controlling shareholder of the Company
"CSRC"	China Securities Regulatory Commission
"Directors"	the directors of the Company
"H Shares"	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC

"Shareholders"	holders of A Shares and/or H Shares
"Shares"	A Shares and/or H Shares
"Supervisors"	the supervisors of the Company

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)

Executive Directors:
Mr. LI Changjin *(Chairman)*
Mr. YAO Guiqing
Mr. DAI Hegen

Independent non-executive Directors:
Mr. GUO Peizhang
Mr. WEN Baoman
Mr. ZHENG Qingzhi
Mr. NGAI Wai Fung

Registered Office:
918, Block 1, No. 128
South 4th Ring Road West
Fengtai District,
Beijing 100070
PRC

Principal Place of Business in Hong Kong:
Unit 1201–1203
12th Floor, APEC Plaza
49 Hoi Yuen Road, Kwun Tong
Kowloon, Hong Kong

4 May 2015

To the Shareholders

Dear Sir or Madam,

MATTERS REGARDING REAL ESTATE BUSINESS PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION REGARDING THE ISSUE OF CORPORATE BONDS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2014

1. INTRODUCTION

Reference is made to the notice of AGM dated 20 April 2015 which sets out the venue of the AGM and contains the resolutions to be tabled before the AGM for Shareholders' approval.

The purpose of this circular is to provide you with the information regarding the proposals submitted by CRECG to the Company in compliance with the laws and the Articles: (i) the "Proposal on the Special Self-Inspection Report of the Real Estate Business of China Railway Group Limited", (ii) the "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Directors, Supervisors and

Senior Management of China Railway Group Limited", (iii) the "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Controlling Shareholder of China Railway Group Limited", and (iv) the "Proposal on the Extension of the Validity Period of the Resolution of the Annual General Meeting for the Year 2011 Regarding the Issue of Corporate Bonds with a Principal Amount Not Exceeding RMB10 Billion by China Railway Group Limited", which will be considered at the AGM and to set out the supplemental notice of AGM.

2. SPECIAL SELF-INSPECTION REPORT OF REAL ESTATE BUSINESS

In accordance with the "Circular of the State Council on Promoting Economical and Intensive Land Use", the "Circular of the General Office of the State Council on Promoting the Stable and Sound Development of the Real Estate Market", the "Circular of the State Council on Resolutely Containing the Surge in Housing Prices in Certain Cities", the "Circular of the General Office of the State Council on Relevant Issues Concerning Further Improving Regulation and Control of the Real Estate Market", the "Circular of the General Office of the State Council on Further Improving Regulation and Control of the Real Estate Market", the "Circular on Further Strengthening Regulation of the Real Estate Market and Improving the Commercial Residential Houses Presale System" and other relevant regulations, a self-inspection has been made with respect to the real estate business of the Company and its subsidiaries engaged in real estate business between 1 January 2012 and 31 December 2014, and a special self-inspection report has been issued accordingly.

The self-inspection finds that there is no delay in developing acquired land, land speculation, hoarding properties, driving up property prices by price rigging or other material illegal activities relating to any proposed projects, projects in progress or completed projects of the Company and its subsidiaries engaged in real estate business during the reporting period, and that neither Company nor its subsidiaries engaged in real estate business were sanctioned or being investigated (with case being filed formally) by administrative authorities for violation of relevant laws and provisions during the reporting period, such as delay in developing acquired land, land speculation, hoarding properties and driving up property prices by price rigging.

The "Proposal on the Special Self-Inspection Report of the Real Estate Business of China Railway Group Limited" will be presented at the AGM as an ordinary resolution for Shareholders' approval.

3. LETTER OF UNDERTAKING ON REAL ESTATE BUSINESS BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Pursuant to relevant provisions of the CSRC on the adjustment of regulatory policies on the refinancing, acquisition and restructuring activities of listed companies in relation to real estate-related businesses, the Directors, Supervisors and senior management of the Company issued a letter of undertaking in respect of the real estate business activities carried out by the Company and the subsidiaries engaged in the real estate business in the period from 1 January 2012 to 31 December 2014. The Directors, Supervisors and senior management of the Company undertake that if, other than those already disclosed, the Company or any subsidiaries engaged in the real estate business

was sanctioned by administrative authorities or being investigated (with case being filed formally) for violation of relevant laws and regulations during the reporting period, such as delay in developing acquired land, land speculation, hoarding properties or driving up property prices by price rigging, which causes losses to the Company and the investors as a result thereof, they shall be held liable for such losses pursuant to relevant laws, administrative rules and regulations and the requirements of the securities regulatory authorities.

The "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Directors, Supervisors and Senior Management of China Railway Group Limited" will be presented at the AGM as an ordinary resolution for Shareholders' approval.

4. LETTER OF UNDERTAKING ON REAL ESTATE BUSINESS BY CONTROLLING SHAREHOLDER

Pursuant to relevant provisions of the CSRC on the adjustment of regulatory policies on the refinancing, acquisition and restructuring activities of listed companies in relation to real estate-related businesses, CRECG, the controlling shareholder of the Company, issued a letter of undertaking in respect of the real estate business activities carried out by the Company and the subsidiaries engaged in the real estate business in the period from 1 January 2012 to 31 December 2014. CRECG undertakes that if, other than those already disclosed, the Company or any subsidiaries engaged in the real estate business was sanctioned by administrative authorities or being investigated (with case being filed formally) for violation of relevant laws and regulations during the reporting period, such as delay in developing acquired land, land speculation, hoarding properties or driving up property prices by price rigging, which causes losses to the Company and the investors as a result thereof, CRECG shall be held liable for such losses pursuant to relevant laws, administrative rules and regulations and the requirements of the securities regulatory authorities.

The "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Controlling Shareholder of China Railway Group Limited" will be presented at the AGM as an ordinary resolution for Shareholders' approval. CRECG, being the controlling shareholder of the Company, is considered to have a material interest in the above proposal. CRECG and its close associates shall therefore abstain from voting on such proposal at the AGM.

5. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION REGARDING THE ISSUE OF CORPORATE BONDS

The "Proposal on the Issue of Corporate Bonds with a Principal Amount Not Exceeding RMB10 Billion by China Railway Group Limited" was considered and approved on the 2011 annual general meeting held on 26 June 2012, on which the Company was approved to issue corporate bonds in Mainland China with a principal amount not exceeding RMB10 billion, subject to approval of the relevant regulatory authorities. The validity period of the resolution was 36 months from the date on which the resolution was passed at the relevant Shareholders' general meeting. The Company

intends to issue corporate bonds to supplement the Company's working capital, repay loans, improve its debt structure and to construct projects that are in line with the State's industrial policies.

Details of the issue plan of corporate bonds

(a) Size of the Issue

The Company proposes an offering of corporate bonds with a principal amount not exceeding RMB10 billion in single or multiple tranches in Mainland China.

(b) Maturity

The corporate bonds will have a term of maturity not exceeding 15 years. They can be of one single type or a combination of different types.

(c) Use of Proceeds

The proceeds raised from the corporate bonds will be used to supplement the Company's working capital, repay loans, improve its debt structure and to construct projects that are in line with the State's industrial policies.

(d) Arrangement as to Whether or Not to Place Bonds to Shareholders

There will not be any preferential placement of the corporate bonds to Shareholders.

(e) Underwriting

An underwriting syndicate organised by the lead underwriter will underwrite the corporate bonds.

(f) Listing Venue

Application for listing and trading of the corporate bonds shall be filed with the Shanghai Stock Exchange as soon as possible following the completion of the issue of the corporate bonds. Subject to approval of regulatory authorities, the corporate bonds may also be listed and traded on such other stock exchanges as permissible by applicable laws.

(g) Measures for Guaranteeing the Repayment of the Corporate Bonds

The Company undertakes that in circumstances where any failure to pay any amounts of principal or interest of the corporate bonds as scheduled or when any of such amounts fall due is expected to take place, it will take measures accordingly to guarantee the repayment as required by relevant laws and regulations, including but not limited to: (i) not to declare any profit distribution to Shareholders; (ii) to

postpone the implementation of capital expenditure projects such as material investment, merger or acquisition; (iii) to reduce or discontinue the payment of salaries and bonuses of Directors and members of senior management; and (iv) not to approve any transfer or secondment of the staff primarily responsible for the issue.

(h) Validity Period of the Resolution

The resolution passed at the Shareholders' general meeting in respect of the issue of the corporate bonds will expire 36 months from the date of passing of such resolution.

In addition, it is also proposed by the Board that the Shareholders' general meeting will, subject to its approval of the issue of the corporate bonds, authorise the Chairman and the President of the Company to jointly exercise all powers to handle all matters relating to the issue and listing of the corporate bonds, including but not limited to:

(a) to decide on specific matters relating to the issue and listing of the corporate bonds, including but not limited to 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 term and method of repayment of the principal and the interests, 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;

(b) 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 disclosure of all relevant information;

(c) to carry out all necessary relevant 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 specific issue of the corporate bonds in accordance with the directions from the regulatory authorities (if any); and

(d) to take all necessary actions and deal with or make decisions on other matters relating to the issue and listing of the corporate bonds.

For details of the proposed issue of corporate bonds, please refer to the circular of the Company dated 11 May 2012.

Proposed extension of the validity period of the resolution regarding the issue of corporate bonds

As the validity period of the above resolution passed at the Shareholders' general meeting will expire on 26 June 2015, to facilitate the reporting and issue of the corporate bonds, it is proposed to extend the validity period of the above resolution passed at the Shareholders' general meeting by 12 months from 26 June 2015 to 26 June 2016. Other aspects of the issue plan and the authorization to the Chairman and President to exercise full power to handle all matters relating to the issue and listing of the corporate bonds will remain unchanged.

The "Proposal on the Extension of the Validity Period of the Resolution of the Annual General Meeting for the Year 2011 Regarding the Issue of Corporate Bonds with a Principal Amount Not Exceeding RMB10 Billion by China Railway Group Limited" will be presented at the AGM as a special resolution for Shareholders' approval.

6. THE AGM

A supplemental notice of AGM, which will be held as originally scheduled at 9:30 a.m. on Monday, 18 May 2015, at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, is set out on pages 9 to 10 of this circular.

Please refer to the notice of AGM dated 20 April 2015 for details of other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.

If you intend to appoint a proxy to attend the AGM and vote on the resolutions set out in the supplemental notice of AGM, you are required to complete and return the accompanying supplemental proxy form in accordance with the instructions printed thereon. For holders of H Shares, the supplemental proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meetings thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meetings should you so wish, but in such event the instruments appointing a proxy shall be deemed to be revoked.

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

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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2014

Reference is made to the notice of annual general meeting for the year 2014 dated 20 April 2015 (the "**Notice**") which sets out the venue of the annual general meeting for the year 2014 (the "**AGM**") of China Railway Group Limited (the "**Company**") and contains resolutions to be tabled before the AGM for shareholders' approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled at 9:30 a.m. on Monday, 18 May 2015 at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, will consider and, if thought fit, pass the following supplemental resolutions in addition to the resolutions set out in the Notice:

By way of ordinary resolutions:

10. To consider and approve the "Proposal on the Special Self-Inspection Report of the Real Estate Business of China Railway Group Limited".

11. To consider and approve the "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Directors, Supervisors and Senior Management of China Railway Group Limited".

12. To consider and approve the "Proposal on the Letter of Undertaking on the Real Estate Business of China Railway Group Limited by the Controlling Shareholder of China Railway Group Limited".

By way of special resolution:

13. To consider and approve the "Proposal on the Extension of the Validity Period of the Resolution of the Annual General Meeting for the Year 2011 Regarding the Issue of Corporate Bonds with a Principal Amount Not Exceeding RMB10 Billion by China Railway Group Limited", details of which are as follows:

"The 'Proposal on the Issue of Corporate Bonds with a Principal Amount Not Exceeding RMB10 Billion by China Railway Group Limited' was considered and approved as a special resolution on the 2011 annual general meeting held on 26 June 2012, on which the Company was approved to issue corporate

bonds in Mainland China with a principal amount not exceeding RMB10 billion, subject to approval of the relevant regulatory authorities. The validity period of the resolution was 36 months from the date on which the resolution was passed at the relevant shareholders' general meeting. As the validity period of the above resolution passed at the shareholders' general meeting will expire on 26 June 2015, to facilitate the reporting and issue of the corporate bonds, it is proposed to extend the validity period of the above resolution passed at the shareholders' general meeting by 12 months from 26 June 2015 to 26 June 2016. Other aspects of the issue plan and the authorisation to the Chairman and President to exercise full power to handle all matters relating to the issue and listing of the corporate bonds will remain unchanged."

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

Beijing, the PRC
4 May 2015

Notes:

1. Details of the above resolutions are set out in the shareholders' circular ("**Circular**") of the Company dated 4 May 2015. Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular.

2. A supplemental proxy form in respect of the resolutions numbered 10 to 13 above is enclosed with the Circular.

3. Please refer to the notice of AGM dated 20 April 2015 for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.