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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)**

## **RESIGNATION OF DIRECTOR AND RE-DESIGNATION OF DIRECTOR**

### **RESIGNATION OF DIRECTOR**

The board of directors (the “**Board**”) of China Railway Group Limited (the “**Company**”) received the resignation from Mr. Shi Dahua, an executive director and Chairman of the Board. As Mr. Shi will, at the designation of the State Council, take up the position of Chairman of the Supervisory Board under the State Council for Key Large-scale State-owned Enterprises, Mr. Shi resigned from the positions as an executive director and Chairman of the Board and Chairman of the strategy committee and the nomination committee of the Board. The resignation of Mr. Shi has become effective on 18 June 2010. Mr. Shi has confirmed that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr. Shi performed his duties diligently and conscientiously since he joined the Company in 2007 and has made outstanding contributions in leading the Company in its listing, and in areas including corporate governance, operation of the Board, development strategy, risk control and business development of the Company since the Company’s listing. The Company would like to express its sincere gratitude to Mr. Shi for his outstanding contributions to the Company during his tenure of service.

### **RE-DESIGNATION OF DIRECTOR**

At the meeting of the Board held on 18 June 2010, Mr. Li Changjin was elected as the Chairman of the Board, and his term of office commenced from 18 June 2010 and shall expire upon the expiry of the term of the first session of the Board of the Company.

Li Changjin, 51, professor level senior engineer, is the Chairman of the Board, executive director, President and deputy secretary to the Communist Party Committee of the Company. Mr. Li is also chairman, general manager and secretary to the Communist Party Committee of China Railway Engineering Corporation (“CRECG”). From July 2002 to September 2006, he was deputy general manager of CRECG. From September 2006 to September 2007, he was director, general manager and deputy secretary to the Communist Party Committee of CRECG. From September 2007 to June 2010, he was a director and secretary to the Communist Party Committee of CRECG and an executive director, President and deputy secretary to the Communist Party Committee of the Company. Mr. Li has been the chairman, general manager and secretary to the Communist Party Committee of CRECG and the Chairman of the Board, executive director, President and deputy secretary to the Communist Party Committee of the Company since June 2010.

For the financial year ended 31 December 2009, Mr. Li received an annual remuneration, including contributions to retirement benefit scheme, of RMB285,000, plus a discretionary bonus of RMB314,000 as determined by the Board with reference to his performance. No director’s fee was paid to Mr. Li in the financial year ended 31 December 2009. The remuneration of Mr. Li has been determined with reference to the prevailing market conditions and in accordance with applicable regulations.

Mr. Li 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. Li has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has the following interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong):

Name	Capacity	Number of A Shares held	Nature of interest	Approximate Percentage of Issued A Shares	Approximate Percentage of Total Issued Shares
Li Changjin	Beneficial owner	105,700	Long position	0.0006%	0.0005%

Save as disclosed herein, there are no other matters relating to the re-designation of Mr. Li that need to be brought to the attention of the shareholders of the Company nor is there any information which needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**The Board of Directors of  
China Railway Group Limited**

19 June 2010

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