



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)

**Form of Proxy for the Annual General Meeting
to be held on 24 June 2016**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____^(Note 2) H shares of RMB1.00 each in the capital of China Railway Group Limited (the "Company"), hereby appoint **the Chairman of the meeting** or^(Note 3) _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, PRC, at 9:30 a.m. on Friday, 24 June 2016 or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution set out in the notice convening the Meeting, and voting on behalf of me/us under my/our name as indicated below^(Note 4) in respect of the resolution to be proposed at the Meeting and any of its adjournment.

Ordinary resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2015.			
2	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2015.			
3	To consider and approve the work report of independent directors of the Company, for the year ended 31 December 2015.			
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.			
5	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015.			
6	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015.			
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.			
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.			
9	To consider and approve the proposal in relation to the total amount of external guarantee by the Company for the second half of 2016 and the first half of 2017.			
10	To consider and approve the Salary (Remuneration) Management Measures of Directors and Supervisors of the Company.			
11	To consider and approve the proposal on the salary (remuneration) of directors and supervisors of the Company for the year of 2015.			
12	To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company.			
Special resolution		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
13	To consider and approve the proposal in relation to the granting a general mandate to issue new shares to the Board of Directors of the Company.			

Shareholder's Signature^(Note 5) _____

Dated _____ 2016

Notes:

1. Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
2. Please insert the number of H shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all H shares registered in your name(s).
3. If a proxy other than the Chairman of the meeting is preferred, cross out the words "**the Chairman of the meeting or**" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Company who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. **Any changes to this proxy form should be initialled by the person who signs it.**
4. **IMPORTANT: IF YOU WISH TO VOTE "FOR" A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN YOUR VOTE ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the Meeting other than those referred to in the notice of the Meeting. You should give your opinion as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having waived your voting rights, and the corresponding vote will be counted as "Abstained."
5. This form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of director(s) or attorney(s) duly authorised. If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
6. In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company in person or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the Meeting if he/she so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.