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 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)

(1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
(2) PROPOSED PROVISION OF GUARANTEE
(3) THE SALARY (REMUNERATION, WORK SUBSIDY) OF DIRECTORS AND SUPERVISORS FOR THE YEAR 2018
(4) PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
AND
NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

A notice convening the AGM to be held at 9:30 a.m. on Tuesday, 25 June 2019 at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, the PRC, is set out on pages 7 to 9 of this circular.

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

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board of Directors' Office on or before Tuesday, 4 June 2019.

10 May 2019

TABLE OF CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall 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 2018 of the Company to be held on Tuesday, 25 June 2019
"Articles of Association"	the "Articles of Association of China Railway Group Limited" and its amendments 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
"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 Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	7 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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 supervisor of the Company
"USD"	United States dollars, the lawful currency of the United States

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. ZHANG Zongyan
Mr. ZHOU Mengbo
Mr. ZHANG Xian

Independent non-executive Directors:
Mr. GUO Peizhang
Mr. WEN Baoman
Mr. ZHENG Qingzhi
Mr. CHUNG Shui Ming Timpson

Non-executive Director:
Mr. MA Zonglin

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

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

10 May 2019

To the Shareholders

Dear Sir or Madam,

(1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
(2) PROPOSED PROVISION OF GUARANTEE
(3) THE SALARY (REMUNERATION, WORK SUBSIDY) OF DIRECTORS AND SUPERVISORS FOR THE YEAR 2018
(4) PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
AND
NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

1 INTRODUCTION

At the AGM, among other things, ordinary resolutions will be proposed to approve (1) the profit distribution plan for the year 2018; (2) proposed provision of guarantee; (3) the salary (remuneration, work subsidy) of Directors and Supervisors for the year 2018; and (4) proposed purchase of liabilities insurance for Directors, Supervisors and senior management. The notice of the AGM is set out on pages 7 to 9 of this circular. The purpose of this circular is to provide you with information regarding certain proposals to be considered at the AGM and to set out the notice of the AGM.

2 PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

The retained profits of the parent company at the beginning of 2018 was RMB43,122,955,851.53 based on the audited financial report of the Company for 2018. After taking into account the added retained profits of RMB66,635,077.17 due to the changes in accounting policies, adding the net profit realised by the parent company of RMB11,119,494,701.75 during the year and deducting the cash dividends and interest payments on perpetual notes paid in 2018 amounting to RMB3,290,211,629.91, and with 10% of the net profit of the parent company, i.e. RMB1,111,949,470.18, being appropriated to its statutory surplus reserve, the distributable profit of the parent company to shareholders amounted to RMB49,906,924,530.36 for the current year. A cash dividend of RMB1.28 per 10 shares (tax inclusive) is proposed to be distributed, based on the Company's total share capital of 22,844,301,543 Shares as at 31 December 2018, the total amount of such dividend is RMB2,924,070,597.50, representing 17% of net profit attributable to the listed company's shareholders for the current year under the consolidated financial statements of the Company. Upon the distribution, the remaining retained profit of the parent company amounting to RMB46,982,853,932.86 will be carried forward to the next year.

The proposal has been considered and approved at the twentieth meeting of the fourth session of the Board held on 29 March 2019 and will be proposed at the AGM for the Shareholders to approve by way of ordinary resolution. If approved, the Company will further announce the arrangement for the distribution of the final dividend, including the record date for distribution of the dividend, the closure of the register of members and other relevant matters.

3 PROPOSED PROVISION OF GUARANTEE

Pursuant to the relevant provisions of the Articles of Association, any external guarantee proposed to be provided by the Company and its controlled subsidiaries after the total amount of guarantee reaching or exceeding 50% of the latest audited net assets value; or proposed to be provided to any secured party with liabilities-to-assets ratio exceeding 70% shall be put forward to the Shareholders' general meeting for consideration and approval.

The proposal on the total amount of the provision of external guarantee by the Company for the second half of 2019 to the first half of 2020 has been considered and approved at the twenty-first meeting of the fourth session of the Board held on 29 April 2019, according to which, the Company and some of its subsidiaries intend to provide guarantee for a total amount of RMB129,208.6287 million, among which, the guarantee provided for wholly owned subsidiaries amounts to RMB82,010.00 million, the guarantee provided for non-wholly owned subsidiaries amounts to RMB36,839.00 million, and the guarantee provided for external entities and investment companies amounts to RMB10,359.6287 million. For reasons that the total amount of such guarantee to be provided exceeds 50% of the audited net assets value of the Company for the year 2018, and certain guarantee are provided to entities with liabilities-to-assets ratio exceeding 70%, an ordinary resolution will be proposed at the AGM to consider and approve the proposal. To the best knowledge and belief of the Company, none of such guarantee is provided to a connected person of the Company.

4 THE SALARY (REMUNERATION, WORK SUBSIDY) OF DIRECTORS AND SUPERVISORS FOR THE YEAR 2018

The salary (remuneration, work subsidy) of Directors and Supervisors for the year 2018 is contained in Note 17 to the Consolidated Financial Statements in the 2018 Annual Report of the Company. The salary (remuneration, work subsidy) of Directors and Supervisors for the year 2018 has been considered and approved at the twentieth meeting of the fourth session of the Board held on 29 March 2019. The independent Directors of the Company have issued their independent opinions of consent and it will be proposed at the AGM for the Shareholders to approve by way of ordinary resolution.

5 PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Pursuant to A.1.8 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Hong Kong Listing Rules and to protect the rights and interests of Directors, Supervisors and senior management and satisfy the regulatory requirements for listed companies, the Board proposed to purchase the liabilities insurance for Directors, Supervisors and senior management for the year 2019 with a coverage of USD14 million and the insurance premium of RMB100,000 with an aggregate insurance period of 12 months from Huatai Property and Casualty Insurance Company Limited.

The proposal has been considered and approved at the twentieth meeting of the fourth session of the Board held on 29 March 2019 and will be proposed at the AGM for the Shareholders to approve by way of ordinary resolution. Meanwhile, the Board will further propose at the AGM to authorise the Board to renew and update the insurance contract with Huatai Property and Casualty Insurance Company Limited on or prior to the expiry of the insurance contract.

6 THE AGM

A notice convening the AGM to be held at 9:30 a.m. on Tuesday, 25 June 2019 at the Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, The PRC, is set out on pages 7 to 9 of this circular.

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

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board of Directors' Office on or before Tuesday, 4 June 2019.

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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting ("**AGM**") of China Railway Group Limited (the "**Company**") will be held at Conference Room, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing, the PRC on Tuesday, 25 June 2019 at 9:30 a.m. to consider and approve the following as appropriate:

By way of ordinary resolutions:

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2018.

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.

3. To consider and approve the work report of independent directors of the Company for the year ended 31 December 2018.

4. To consider and approve the 2018 A share annual report and the abstract, H share annual report and results announcement for the year of 2018 of the Company.

5. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2018.

6. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2018.

7. To consider and approve the proposal in relation to the engagement of the auditors for 2019, re-appointment of PricewaterhouseCoopers as the Company's international auditors and PricewaterhouseCoopers Zhong Tian LLP as the Company's domestic auditors for 2019 for a term ending at the next annual general meeting of the Company, the aggregate remuneration shall be RMB33.30 million.

8. To consider and approve the proposal in relation to the appointment of internal control auditors for 2019, re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the internal control auditors of the Company for 2019 for a term ending at the next annual general meeting of the Company, the remuneration shall not exceed RMB1.80 million.

9. To consider and approve the proposal in relation to the total amount of the provision of external guarantee by the Company for the second half of 2019 to the first half of 2020.

10. To consider and approve the proposal on the salary (remuneration, work subsidy) of directors and supervisors of the Company for the year of 2018.

11. To consider and approve the proposal on the purchase of liabilities insurance for directors, supervisors and senior management of the Company for the year of 2019.

By Order of the Board
China Railway Group Limited
He Wen Tam Chun Chung
Joint Company Secretaries

Beijing, the PRC

10 May 2019

Notes:

1. **Closure of register of members and eligibility for attending the AGM**

   Shareholders who submit their share transfer application forms to the Company's share registrar before close of business on Tuesday, 4 June 2019 and become registered as shareholders on the register of members of the Company are entitled to attend the AGM.

   Holders of the Company's H shares are advised that the register of members will be closed from Wednesday, 5 June 2019 to Tuesday, 25 June 2019 (both days inclusive). Holders of H shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Tuesday, 4 June 2019 are entitled to attend the AGM.

   Holders of H shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m., Tuesday, 4 June 2019.

2. **Registration procedures for attending the AGM**

   Shareholders attending the AGM in person or by proxy shall present their identity certification. If the attending shareholder is the authorised legal representative of the Company's shareholder, the Board or other decision making authority, then such attending shareholder shall present a copy of the relevant resolution of the Board or other decision making authority appointing it as its authorised legal or official representative in order to attend the AGM on behalf of such company.

3. Notice of attendance

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip in person, by post or by facsimile to the Company's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 4 June 2019.

The Company's Board of Directors' Office is located at Room 511, Block A, China Railway Square, No. 69 Fuxing Road, Haidian District, Beijing 100039, the PRC (Contact Persons: Ms. DUAN Yinhua/Mr. LI Qiang, Tel: (8610) 5187 8069/5187 8061, Fax: (8610) 5187 8417).

The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

4. Proxy

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form (and if such proxy form is executed by a person under a power of attorney or other authorisation documents, then together with such power of attorney or authorisation documents, or a copy thereof certified by a notary) must be delivered to Computershare Hong Kong Investor Services Limited (for holders of H shares) not less than 24 hours before the designated time for the holding of the AGM.

Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the AGM if he so wishes, but in such event the proxy form shall be deemed to be revoked.

5. Other business

Shareholders and their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.