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**中国铁建**

**中國鐵建股份有限公司**

**China Railway Construction Corporation Limited**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1186)

## **CHANGE OF AUDITORS**

This announcement is made by the Company pursuant to Rule 13.51(4) of the Listing Rules in relation to the proposed change of auditors of the Company.

The Board hereby announces that it has resolved to propose to appoint Ernst & Young Hua Ming as the sole external auditors of the Company for the year 2011 and not to further appoint Ernst & Young as its overseas auditors. According to the Articles of Association, the proposed change of auditors is subject to the approval of the shareholders at a general meeting of the Company.

This announcement is made by China Railway Construction Corporation Limited (the "**Company**") pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in relation to the proposed change of auditors of the Company.

The board of directors of the Company (the "**Board**") announces that it has resolved to propose to appoint Ernst & Young Hua Ming as the sole external auditors of the Company for the year 2011 and not to further appoint Ernst & Young as its overseas auditors.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” which was published by the Stock Exchange in December 2010 and the related Listing Rule amendments, as well as the “Experimental Working Scheme for Accounting Firms Involved in Auditing Services to H Share Companies” issued by the Ministry of Finance of the People’s Republic of China (the “**Ministry of Finance**”) and the China Securities Regulatory Commission (the “**CSRC**”), commencing from 15 December 2010, mainland incorporated issuers on the Stock Exchange are allowed to prepare their financial statements using the mainland accounting standards, and mainland audit firms endorsed by the Ministry of Finance and the CSRC are allowed to service these issuers using the mainland auditing standards. Ernst & Young Hua Ming is an mainland audit firm recognised by the Ministry of Finance and the CSRC. In this regard, the Board proposed to appoint, subject to approval by shareholders, Ernst & Young Hua Ming as the sole external auditors of the Company for the year 2011 and not to further appoint Ernst & Young as its overseas auditors.

According to the articles of association of the Company (the “**Articles of Association**”), the aforesaid proposed change of auditors is subject to approval by the shareholders at a general meeting of the Company.

Ernst & Young has confirmed to the Board that there are no matters in relation to the proposed non-further appointment that they considered should be brought to the attention of the shareholders of the Company. The Board also confirms that, save as the reasons disclosed above, there are no other matters in connection with the proposed change of auditors that need to be brought to the attention of the shareholders of the Company.

By order of the Board

**China Railway Construction Corporation Limited**

**MENG Fengchao**

*Chairman*

Beijing, the PRC

31 March 2011

*As at the date of this announcement, the Board comprises Mr. MENG Fengchao (Chairman and Executive Director), Mr. ZHAO Guangfa (President and Executive Director), Mr. HUO Jingui (Non-executive Director), Mr. ZHU Mingxian (Non-executive Director), Mr. LI Kecheng (Independent Non-executive Directors), Mr. ZHAO Guangjie (Independent Non-executive Directors), Mr. WU Taishi (Independent Non-executive Directors) and Mr. NGAI Wai Fung (Independent Non-executive Directors).*