

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 on 30 March 2017 to propose to appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic and overseas auditors of the Company, respectively, for the year 2017, and appoint PricewaterhouseCoopers Zhong Tian LLP as the internal control auditors for the year 2017. According to the Articles of Association, the proposed change of auditors is subject to approval by the shareholders at the 2016 annual general meeting of the Company.

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

References are made to the circular of the Company dated 6 May 2016 and the announcement of the Company dated 24 June 2016 in relation to, among other things, the re-appointment of Deloitte Touche CPA LLP and Deloitte Touche Tohmatsu (collectively, “**Deloitte**”) as the domestic and overseas auditors of the Company, respectively, for the year 2016.

The board of directors of the Company (the “**Board**”) hereby announces that as Deloitte has been providing the Company with auditing services for 10 years, in order to ensure the objectivity and independence of the auditors, the Company proposed to change its auditors for the year 2017, and to simultaneously change its internal control auditors. The Board has resolved on 30 March 2017 to propose to appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers (collectively, “**PwC**”) as the domestic and overseas auditors of the Company, respectively, for the year 2017, to carry out auditing for the financial statements of the Company for the year 2017 and to review its 2017 interim financial statements. In the meanwhile, PricewaterhouseCoopers Zhong Tian LLP is proposed to be appointed as the internal control auditors of the Company for the year 2017. The aggregate fees in relation to domestic and overseas auditing services (including fees in relation to annual audit and semi-annual review of the Company) shall not be more than RMB31.30 million in principle, and the fees in relation to the internal control audit and related services shall not be more than RMB1.80 million in principle for the year 2017.

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 the 2016 annual general meeting of the Company. The term of PwC will commence from the date of approval at the 2016 annual general meeting and ends on the date of the next annual general meeting.

Deloitte has confirmed to the Board that as of the date of this announcement, there are no matters in relation to the proposed dismissal that it 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.

The Company would hereby extend its sincere gratitude to Deloitte for its hard work in a long period of time.

By order of the Board
China Railway Group Limited
Chairman
LI Changjin

30 March 2017

As at the date of this announcement, the executive directors of the Company are LI Changjin (Chairman), YAO Guiqing and ZHANG Zongyan; and the independent non-executive directors are GUO Peizhang, WEN Baoman, ZHENG Qingzhi and NGAI Wai Fung.