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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)

**US\$500,000,000 ZERO COUPON CONVERTIBLE BONDS
DUE 2021 (THE “BONDS”)
(Stock Code: 5610)**

ADJUSTMENT TO CONVERSION PRICE OF THE BONDS

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$10.30 per H-Share to HK\$10.15 per H-Share with effect from 19 July 2016 as a result of the payment of the Final Dividend.

Reference is made to the announcement of China Railway Construction Corporation Limited (the “**Company**”) dated 19 January 2016 (the “**Announcement**”) in relation to the Bonds issued by the Company. The Bonds are listed on The Stock Exchange of Hong Kong Limited. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

Reference is also made to the announcement of the Company dated 16 June 2016 in relation to the poll results of the annual general meeting held on the same date (the “**AGM**”). At the AGM, the payment of a final cash dividend of RMB0.15 per Share (tax inclusive) for the year ended 31 December 2015 (the “**Final Dividend**”) as recommended by the Board was approved by the Shareholders. The Final Dividend to H Shareholders is HK\$0.1771 per Share (tax inclusive) and will be paid on 3 August 2016 to H Shareholders whose names appear on the register of H Shareholders of the Company on 18 July 2016. Notice is hereby given that, based on the adjustment provisions stipulated under Condition 6(C) of the terms and conditions of the Bonds, an adjustment will be made to the Conversion Price as a result of the Final Dividend.

The Conversion Price of the Bonds, currently HK\$10.30 per H-Share (the “**Existing Conversion Price of the Bonds**”), will be adjusted to HK\$10.15 per H-Share (the “**Adjusted Conversion Price of the Bonds**”) with effect from 19 July 2016.

With reference to the total outstanding principal amount of the Bonds of US\$500,000,000 at the date of this announcement, the maximum number of H-Shares that will be issued upon conversion of all the outstanding Bonds at the Existing Conversion Price of the Bonds and the Adjusted Conversion Price of the Bonds are 378,368,932 H-Shares and 383,960,591 H-Shares respectively (at the pre-determined exchange rate of US\$1.00 = HK\$7.7944).

Any holder of the Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board
China Railway Construction Corporation Limited
MENG Fengchao
Chairman

Beijing, the PRC
18 July 2016

As at the date of this announcement, the board of directors comprises Mr. MENG Fengchao (Chairman and Executive Director), Mr. QI Xiaofei (Vice Chairman and Executive Director), Mr. ZHUANG Shangbiao (President and Executive Director), Mr. GE Fuxing (Non-executive Director), Mr. WANG Huacheng (Independent Non-executive Director), Mr. Patrick SUN (Independent Non-executive Director), Mr. CHENG Wen (Independent Non-executive Director) and Ms. Amanda Xiao Qiang LU (Independent Non-executive Director).