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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)

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following sets out the “Clarification Announcement of China Railway Construction Corporation Limited” published by China Railway Construction Corporation Limited (the “**Company**”) on the website of the Shanghai Stock Exchange and newspapers in the PRC on 5 September 2019, for your reference only.

By order of the Board

**China Railway Construction Corporation Limited**

**CHEN Fenjian**

*Chairman*

Beijing, the PRC  
5 September 2019

*As at the date of this announcement, the board of directors comprises Mr. CHEN Fenjian (Chairman and Executive Director), Mr. ZHUANG Shangbiao (President and Executive Director), Mr. CHEN Dayang (Executive Director), Mr. LIU Ruchen (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).*

## CHINA RAILWAY CONSTRUCTION CORPORATION LIMITED CLARIFICATION ANNOUNCEMENT

The board of directors of the Company and all directors warrant that there are no false representations or misleading statements contained in, or material omissions from this announcement, and severally and jointly accept responsibilities for the truthfulness, accuracy and completeness of this announcement.

### I. Description on the rumour

Recently, certain media reported that China Railway Construction Heavy Industry Co., Ltd. (hereinafter referred to as “**Railway Construction Heavy Industry**”), a subsidiary of the Company, has commenced its spin-off plan since last year, and has currently completed its conversion into a joint stock company. Railway Construction Heavy Industry complies with the new rules on spin-off and listing of A shares as set out by China Securities Regulatory Commission (the “**CSRC**”), and will in the future expedite the listing of its A shares.

### II. Clarification

The relevant resolution in relation to the overseas listing of Railway Construction Heavy Industry has been considered and approved by the Company at the 8th meeting of the fourth session of the board of directors held in June 2018, and the relevant resolution has been subsequently approved at the 2018 first extraordinary general meeting convened in September 2018. The Company has since then been proactively promoting relevant work progresses while studying and analysing the relevant policies and requirements. There are still uncertainties about the specific scheme.

In August 2019, the CSRC issued the Draft for Soliciting Opinions on Certain Provisions for the Pilot Scheme of Domestic Listing for Subsidiary Companies Derived from the Divestiture of Listed Companies (《上市公司分拆所屬子公司境內上市試點若干規定(徵求意見稿)》) (hereinafter referred to as the “**Provisions**”) in order to seek public opinions on the Provisions, the Company has also initiated research on the relevant content of the Provisions. As of the date of this announcement, CSRC is still soliciting opinion on the Provisions and relevant conditions and provisions of spin-off listing are not yet determined. As such, the Company is still uncertain whether it fulfils the relevant provisions required by the CSRC in relation to spin-off listing, and the relevant matters have not yet undergone the review procedures of the board of directors and the general meeting, thus there still exists considerable uncertainties regarding the spin-off listing of Railway Construction Heavy Industry.

### **III. Risk warning**

Investors of the Company are reminded that the Company's designated media for information disclosure are China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily and the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>). Investors shall only rely on the information disclosed by the Company through formal announcements via the aforementioned media, and are advised to exercise caution and be reminded of the risks involved when dealing in the shares of the Company.

Announcement is hereby given.

The Board of Directors of  
**China Railway Construction Corporation Limited**  
5 September 2019