

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)

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

Please refer to the attached “Announcement of China Railway Group Limited on Entering into of the Strategic Cooperation Framework Agreement” published by China Railway Group Limited on the Shanghai Stock Exchange website on 25 August 2016 for your information.

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

25 August 2016

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.

A Shares Stock Name:
China Railway

H Shares Stock Name:
China Railway

Announcement No.:
Lin 2016-048

A Shares Stock Code:
601390

H Shares Stock Code:
00390

Announcement No.:
Lin 2016-048

Announcement of China Railway Group Limited on Entering into of the Strategic Cooperation Framework Agreement

The board of directors of China Railway Group Limited (the “Company”) and its directors hereby undertake that this announcement does not have any false or misleading statements or any material omissions, and assume joint and several liability for the truthfulness, accuracy and completeness of the contents.

Important Information:

- **Major risk and uncertainty on performance:** This Agreement is only a guidance document for the parties to commence strategic cooperation. The specific methods and projects of cooperation will be negotiated and agreed separately. There are therefore still uncertainties in the implementation of this Agreement.
- **Impact on the results of the listed company for the current year:** The performance of this Agreement will not have a material impact on the operating results of the Company for the year 2016.

1 Basic Information on the Framework Agreement

On 25 August 2016, the Company and the People’s Government of Guiyang entered into the strategic cooperation framework agreement (hereinafter, this “**Agreement**” or this “**Cooperation Agreement**”).

This Agreement is a cooperative framework agreement and is not required to be submitted to the board of directors or shareholders general meeting of the Company for approval at this stage. Upon confirmation of the details of investment cooperation, the Company will perform relevant decision-making and approval process according to the rules and requirements of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Articles of Association, laws, regulations, regulatory documents and company policies.

2 Main Contents of the Framework Agreement

According to the development plan and the project progress of Guiyang, together with the development strategies of the Company, the Company proposes to invest, during

the 13th Five-Year Plan, not less than RMB80 billion in investment, construction and cooperation of key engineering projects, including the construction of rail transport, highway, municipal road, irrigation, environmental water treatment, land consolidation, affordable housing, underground utility tunnels and sponge city. The specific cooperative modes may include, without limitation to, PPP and EPC. The specific cooperative projects will be negotiated based on the “case by case” principle and each will be launched once it is mature.

3 Impact on the Company

The entering into of this Cooperation Agreement will not have a material impact on the operating results of the Company for the year 2016. The entering into of this Cooperation Agreement is in accordance with the strategic development needs of the Company, and the parties will commence business cooperation as important strategic partners in accordance with the requirements of laws and regulations. The entering into of this Cooperation Agreement allows the Company to leverage on its business advantage in the area of infrastructure construction, and is beneficial to the Company’s long-term development.

4 Risk Reminder

The entering into of this Cooperation Agreement has established a solid foundation for the future cooperation between the parties. However, this Agreement is only a guidance document for the parties to commence strategic cooperation. Whilst the contents of cooperation has been specified, the specific methods and projects of cooperation will be negotiated and agreed separately, at which point, the Company will, according to the status of the specific projects, fulfill relevant decision-making process and information disclosure obligations in compliance with the relevant laws.

Investors should make investments rationally and beware of investment risks.

Notice is hereby given.

The Board of Directors of
China Railway Group Limited
26 August 2016