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**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 24 August 2016 for your information.

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

24 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 2016-047

A Shares Stock Code:  
601390

H Shares Stock Code:  
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Announcement No.:  
Lin 2016-047

## **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 all the 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 24 August 2016, the Company (the “Party B”), the People’s Government of Shaoxing (the “Party A”) and Everbright Securities Company Limited (the “Party C”) entered into the strategic cooperation framework agreement (hereinafter, this “Agreement” or this “Framework 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**

In accordance with the principles of mutual complementarity and win-win development, the parties intend to establish a strategic cooperative partnership in urban development and infrastructure construction sectors. Party A will treat Party B as an important partner in the cooperation in urban complex development and construction and Party C an important partner in economic and financial cooperation. Meanwhile, Party B and Party C will focus on Shaoxing Municipality as a place for strategic development and provide active support to the development of Shaoxing Municipality, aiming at achieving cooperation and win-win result.

The parties intend to cooperate in various methods in the sectors of urban infrastructure construction, public services and transformation and upgrading of regional economy. The initial scale of cooperation is RMB50 billion. The specific methods and projects of cooperation will be negotiated and agreed separately. The cooperation approach of the specific projects will include without limitation EPC and PPP.

## **3 Impact on the Company**

The entering into of this Framework Agreement will not have a material impact on the operating results of the Company for the year 2016. The entering into of this Framework 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 Framework 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 Framework 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  
25 August 2016