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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 and 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Please refer to the attached “Announcement of China Railway Group Limited on the Completion of Target Assets Transfer Regarding the Acquisition of Assets by Issuance of Shares of the Company” published by China Railway Group Limited on the Shanghai Stock Exchange website on 12 September 2019 for your information.

By Order of the Board
China Railway Group Limited
Zhang Zongyan
Chairman

12 September 2019

As at the date of this announcement, the executive directors of the Company are ZHANG Zongyan (Chairman) and ZHANG Xian; the independent non-executive directors are GUO Peizhang, WEN Baoman, ZHENG Qingzhi and CHUNG Shui Ming Timpson; and the non-executive director is MA Zonglin.

Announcement of China Railway Group Limited on the Completion of Target Assets Transfer Regarding the Acquisition of Assets by Issuance of Shares of the Company

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 the joint and several liabilities for the truthfulness, accuracy and completeness of the contents.

China Railway Group Limited (“China Railway” or the “Company”) proposed to acquire 25.32% equity interests in China Railway No.2 Engineering Group Co., Ltd. (“China Railway No.2 Engineering”, formerly known as China Railway Erju Engineering Company), 29.38% equity interests in China Railway No.3 Engineering Group Co., Ltd. (“China Railway No.3 Engineering”), 26.98% equity interests in China Railway No.5 Engineering Group Co., Ltd. (“China Railway No.5 Engineering”) and 23.81% equity interests in China Railway No.8 Engineering Group Co., Ltd. (“China Railway No.8 Engineering”) (collectively the “Target Assets”) held by China Reform Holdings Corporation Ltd. and other 8 entities through issuance of shares by the Company (the “Transaction”).

On 29 May 2019, the China Securities Regulatory Commission (the “CSRC”) approved the Transaction through the issuance of the Official Reply on the Approval of the Acquisition of Assets by Issuance of Shares of China Railway Group Limited to China Reform Holdings Corporation Ltd. and Other Entities (Zheng Jian Xu Ke [2019] No. 913) (for more details, see the announcement published by the Company via the designated media for information disclosure on 30 May 2019, Announcement No.: Lin 2019-036).

Details of the transfer of the Target Assets under the Transaction are hereby announced as follows:

I. Details of Transfer of the Target Assets

On 11 September 2019, upon the approval of Chengdu Administration for Market Regulation, the formalities for registration of changes with the industrial and commercial authorities were completed in connection with the transfer of the 25.32% equity interests of China Railway No.2 Engineering to China Railway, and China Railway No.2 Engineering obtained a new Business

Licence (Unified Social Credit Code: 91510100MA61RKR7X3) issued by Chengdu Administration for Market Regulation. After the completion of such formalities for registration of changes with the industrial and commercial authorities, the Company holds 100% equity interests in China Railway No.2 Engineering which has become its wholly-owned subsidiary.

On 10 September 2019, upon the approval of Shanxi Administration for Market Regulation, the formalities for registration of changes with the industrial and commercial authorities were completed in connection with the transfer of the 29.38% equity interests of China Railway No.3 Engineering to China Railway, and China Railway No.3 Engineering obtained a new Business Licence (Unified Social Credit Code: 91140000110104513E) issued by Shanxi Administration for Market Regulation. After the completion of such formalities for registration of changes with the industrial and commercial authorities, the Company holds 100% equity interests in China Railway No.3 Engineering which has become its wholly-owned subsidiary.

On 11 September 2019, upon the approval of Guizhou Administration for Market Regulation, the formalities for registration of changes with the industrial and commercial authorities were completed in connection with the transfer of the 26.98% equity interests of China Railway No.5 Engineering to China Railway, and China Railway No.5 Engineering obtained a new Business Licence (Unified Social Credit Code: 91520000214400165L) issued by Guizhou Administration for Market Regulation. After the completion of such formalities for registration of changes with the industrial and commercial authorities, the Company holds 100% equity interests in China Railway No.5 Engineering which has become its wholly-owned subsidiary.

On 10 September 2019, upon the approval of Chengdu Administration for Market Regulation, the formalities for registration of changes with the industrial and commercial authorities were completed in connection with the transfer of the 23.81% equity interests of China Railway No.8 Engineering to China Railway, and China Railway No.8 Engineering obtained a new Business Licence (Unified Social Credit Code: 91510100201973538N) issued by Chengdu Administration for Market Regulation. After the completion of such formalities for registration of changes with the industrial and commercial authorities, the Company holds 100% equity interests in China Railway No.8 Engineering which has become its wholly-owned subsidiary.

II. Subsequent Matters

After the formalities for the transfer of the Target Assets under the Transaction are completed, matters subsequent to this restructuring include, among others:

1. The Company still needs to complete the formalities for registering the newly issued shares under the Transaction with Shanghai Branch of China Securities Depository and Clearing Co., Ltd and apply to Shanghai Stock Exchange for the listing of such newly issued shares;

2. The Company still needs to amend its Articles of Association in accordance with the relevant laws and regulations and apply to the industrial and commercial authorities for registration of changes or filing in connection with the change of registered capital, amendment to its Articles of Association and other formalities.
3. The parties to the Transaction still need to continue perform the agreements and undertakings involved in this restructuring.
4. The Company still needs to perform the obligation to disclose relevant subsequent information in connection with the Transaction.

III. Intermediaries' Verification Opinions on the Transfer of the Target Assets

1. Verification opinion of independent financial advisors

On 12 September 2019, CSC Financial Co., Ltd. and China International Capital Corporation Limited, acting as the independent financial advisors to the Company in connection with the Transaction, issued the *Verification Opinion of Independent Financial Advisors by CSC Financial Co., Ltd. and China International Capital Corporation Limited on the Transfer of the Target Assets in connection with the Acquisition of Assets by Issuance of Shares of China Railway Group Limited*, which states that:

"China Railway has obtained necessary consents and approvals and complied with relevant obligations in relation to information disclosure in connection with the Transaction. The Transaction complies with the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Administrative Measures on Significant Asset Restructuring of Listed Companies* and other relevant laws, regulations and regulatory documents. The procedures for the transfer of the Target Assets in connection with the Transaction have been lawfully and validly completed. China Railway still has the obligations to complete the subsequent matters, including payment of the consideration for the equity transfer to the nine counterparties (including China Reform Holdings Corporation Ltd., etc.), registration and listing of the new shares issued for the acquisition of assets, registration of changes with the industrial and commercial authorities in relation to the change of registered capital of China Railway and the amendment of the Articles of Association and disclosure of relevant information. These subsequent matters as described above will not affect the outcome of the implementation of the acquisition of assets through the issuance of shares."

2. Legal opinion

On 12 September 2019, Beijing Jia Yuan Law Offices, acting as the legal counsel to the Company in connection with the Transaction, issued the *Legal Opinion of Beijing Jia Yuan Law Offices on the Completion of Transfer of Assets in connection with the Acquisition of Assets by Issuance of Shares of China Railway Group Limited*, which states that:

“(1) The Restructuring proposal complies with the provisions of relevant laws and regulations;

(2) The Restructuring has obtained necessary authorisation and approvals which have been lawfully and validly granted. The parties to the Transaction may lawfully proceed with the implementation of the Restructuring;

(3) Transfer of the Target Assets under the Restructuring has been completed pursuant to the provisions of the Equity Acquisition Agreements and the Supplemental Agreements of the Equity Acquisition Agreements. The procedures for registration of changes with the industrial and commercial authorities in relation to the transfer of the Target Assets have been completed. Such ownership transfer is lawful and valid and China Railway is the lawful owner of the Target Assets;

(4) There is no substantive legal obstacles in completing the subsequent matters in relation to the Restructuring.”

IV. Documents Available for Inspection

1. The amended Business Licenses of China Railway No.2 Engineering, China Railway No.3 Engineering, China Railway No.5 Engineering and China Railway No.8 Engineering;

2. *Verification Opinion of Independent Financial Advisors by CSC Financial Co., Ltd. and China International Capital Corporation Limited on the Transfer of the Target Assets in connection with the Acquisition of Assets by Issuance of Shares of China Railway Group Limited;*

3. *Legal Opinion of Beijing Jia Yuan Law Offices on the Completion of Transfer of Assets in connection with the Acquisition of Assets by Issuance of Shares of China Railway Group Limited.*

Announcement is hereby given.

The Board of Directors of
China Railway Group Limited
16 September 2019