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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

To further promote the rule of law construction of enterprises and compliance management, while taking into consideration the actual conditions of the Company, provisions relating to the establishment of the compliance committee, the appointment or dismissal of a Chief Compliance Officer will be included in the Articles of Association of China Railway Construction Corporation Limited (the “**Articles of Association**”). The board of directors (the “**Board**”) of China Railway Construction Corporation Limited (the “**Company**”) proposed to make amendments to relevant articles of the Articles of Association. Please refer to the Appendix of this announcement for details of the proposed amendments to the Articles of Association.

The Board considered that the proposed amendments to the Articles of Association are in the interests of the Company and its shareholders.

The proposed amendments to the Articles of Association are subject to consideration and approval by the shareholders of the Company at the general meeting of the Company. A circular containing, amongst other things, the details of the proposed amendments to the Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board
China Railway Construction Corporation Limited
CHEN Fenjian
Chairman

Beijing, the PRC
30 October 2019

As at the date of this announcement, the Board 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).

APPENDIX

Details of the proposed amendments to the Articles of Association* are set out as follows:

No.	Original Articles	Amended Articles
1	<p>Article 9 For the purposes of these Articles of Association, the term “other senior management members” means the Company’s Vice Presidents, Chief Accountant, Chief Engineer, Chief Economist, Secretary to the Board, Chief Legal Counsel and other personnel that the Board of Directors may engage.</p>	<p>Article 9 For the purposes of these Articles of Association, the term “other senior management members” means the Company’s Vice Presidents, Chief Accountant, Chief Engineer, Chief Economist, Secretary to the Board, Chief Legal Counsel, Chief Compliance Officer, Chief Security Officer and other personnel that the Board of Directors may engage.</p>
2	<p>Article 165 ……</p> <p>(13) to engage or dismiss the Company’s President and Secretary to the Board; to engage or dismiss such senior management members as Vice Presidents, the Chief Accountant, Chief Engineer, Chief Economist and Chief Legal Counsel as proposed by the President and deciding on matters relating to their remuneration, rewards and punishments;</p> <p>……</p>	<p>Article 165 ……</p> <p>(13) to engage or dismiss the Company’s President and Secretary to the Board; to engage or dismiss such senior management members as Vice Presidents, the Chief Accountant, Chief Engineer, Chief Economist, Chief Legal Counsel, Chief Compliance Officer and Chief Security Officer as proposed by the President and deciding on matters relating to their remuneration, rewards and punishments;</p> <p>……</p>
3	<p>Article 199</p> <p>The Company shall have a President, several Vice Presidents, a Chief Accountant, Chief Engineer, Chief Economist and Chief Legal Counsel, all of whom shall be appointed or dismissed by the Board of Directors.</p> <p>……</p>	<p>Article 199</p> <p>The Company shall have a President, several Vice Presidents, and set up the positions of Chief Accountant, Chief Engineer, Chief Economist, Chief Legal Counsel, Chief Compliance Officer and Chief Security Officer, all of whom shall be appointed or dismissed by the Board of Directors.</p> <p>……</p>

No.	Original Articles	Amended Articles
4	<p>Article 201 ……</p> <p>(6) to request the Board of Directors to engage or dismiss the Company’s Vice Presidents, Chief Accountant, Chief Engineer, Chief Economist, Chief Legal Counsel;</p> <p>……</p>	<p>Article 201 ……</p> <p>(6) to request the Board of Directors to engage or dismiss the Company’s Vice Presidents, Chief Accountant, Chief Engineer, Chief Economist, Chief Legal Counsel, Chief Compliance Officer, Chief Security Officer;</p> <p>……</p>
5	<p>Article 209 In the exercise of his or her functions and powers, the President shall perform his or her fiduciary duty and obligation of diligence in accordance with laws and these Articles of Association. If the President violates a law or breaches these Articles of Association in the course of performing the Company’s duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages.</p> <p>A legal risk prevention mechanism set around the Company’s general legal counsel structure is to be established to ensure that the operation, decision-making and management of the Company are in compliance with relevant laws, regulations and rules.</p>	<p>Article 209 In the exercise of his or her functions and powers, the President shall perform his or her fiduciary duty and obligation of diligence in accordance with laws and these Articles of Association. If the President violates a law or breaches these Articles of Association in the course of performing the Company’s duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages.</p> <p>A legal risk prevention mechanism set around the Company’s general legal counsel structure is to be established to ensure that the operation, decision-making and management of the Company are in compliance with relevant laws, regulations and rules.</p> <p>The company establishes a compliance committee, a chief compliance officer, a designated management department and a compliance officer in accordance with independence principle.</p>

* *The Articles of Association and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.*