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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)

**APPOINTMENT OF SECRETARY TO THE BOARD
AND JOINT COMPANY SECRETARY**

**WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

APPOINTMENT OF SECRETARY TO THE BOARD AND JOINT COMPANY SECRETARY

Reference is made to the announcement of China Railway Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 July 2026 (the “**previous Announcement**”) in relation to the resignation of Mr. MA Yonghong (馬永紅) as a joint company secretary and the secretary to the Board of Directors (the “**Board**”) of the Company, and the interim arrangement of Mr. CHEN Wenjian (陳文健) (“**Mr. CHEN**”), the Chairman of the Company, to act as the secretary to the Board until a new secretary to the Board is appointed.

The Board is pleased to announce that Mr. ZHONG Jun (鍾俊) (“**Mr. ZHONG**”) has been appointed as the secretary to the Board and a joint company secretary of the Company with effect from 13 October 2026 until the expiry of the term of the sixth session of the Board. Mr. TAM Chun Chung (譚振忠) (“**Mr. TAM**”) will continue to act as the other joint company secretary of the Company. Following the appointment of Mr. ZHONG, the interim arrangement for Mr. CHEN to act as the secretary to the Board as disclosed in the previous Announcement has ceased with effect from 13 October 2026.

The biography of Mr. ZHONG is set out below:

Mr. ZHONG Jun (鍾俊), aged 54, Chinese, is currently the Director of the Board Office (董事會辦公室主任) of the Company. Mr. ZHONG joined the Group in July 1994 and served successively in various administrative and management positions at China Railway No. 2 Engineering Group Co., Ltd. (中鐵二局集團有限公司). He served as the Head of the General Affairs Department (綜合部部長), the Legal Affairs Department (法律事務部部長) and the Corporate Legal Counsel (企業法律顧問) of China Railway No. 8 Engineering Group Co., Ltd. (中鐵八局集團有限公司) (“**China Railway No. 8**”) from January 2004 to November 2008. He was later promoted to the Deputy Chief Economist (副總經濟師) and Head of the Human Resources Department (Organisation Department of the Party Committee) (人力資源部(黨委幹部部)部長), and subsequently the Deputy General Manager (副總經理) of China Railway No. 8 from November 2008 to October 2014. Mr. ZHONG later served as the Deputy Secretary of the Communist Party Committee (黨委副書記), Secretary of the Discipline Inspection Committee (紀委書記), Trade Union Chairman (工會主席), Supervisor (監事), and subsequently the Chairman of the Supervisory Board (監事會主席) of China Railway No. 8 between October 2014 and November 2022. Between November 2022 and August 2026, Mr. ZHONG served as the General Manager (總經理), Deputy Secretary of the Communist Party Committee (黨委副書記), Secretary of the Communist Party Committee (黨委書記), Director (董事), and subsequently the Chairman (董事長) of China Railway No. 8. Mr. ZHONG has been the Director of the Board Office of the Company since August 2026. Mr. ZHONG obtained a bachelor’s degree in education from Sichuan Normal University (四川師範大學) in 1994 and a master’s degree in business administration from Southwest Jiaotong University (西南交通大學) in 2003.

The biography of Mr. TAM is set out below:

Mr. TAM Chun Chung (譚振忠), aged 54, Chinese, currently is a joint company secretary and authorized representative of the Company and also an independent non-executive director of Lap Kei Engineering (Holdings) Limited. Mr. TAM joined the Company in November 2007. Prior to joining the Company, he served as a qualified accountant and a joint company secretary of an H-share listed company in Hong Kong. He had also held various senior positions including senior manager of internal audit and senior manager of finance department in another Hong Kong listed company previously. From 1994 to 2000, Mr. TAM worked for a large international accounting firm as an assistant manager. Mr. TAM has over 32 years of experience in the accounting and auditing field. He has been a member of the Hong Kong Institute of Certified Public Accountants since December 1997 and a fellow of the Chartered Association of Certified Accountants since November 2002.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF RULES GOVERNING THE LISTING OF SECURITIES (THE “LISTING RULES”) ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary of the listed issuer.

Mr. ZHONG currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”). The reasons for the Waiver are as follows: (i) the Company’s principal business activities primarily operate outside Hong Kong; (ii) appointing Mr. ZHONG as a joint company secretary of the Company is suitable and necessary in the interest of the Company and its shareholders as a whole. Since joining the Group in July 1994, Mr. ZHONG has held various senior management positions across legal and regulatory compliance, governance oversight and executive leadership within the Group. Such experiences have equipped Mr. ZHONG with a comprehensive understanding of the daily operation and Board affairs of the Group, as well as a close working relationship with the directors and senior management of the Company, which the Board considers essential for the proper discharge of the duties and functions of a company secretary under the Listing Rules. Furtherance, he is primarily based in the PRC where the Group primarily operates; (iii) Mr. TAM, who fully complies with the requirements as stipulated under Rule 3.28 of the Listing Rules, has been acting as one of the joint company secretaries of the Company since the date of listing of the Company, and Mr. ZHONG will be assisted by Mr. TAM during a period of three years from the date of appointment of Mr. ZHONG as a joint company secretary of the Company (the “**Waiver Period**”). Mr. TAM will communicate regularly with Mr. ZHONG on matters relating to corporate governance, the Listing Rules as well as other applicable laws and regulations, and inform Mr. ZHONG on a timely basis of any amendments to the Listing Rules and any new or amended laws, regulations and codes that are applicable to the Company. Mr. TAM will also work closely with, and provide assistance to, Mr. ZHONG in the discharge of his duties as joint company secretary throughout the Waiver Period to ensure that Mr. ZHONG will acquire the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules; (iv) Mr. ZHONG will comply with the annual professional training requirement as required by Rule 3.29 of the Listing Rules; (v) the Company will further ensure that Mr. ZHONG has access to the relevant trainings and support which will enhance his understanding of the Listing Rules and the duties of a company secretary of a listed issuer on the Stock Exchange; and (vi) before the end of the Waiver Period, the Company will demonstrate and seek the confirmation of the Stock Exchange that Mr. ZHONG, having had the benefit of Mr. TAM’s assistance during the Waiver Period, has attained the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further Waiver will not be necessary.

The Stock Exchange has granted the Waiver for the Waiver Period with effect from the date of appointment of Mr. ZHONG as a joint company secretary of the Company, on the conditions that, (i) Mr. ZHONG will be assisted by Mr. TAM during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Company is required to announce the reasons for, and the details and conditions of the Waiver, and the qualifications and experience of both Mr. ZHONG and Mr. TAM. Before the end of the Waiver Period, the Company must demonstrate to the Stock Exchange and seek its confirmation that Mr. ZHONG, having had the benefit of Mr. TAM's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further Waiver will not be necessary.

By Order of the Board
China Railway Group Limited
Chen Wenjian
Chairman

Beijing, the PRC
13 October 2026

As at the date of this announcement, the executive directors of the Company are Mr. CHEN Wenjian (Chairman) and Mr. ZHAO Dianlong; the non-executive directors of the Company are Mr. Wen Limin and Mr. FANG Xiaobing; the independent non-executive directors of the Company are Mr. XIU Long, Ms. SUN Lishi and Mr. TU Haiming.