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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 JOINT COMPANY SECRETARY

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

APPOINTMENT OF JOINT COMPANY SECRETARY

Reference is made to the announcement of China Railway Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 4 July 2024 in relation to the appointment of Mr. MA Yonghong (馬永紅) (“**Mr. MA**”) as the secretary to the Board of Directors (the “**Board**”) of the Company.

The Board is pleased to announce that Mr. MA has been appointed as a joint company secretary of the Company with effect from 20 August 2024 until the cessation of service of Mr. MA as the secretary to the Board and a joint company secretary of the Company due to his retirement. Mr. TAM Chun Chung (譚振忠) (“**Mr. TAM**”) will continue to act as the other joint company secretary of the Company, with effect from 20 August 2024 until the expiry of the term of the sixth session of the Board.

The biography of Mr. MA is set out below:

Mr. MA Yonghong (馬永紅), aged 58, Chinese and a senior accountant, is currently the secretary to the Board and a joint company secretary of the Company. Mr. MA joined the Group in 1985 and served successively as the chief accountant of the Sixth Engineering Office of China Railway No.3 Engineering Group Co., Ltd. (中鐵三局集團有限公司) (“**China Railway No. 3 Engineering**”), the deputy chief accountant and director of the financial accounting division of China Railway No.3 Engineering, the chief accountant and general legal counsel of China Railway No.3 Engineering, and the deputy general manager and chief financial officer of China Railway Real Estate Group Co., Ltd. (中鐵置業集團有限公司). He served as the secretary to the Communist Party Committee, the secretary to the discipline inspection committee and the chief supervisor of China Railway Trust Co., Ltd. (中鐵信託有限責任公司) (“**China Railway Trust**”) from March 2014 to December 2014, the secretary to the Communist Party Committee and the chief supervisor of China Railway Trust from December 2014 to June 2017, the secretary to the Communist Party Committee and the chairman of China Railway Trust from June 2017 to May 2021, the director of the Company’s finance and financial management department (Beijing financial shared service center) and the

chairman of China Railway Trust from May 2021 to December 2023, the director of the Company's finance and financial management department (Beijing financial shared service center), the chairman of China Railway Trust and director of CR (Hong Kong) Treasury Management Co., Ltd. (鐵工(香港)財資管理有限公司) (“**CR (Hong Kong) Treasury Management**”) from December 2023 to May 2024, the director of the Company's finance and financial management department (financial shared service center and treasurer management center) and director of CR (Hong Kong) Treasury Management from May 2024 to July 2024, the secretary to the Board from July 2024 to August 2024, and he has been the secretary to the Board and a joint company secretary of the Company since August 2024.

Mr. MA holds a bachelor's degree from Renmin University of China (中國人民大學), a master's degree in economics from Tianjin College of Finance and Economics (天津財經學院) (currently known as Tianjin University of Finance and Economics (天津財經大學)), and an executive master's degree in business administration from Tsinghua University (清華大學).

The biography of Mr. TAM is set out below:

Mr. TAM Chun Chung (譚振忠), aged 51, Chinese, currently is a joint company secretary and authorized representative of 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 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 28 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 ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

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 of Hong Kong Limited (the “**Stock Exchange**”), capable of discharging the functions of company secretary of the listed issuer.

Mr. MA 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 reasons for the waiver are as follows: (i) the Company's principal business activities primarily operate outside Hong Kong; (ii) appointing Mr. MA 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 1985, Mr. MA has held various senior management positions such as chief accountant, chief supervisor, chairman in key operating subsidiaries of the Company. As the director of the Company's finance and financial management department (Beijing financial shared service center) since May 2021, Mr. MA has been substantially involved in company secretarial matters, including, among others, preparation of meeting materials and proposals for the meeting of the Board and board committees of the Company, financial-related materials and financial reports

and participating in road-show meetings with the investors to present the interim and annual results of the Company. He is mainly based in PRC; (iii) Mr. TAM, who fully complies with the requirements as stipulated under Rules 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. MA will be assisted by Mr. TAM during a period of three years from the date of appointment of Mr. MA as a joint company secretary of the Company (the “**Waiver Period**”). Mr. TAM will communicate regularly with Mr. MA on matters relating to corporate governance, the Listing Rules as well as other applicable laws and regulations, and inform Mr. MA 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. MA in the discharge of his duties as joint company secretary throughout the Waiver Period to ensure that Mr. MA will acquire the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules; (iv) Mr. MA 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. MA 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. MA, 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 Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the Waiver Period with effect from the date of appointment of Mr. MA as a joint company secretary of the Company, on the conditions that, (i) Mr. MA 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. MA and Mr. TAM. Before the end of the Waiver Period, the Company must demonstrate to the Stock Exchange and seek its confirmation that Mr. MA, 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 Yun
Chairman

20 August 2024

As at the date of this announcement, the executive directors of the Company are CHEN Yun (Chairman), Mr. CHEN Wenjian and Mr. WANG Shiqi; the non-executive director of the Company is Mr. WEN Limin; the independent non-executive directors of the Company are Mr. XIU Long, Ms. SUN Lishi and Mr. TU Haiming.