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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)**

**ANNOUNCEMENT ON FULFILLMENT OF THE UNLOCKING  
CONDITIONS FOR THE SECOND UNLOCKING PERIOD  
UNDER THE FIRST GRANT OF THE 2021 RESTRICTED SHARE  
INCENTIVE SCHEME OF THE COMPANY**

Reference is made to the 2021 Restricted Share Incentive Scheme (the “**2021 Restricted Share Incentive Scheme**”) which was approved at the Extraordinary General Meeting and the A Share Class Meeting held by China Railway Group Limited (the “**Company**”) on 30 December 2021 and the H Share Class Meeting held by the Company on 12 January 2022, respectively, the circular dated 14 December 2021 (the “**Circular**”), the announcements dated 17 January 2022 and 24 February 2022 issued by the Company in relation to the first grant of Restricted Shares to the Participants of the 2021 Restricted Share Incentive Scheme, the announcements dated 28 October 2022 and 1 December 2022 issued by the Company in relation to the grant of the reserved part of the Restricted Shares to the Participants of the 2021 Restricted Share Incentive Scheme, the announcements of the Company dated 30 October 2022, 27 December 2022, 29 December 2023, 6 March 2024, 30 August 2024 and 30 October 2024 in relation to the repurchase and cancellation of part of the Restricted Shares, and the announcements dated 29 December 2023 and 5 February 2024 in relation to the fulfillment of the Unlocking Conditions for the First Unlocking Period under the first grant of the 2021 Restricted Share Incentive Scheme. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Announcements.

The fourth meeting of the sixth session of the Board was held by the Company on 30 October 2024, at which the Proposal on the Fulfillment of the Unlocking Conditions for the Second Unlocking Period under the First Grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme was considered and approved.

**I. EXPLANATION ON FULFILLMENT OF THE UNLOCKING CONDITIONS FOR THE SECOND UNLOCKING PERIOD UNDER THE FIRST GRANT OF THE 2021 RESTRICTED SHARE INCENTIVE SCHEME**

**1. Upcoming expiry of the Second Lock-up Period**

Pursuant to the relevant provisions of the 2021 Restricted Share Incentive Scheme, the Lock-up Period of the Restricted Shares granted under the 2021 Restricted Share Incentive Scheme shall be 24 months, 36 months and 48 months from the relevant completion date of registration of the Restricted Shares under the corresponding grant.

The Second Unlocking Period commences from the first trading day after the expiry of the 36-month period from the date of completion of registration of certain corresponding Restricted Shares and ends on the last trading day of the 48-month period from the date of completion of registration certain corresponding Restricted Shares, and the proportion of the Restricted Shares to be unlocked is 1/3 of the total number of the Restricted Shares.

The registration for the first grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme was completed on 23 February 2022. The period from the first trading day after the expiry of the 36-month period from the date of completion of registration of certain corresponding Restricted Shares to the last trading day of the 48-month period from the date of completion of registration certain corresponding Restricted Shares shall be the Second Unlocking Period, and the proportion of the Restricted Shares to be unlocked is 1/3 of the total number of the Restricted Shares. The Second Unlocking Period in respect of the first grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme will commence on 24 February 2025.

## 2. Explanation on Fulfillment of the Unlocking Conditions for the Second Unlocking Period

The fulfillment of the Unlocking Conditions for the Second Unlocking Period under the first grant of the 2021 Restricted Share Incentive Scheme is as follows:

No.	Unlocking Conditions	Status of fulfillment
1	<p><b>None of the following events with respect to the Company has occurred:</b></p> <p>(1) issue of an auditors' report with adverse opinion or which indicates an inability to give an opinion by a certified public accountant with respect to the financial and accounting report of the Company for its most recent accounting year;</p> <p>(2) issue of an auditors' report with adverse opinion or which indicates an inability to give an opinion by a certified public accountant with respect to the internal control of the financial report of the Company for its most recent accounting year;</p> <p>(3) failure to conduct profit distribution in accordance with laws and regulations, the Articles of Association and public undertakings within the 36 months after listing;</p> <p>(4) prohibition from implementation of a share incentive scheme by laws and regulations;</p> <p>(5) other circumstance as determined by the CSRC.</p>	<p>As there is no occurrence of any of the aforesaid circumstances, the Company has satisfied the conditions for unlocking the Restricted Shares.</p>

No.	Unlocking Conditions	Status of fulfillment
2	<p data-bbox="368 180 991 251"><b>None of the following events with respect to the Participant has occurred:</b></p> <ul style="list-style-type: none"> <li data-bbox="368 287 991 425">(1) he or she has been determined by the Shanghai Stock Exchange as an ineligible person in the past 12 months;</li> <li data-bbox="368 461 991 600">(2) he or she has been determined by the CSRC or any of its delegated agencies as an ineligible person in the past 12 months;</li> <li data-bbox="368 636 991 880">(3) he or she has been imposed with administrative penalties or measures prohibiting access into the securities market by the CSRC or any of its delegated agencies due to material non-compliance of laws and regulations in the past 12 months;</li> <li data-bbox="368 917 991 1023">(4) he or she is prohibited from being a director or senior management of a company under the Company Law;</li> <li data-bbox="368 1059 991 1198">(5) he or she is prohibited from participating in any share incentive scheme of listed companies as required by laws and regulations;</li> <li data-bbox="368 1234 991 1330">(6) he or she falls under any other circumstances as determined by the CSRC.</li> </ul>	<p data-bbox="1015 180 1469 351">As there is no occurrence of any of the aforesaid circumstances, the Company has satisfied the conditions for unlocking the Restricted Shares.</p>

No.	Unlocking Conditions	Status of fulfillment										
3	<p><b>Achievement of the performance appraisal conditions of the Company:</b></p> <p>(1) The weighted average returns on net assets after deducting non-recurring profit and loss for 2023 shall not be less than 11.00% and not lower than the average performance of industry peers or the 75th percentile of the benchmarking companies;</p> <p>(2) On the basis of 2020, the compound growth rate of net profit after deducting non-recurring profit and loss attributable to the shareholders of the listed Company for 2023 shall not be less than 12% and not lower than the average performance of industry peers or the 75th percentile of the benchmarking companies;</p> <p>(3) Achieve the economic value added (EVA) performance targets of SASAC for 2023.</p>	<p>(1) The weighted average returns on net assets after deducting non-recurring profit and loss for 2023 is 11.47% and not less than 11% and higher than the 75th percentile of the benchmarking companies (9.98%), fulfilling the Unlocking Condition;</p> <p>(2) On the basis of 2020, the compound growth rate of net profit after deducting non-recurring profit and loss attributable to the shareholders of the listed Company for 2023 is 12.24% and not less than 12% and higher than the average performance of industry peers (4.02%), fulfilling the Unlocking Condition;</p> <p>(3) Achieved the economic value added (EVA) performance targets of SASAC for 2023, fulfilling the Unlocking Condition.</p>										
4	<p><b>Achievement of the performance appraisal conditions at subsidiary level:</b></p> <table border="1" data-bbox="371 1357 986 1481"> <thead> <tr> <th data-bbox="371 1357 715 1400">Results of appraisal</th> <th data-bbox="715 1357 783 1400">A</th> <th data-bbox="783 1357 852 1400">B</th> <th data-bbox="852 1357 920 1400">C</th> <th data-bbox="920 1357 986 1400">D</th> </tr> </thead> <tbody> <tr> <td data-bbox="371 1400 715 1481">Appraisal coefficient for the organization</td> <td data-bbox="715 1400 783 1481">1.0</td> <td data-bbox="783 1400 852 1481">1.0</td> <td data-bbox="852 1400 920 1481">0.8</td> <td data-bbox="920 1400 986 1481">0</td> </tr> </tbody> </table>	Results of appraisal	A	B	C	D	Appraisal coefficient for the organization	1.0	1.0	0.8	0	<p>In 2023, the performance appraisal results of the secondary organizations where the Participants are located are Grade A or Grade B, fulfilling the Unlocking Condition.</p>
Results of appraisal	A	B	C	D								
Appraisal coefficient for the organization	1.0	1.0	0.8	0								

No.	Unlocking Conditions	Status of fulfillment										
5	<p data-bbox="368 180 991 251"><b>Achievement of the performance appraisal conditions at individual level:</b></p> <table border="1" data-bbox="368 289 986 370"> <thead> <tr> <th data-bbox="368 289 544 327">Results of appraisal</th> <th data-bbox="544 289 644 327">Excellent</th> <th data-bbox="644 289 756 327">Good</th> <th data-bbox="756 289 868 327">Competent</th> <th data-bbox="868 289 986 327">Incompetent</th> </tr> </thead> <tbody> <tr> <td data-bbox="368 327 544 370">Standard coefficient</td> <td data-bbox="544 327 644 370">1.0</td> <td data-bbox="644 327 756 370">1.0</td> <td data-bbox="756 327 868 370">0.8</td> <td data-bbox="868 327 986 370">0</td> </tr> </tbody> </table>	Results of appraisal	Excellent	Good	Competent	Incompetent	Standard coefficient	1.0	1.0	0.8	0	<p data-bbox="1015 180 1471 385">In 2023, among the remaining 645 Participants under the first grant of the 2021 Restricted Share Incentive Scheme, the individual assessment results are as follows:</p> <ol data-bbox="1015 427 1471 1710" style="list-style-type: none"> <li data-bbox="1015 427 1471 668">(1) The individual assessment results of 638 Participants are excellent or good, and their proportion of Restricted Shares unlocked during the Second Unlocking Period is 100%.</li> <li data-bbox="1015 704 1471 1087">(2) The individual assessment results of 2 Participants are competent, and the proportion of Restricted Shares unlocked during the Second Unlocking Period is 80%, and the remaining 20% of Restricted Shares that have not been released will be repurchased and canceled by the Company.</li> <li data-bbox="1015 1123 1471 1710">(3) 5 Participants were disqualified for the 2021 Restricted Share Incentive Scheme for being unable to hold Restricted Shares of the Company, transferred from the Company and ceased to take office in the Company due to organizational arrangements and violation of laws and regulations, etc. The Company will repurchase from the above Participants all the Restricted Shares granted but not yet unlocked and cancel the same.</li> </ol>
Results of appraisal	Excellent	Good	Competent	Incompetent								
Standard coefficient	1.0	1.0	0.8	0								

In conclusion, the Board is of the view that the Unlocking Conditions of the Second Unlocking Period under the first grant under the 2021 Restricted Share Incentive Scheme have been fulfilled. Pursuant to the authorization obtained at general meeting and class meetings of the Company, the Company shall deal with the relevant matters in respect of unlocking Restricted Shares for the qualified Participants under the first grant upon expiry of the Second Unlocking Period.

## II. STATUS OF THE RESTRICTED SHARES UNDER THE CURRENT UNLOCKING PERIOD

The number of Participants under the first grant who are qualified for the current unlocking is 640, the number of the Restricted Shares which are involved in the unlocking is 51,877,822 Shares, accounting for 33.32% of the Restricted Shares granted to the Participants and 0.21% of the Company's total share capital as at the date of this announcement, the details are of follows:

No.	Name	Position	Number of the Restricted Shares granted ('0,000 Shares)	Number of the Restricted Shares which can be unlocked ('0,000 Shares)	Proportion to the Restricted Shares granted
<b>I. Senior management</b>					
1	KONG Dun (孔遁)	Vice president, chief engineer	40	13.3333	33.33%
2	MA Jiangqian (馬江黔)	Vice president	40	13.3333	33.33%
3	LI Xincheng (李新生)	Former vice president	40	13.3333	33.33%
4	HAN Yonggang (韓永剛)	Vice president	44.96	14.9867	33.33%
5	Zhao Bin (趙斌)	Chief economist	22.32	7.44	33.33%
6	MA Yonghong (馬永紅)	Secretary to the board of directors	22.32	7.44	33.33%
Subtotal of senior management personnel (6 people)			209.60	69.8666	33.33%
<b>II. Other Participants</b>					
Subtotal of other Participants (634 people)			15,362.07	5,117.9156	33.32%
<b>Total (640 people)</b>			<b>15,571.67</b>	<b>5,187.7822</b>	<b>33.32%</b>

## III. OPINIONS OF THE SUPERVISORY COMMITTEE

The Supervisory Committee is of the view that, the relevant content and procedures in respect of the fulfilment of Unlocking Conditions for the Second Unlocking Period under the first grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme are in compliance with the Administration Measures on Share Incentives of Listed Companies and other laws and regulations and relevant provisions of the 2021 Restricted Share Incentive Scheme. The achievement of the performance appraisal conditions for the Second Unlocking Period under the first grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme, the achievement of the performance appraisal conditions at individual level and the status of the Restricted Shares that can be unlocked during the Unlocking Period are legal and valid, and approves the Company to deal with relevant unlocking procedures in respect of the 51,877,822 Restricted Shares granted to the 640 Participants eligible for unlocking after the expiry of the Second Unlocking Period pursuant to the authorization obtained at general meeting and class meetings of the Company and in accordance with the relevant provisions of the 2021 Restricted Share Incentive Scheme.

#### IV. CONCLUSIVE VIEWS OF THE LEGAL OPINION

According to Beijing Jia Yuan Law Offices:

1. As of the date of the legal opinion, the necessary authorization and approval have been obtained in respect of the unlocking for the Second Unlocking Period under the first grant of the 2021 Restricted Share Incentive Scheme;
2. The Unlocking Conditions of the Second Unlocking Period under the first grant of the 2021 Restricted Share Incentive Scheme have been fulfilled; the qualification of the relevant Participants eligible for unlocking in the Second Unlocking Period under the first grant of the 2021 Restricted Share Incentive Scheme is legal and valid, and the number of unlocking Restricted Shares is in compliance with the relevant provisions of the 2021 Restricted Share Incentive Scheme.

By order of the Board  
**China Railway Group Limited**  
**Chen Yun**  
*Chairman*

Beijing, the PRC  
30 October 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.*