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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
RESERVED GRANT OF THE 2021 RESTRICTED SHARE INCENTIVE
SCHEME AND THE LISTING OF THE UNLOCKED RESTRICTED
SHARES 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, 30 October 2024, 20 December 2024, 13 March 2025, 9 June 2025, 19 November 2025 and 25 November 2025 in relation to the repurchase and cancellation of part of the Restricted Shares, the announcements dated 29 December 2023, 5 February 2024, 30 August 2024, 30 October 2024, 25 November 2024, 13 March 2025 and 25 March 2025 in relation to the fulfillment of the Unlocking Conditions 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 17th meeting of the sixth session of the Board was held by the Company on 31 December 2025, at which the Proposal on the Fulfillment of the Unlocking Conditions for the Second Unlocking Period under the Reserved 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 RESERVED GRANT OF THE 2021 RESTRICTED SHARE INCENTIVE SCHEME

1. Expiration 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 Reserved Grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme was completed on 30 November 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 Reserved Grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme commenced on 1 December 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 Reserved Grant of the 2021 Restricted Share Incentive Scheme is as follows:

No.	Unlocking Conditions	Status of fulfillment
1	<p>None of the following events with respect to the Company has occurred:</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>	As there is no occurrence of any of the aforesaid circumstances, the Company has satisfied the conditions for unlocking the Restricted Shares.
2	<p>None of the following events with respect to the Participant has occurred:</p> <p>(1) he or she has been determined by the Shanghai Stock Exchange as an ineligible person in the past 12 months;</p> <p>(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;</p> <p>(3) he or she has been imposed with administrative penalties or measures prohibiting access into the securities market</p>	As there is no occurrence of any of the aforesaid circumstances, the Company has satisfied the conditions for unlocking the Restricted Shares.

No.	Unlocking Conditions	Status of fulfillment
	<p>by the CSRC or any of its delegated agencies due to material non-compliance of laws and regulations in the past 12 months;</p> <p>(4) he or she is prohibited from being a director or senior management of a company under the Company Law;</p> <p>(5) he or she is prohibited from participating in any share incentive scheme of listed companies as required by laws and regulations;</p> <p>(6) he or she falls under any other circumstances as determined by the CSRC.</p>	
3	<p>Achievement of the performance appraisal conditions of the Company:</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>

No.	Unlocking Conditions	Status of fulfillment										
4	Achievement of the performance appraisal conditions at subsidiary level: <table border="1" data-bbox="382 292 975 425"> <thead> <tr> <th>Results of appraisal</th><th>A</th><th>B</th><th>C</th><th>D</th></tr> </thead> <tbody> <tr> <td>Appraisal coefficient for the organization</td><td>1.0</td><td>1.0</td><td>0.8</td><td>0</td></tr> </tbody> </table>	Results of appraisal	A	B	C	D	Appraisal coefficient for the organization	1.0	1.0	0.8	0	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.
Results of appraisal	A	B	C	D								
Appraisal coefficient for the organization	1.0	1.0	0.8	0								
5	Achievement of the performance appraisal conditions at individual level: <table border="1" data-bbox="382 601 975 776"> <thead> <tr> <th>Results of appraisal</th><th>Excellent</th><th>Good</th><th>Competent</th><th>Incompetent</th></tr> </thead> <tbody> <tr> <td>Standard coefficient</td><td>1.0</td><td>1.0</td><td>0.8</td><td>0</td></tr> </tbody> </table>	Results of appraisal	Excellent	Good	Competent	Incompetent	Standard coefficient	1.0	1.0	0.8	0	In 2023, the individual assessment results of the 50 Participants under the Reserved Grant of the 2021 Restricted Share Incentive Scheme are excellent or good, and their proportion of Restricted Shares unlocked during the Second Unlocking Period is 100%.
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 for the second unlocking period under the reserved grant of the restricted shares under the Company's 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 Reserved Grant.

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

The number of Participants under the Reserved Grant who are qualified for the current unlocking is 50, the number of the Restricted Shares which are involved in the unlocking is 3,973,988 Shares, accounting for approximately 0.02% of the Company's total share capital as at the date of this announcement, the details are as follows:

No.	Name	Position	Number of the	Number of the	Restricted	Proportion to
			Restricted Shares granted ('0,000 Shares)	Shares granted ('0,000 Shares)	Shares which can be unlocked ('0,000 Shares)	the Restricted Shares granted
I.	Senior management					Nil
II.	Other Participants					
	Subtotal of other Participants (50 people)			1,192.20	397.3988	33.33%
	Total (50 people)			1,192.20	397.3988	33.33%

Note: The fifteenth meeting of the sixth session of the Board was held by the Company on 29 September 2025, at which the Proposal on the Repurchase and Cancellation of Certain Restricted Shares under the 2021 Restricted Share Incentive Scheme was considered and approved. Due to the fact that the performance evaluation indicators set out at the Company level for the third unlocking period of the Company's 2021 Restricted Share Incentive Scheme have not been met, the Company repurchased and canceled all 3,973,987 Restricted Shares granted to 50 Participants under the reserved grant but have not met the unlocking conditions for the third unlocking period. The number of Restricted Shares granted in the table above includes the aforementioned repurchased and canceled shares.

III. OPINION OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD

The tenth meeting of the sixth session of the Remuneration and Appraisal Committee of the Board considered and approved the Proposal on the Fulfillment of the Unlocking Conditions for the Second Unlocking Period under the Reserved Grant of the Restricted Shares under the 2021 Restricted Share Incentive Scheme. The meeting held that the relevant contents and procedures of the fulfillment of the unlocking conditions for the second unlocking period under the reserved grant of the restricted shares under the Company's share incentive scheme were in compliance with laws and regulations including the Administrative Measures on Incentive Scheme of Listed Companies and the relevant provisions of the 2021 Restricted Share Incentive Scheme. The fulfillment status of the unlocking conditions for the second unlocking period under the reserved grant of the restricted shares under the Company's share incentive scheme, the fulfillment status of the individual performance appraisal of the Participants and the status of the unlocking Restricted Shares in the unlocking period are legal and valid. The meeting agreed that the Company shall, in accordance with the authorization obtained at general meeting and class meetings and pursuant to the relevant provisions of the 2021 Restricted Share Incentive Scheme, handle the unlocking and relevant procedures for the 3,973,988 Restricted Shares held by 50 Participants who met the Unlocking Conditions under the Reserved Grant of the Restricted Shares.

IV. LISTING AND CIRCULATION ARRANGEMENTS FOR RESTRICTED SHARES UNLOCKED AND CHANGES IN SHARE CAPITAL STRUCTURE UNDER THE CURRENT UNLOCKING PERIOD

- (1) The listing and circulation date of the Restricted Shares unlocked under the current unlocking period is 8 January 2026.
- (2) The number of Restricted Shares unlocked under the current unlocking period is 3,973,988.
- (3) Restricted Shares unlocked under the current unlocking period do not involve senior management of the Company.

(4) Changes in the Company's capital structure after the current unlocking of Restricted Shares

Class of Shares	Before this change (Shares)		This change (Shares) (+/-)	After this change (Shares)	
	Number of Shares	Proportion		Number of Shares	Proportion
Restricted A Shares	4,037,688	0.02%	-3,973,988	63,700	0.0003%
Unrestricted A Shares	20,474,857,941	82.94%	+3,973,988	20,478,831,929	82.9563%
H Shares	4,207,390,000	17.04%	0	4,207,390,000	17.0434%
Total number of Shares	24,686,285,629	100%	0	24,686,285,629	100%

V. 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 Reserved Grant of the 2021 Restricted Share Incentive Scheme;
2. The Unlocking Conditions of the Second Unlocking Period under the Reserved 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 Reserved 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 Wenjian
Chairman

Beijing, the PRC
4 January 2026

As at the date of this announcement, the executive directors of the Company are Mr. CHEN Wenjian (Chairman) and Mr. WANG Shiqi; 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.