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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)**

**RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR  
ELECTION OF CHAIRMAN  
CHANGE OF PRESIDENT  
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

**RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of China Railway Group Limited (the “**Company**”) received the written resignation report from Mr. Chen Yun on 12 March 2025 due to his age (retirement). Mr. Chen Yun has tendered his resignation as an executive director, the Chairman, chairman and member of the Strategy Committee under the Board, chairman and member of the Nomination Committee under the Board and the legal representative of the Company. Upon his resignation, Mr. Chen Yun will not hold any position in the Company. According to the requirements of the Company Law, the articles of association of the Company and others, the resignation of Mr. Chen Yun would not result in the number of members of the Board being less than the minimum quorum and would not affect the normal operation of the Board and normal production and operation of the Company, the resignation shall take effect upon receipt by the Board.

Mr. Chen Yun confirmed that he had no disagreement with the Board and the Company and there were no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

During his tenure of service as an executive director, the Chairman and the legal representative of the Company, Mr. Chen Yun had always been industrious, devoted, diligent and dedicated; he had made significant contributions in multiple aspects such as promoting the Company’s high-quality development, improving the Company’s corporate governance ability, promoting corporate reform and development and etc. The Company and the Board would like to express sincere gratitude to Mr. Chen Yun for his significant contributions to the Company.

## ELECTION OF CHAIRMAN

The Board announces that on 13 March 2025, the Board has resolved to elect Mr. Chen Wenjian, currently being an executive director of the Company, as the Chairman of the Company, the term of office of which will commence from the date of the relevant Board resolution (i.e. 13 March 2025) until the expiry of the term of office of the sixth session of the Board.

The biographic details of Mr. Chen Wenjian are set as follows:

**Mr. Chen Wenjian**, (no other former name/alias), aged 52, senior engineer, currently is the Secretary to the CPC Committee of the Company, Chairman of the Company, chairman of the Strategy Committee, chairman of the Nomination Committee, and chairman of the Safety, Health and Environmental Protection Committee under the Board, and is concurrently the Chairman and the Secretary to the CPC Committee of China Railway Engineering Group Company Limited (“CREC”). He served as the General Manager and the Secretary to the CPC Committee of the Algeria branch of CSCEC from January 2007 to September 2014; the General Manager of the Overseas Business Department of China State Construction Engineering Corporation Limited (“CSCEC”) from September 2014 to August 2016; the General Manager and the Secretary to the Community Party Working Committee of the Overseas Business Department of CSCEC from August 2016 to December 2017; the General Manager and the Secretary to the Community Party Working Committee of the Overseas Business Department of CSCEC and the General Manager of the Overseas Department of CSCEC from December 2017 to June 2018; the General Manager of the Overseas Department of CSCEC and the Chairman and the Secretary to the CPC Committee of the China State Construction Engineering Corporation International Operations (“CSCEC International Operations”) from June 2018 to October 2018; the General Manager of the Overseas Department of CSCEC, the Chairman and the Secretary to the CPC Committee of CSCEC International Operations and the Chairman of China Construction (South Pacific) Development Co., Pte Ltd. from October 2018 to March 2020; the Secretary to the CPC Committee and the Chairman of the China Construction Third Engineering Bureau Co., Ltd. from March 2020 to November 2020. He served as the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC from November 2020 to December 2020. He served as the President, an executive director, and the Deputy Secretary to the CPC Committee of the Company, and the General Manager, a director and the Deputy Secretary to the CPC Committee of CREC from December 2020 to February 2025; he served as the President, an executive director, and the Secretary to the CPC Committee of the Company, and the Chairman and the Secretary to the CPC Committee of CREC from February 2025 to March 2025; he served as the Chairman, and the Secretary to the CPC Committee of the Company, and the Chairman and the Secretary to the CPC Committee of CREC since March 2025.

Mr. Chen Wenjian graduated from Tsinghua University in the PRC in 1996 with a major in Structural Engineering from the Department of Civil Engineering and a major in Environmental Engineering from the Department of Environmental Engineering, and obtained a bachelor’s degree in Structural Engineering and a bachelor’s degree in Environmental Engineering, and subsequently a master’s degree in business administration from the Saïd Business School of Oxford University in the UK in 2006.

Save as disclosed herein, Mr. Chen Wenjian has confirmed that (1) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

Mr. Chen Wenjian, as an executive director and the Chairman of the Company, will receive remuneration that is determined with reference to the operating results of the Company and Mr. Chen Wenjian’s performance in fulfilling his duties. Remuneration to be received by Mr. Chen Wenjian mentioned above includes salary, discretionary bonus, contributions to retirement benefit scheme and other benefits. Details of the remuneration of the directors of the Company are available in the Company’s annual report.

In respect to the election of Mr. Chen Wenjian as the Chairman of the Company, Mr. Chen Wenjian has confirmed that there is no other information that is required to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”) and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

## **CHANGE OF PRESIDENT**

The Board announces that Mr. Chen Wenjian will cease to act as the President of the Company with effect from 13 March 2025 due to change of work duties.

Mr. Chen Wenjian confirmed that he had no disagreement with the Board and the Company and there were no matters relating to his cessation to act as the President of the Company that need to be brought to the attention of the shareholders of the Company.

Following the re-designation of Mr. Chen Wenjian from President to Chairman, the position of President of the Company will be temporarily vacant. In order to comply with Code Provision C.2.1 of Part II of Appendix C1 to the Hong Kong Listing Rules, the Company is committed to identifying a suitable candidate with appropriate professional qualifications or relevant expertise to be appointed as the President of the Company as soon as practicable. The Company will make further announcement regarding the above matter in due course.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that on 13 March 2025, the Board has approved the change in composition of the strategy committee (“**Strategy Committee**”) and nomination committee (“**Nomination Committee**”) under the Board. Details of which are as follows:

1. The Strategy Committee consists of 4 members, namely Mr. Chen Wenjian, Mr. WEN Limin, Mr. Xiu Long and Mr. Tu Haiming, Mr. Chen Wenjian serving as the chairman.
2. The Nomination Committee consists of 3 members, namely Mr. Chen Wenjian, Ms. Sun Lishi and Mr. Tu Haiming, Mr. Chen Wenjian serving as the chairman.

The composition of other Board committees will remain unchanged

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

Beijing, the PRC  
13 March 2025

*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 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.*