OVERVIEW

The Company's history can be traced back to 1997 when its predecessor, Kazakhstan Temir Zholy Republican State Enterprise, was established in Kazakhstan on 31 January 1997 by resolution of the Government through the merger of the following republican state enterprises: Almaty Railway Administration, Tselinny Railway Administration, and West Kazakhstan Railway Administration.

On 15 May 2002, National Company Kazakhstan Temir Zholy Closed Joint Stock Company was formed on the basis of resolution of the Government through the merger of Kazakhstan Temir Zholy Republican State Enterprise and its state-owned subsidiaries.

On 1 April 2004, National Company Kazakhstan Temir Zholy Closed Joint Stock Company was reorganised into Joint Stock Company《National Company《Kazakhstan Temir Zholy》. As of the Latest Practicable Date, the Company was wholly-owned by Samruk-Kazyna which, in turn, is wholly owned by Government.

KEY MILESTONES OF THE COMPANY

The following is a summary of the Company's key business development milestones:

Year	**Event**
1997	The Company's predecessor, Kazakhstan Temir Zholy Republican State Enterprise, was established through the merger of the three existing railway networks in Kazakhstan at that time.
2001	The launch of the Aksu-Degelen railway line, spanning 187 km, which established the shortest rail connection between the Semey region and Pavlodar.
2002	The Company was formed as a closed joint stock company.
2004	The Company was reorganised into a joint stock company.
2004	The launch of the Khromtau-Altynsarino railway line, spanning 404 km, which established a direct rail connection between the Kostanay and Aktobe regions.
2008	The launch of the Shar-Ust-Kamenogorsk railway line, spanning 150 km, which connected the national railway network within the borders of Kazakhstan. The railway lines provided the shortest ways of freight transport on TransKazakhstan routes in the West-East and North-South directions.
2012	The launch of the Zhetygen-Altynkol (Khorgos) railway line, which links the China-Kazakhstan border with China's inland railways. From the border, the railway is extended west, joining the Sary-Ozek railway line to become the second cross-border rail link between the two countries.

Year	Event
2014	The launch of a 930 km rail link, running from Ozen, western Kazakhstan through Turkmenistan to Gorgan in north-western Iran. The new link opens up access to the Middle East and its ports through Iran for Kazakhstan and Turkmenistan, and to China and the Pacific Ocean through Kazakhstan for Iran and Turkmenistan.
2014	The launch of the Zhezkazgan-Beineu railway line, reducing the distance from China to Europe by approximately 1,200 km.
2015	The launch of the Khorgos dry port, the largest dry port and multimodal logistics hub in Central Asia.
2015	The launch of the Arkalyk-Shubarkol railway line, spanning 214 km, which reduced the distance of transportation from Central Kazakhstan to the Northern regions by an average of 550 km.
2018	The launch of the Kuryk seaport, which is nestled in a natural bay strategically located on the eastern coast of the Caspian Sea, south of the Aktau seaport.
2025	The launch of the second line of the Dostyk-Moiynty railway, spanning 836 km, with the objective of expanding capacity along the eastern international transit corridor to China.
2025	Completion of the construction of the first phase of the international container hub at the Aktau seaport.
2026	The Company established the MTN Programme for the issuance of up to US$3,000,000,000 in aggregate principal amount of Notes, and issued two series of Notes thereunder in April 2026.

CORPORATE DEVELOPMENT

Early development of the predecessor of the Company

The Kazakhstan railway system originally formed part of the Soviet Union's rail network and was divided into three railways operated under the control of the Soviet Railway Ministry. Following the dissolution of the Soviet Union in 1991, economic disruption led to a sharp decline in rail transport volumes during the 1990s. In 1997, the Government restructured the sector by merging the three railways to consolidate operations and stabilize finances. As part of this reform, the Company's predecessor, Kazakhstan Temir Zholy Republican State Enterprise, was established on 31 January 1997 by resolution of the Government through the merger of the following republican state enterprises: Almaty Railway Administration, Tselinny Railway Administration and West Kazakhstan Railway Administration, with the Government, acting through the Ministry of Transport, as the sole owner of the property of the state enterprise.

Transformation into a closed joint stock company

In 2002, the Government established National Company Kazakhstan Temir Zholy Closed Joint Stock Company that was formed through the merger of the Company's predecessor, Kazakhstan Temir Zholy Republican State Enterprise, and its state-owned subsidiaries.

Reorganisation into a joint stock company and subsequent restructuring

In 2004, National Company Kazakhstan Temir Zholy Closed Joint Stock Company was reorganised into Joint Stock Company 《National Company 《Kazakhstan Temir Zholy》. In January 2006, all of the Company's shares were transferred from the Government to Samruk, the predecessor of Samruk-Kazyna, which then succeeded to ownership by operation of law. Since then, Samruk-Kazyna has remained the sole shareholder of the Company.

In subsequent years, the Government and Samruk-Kazyna continued to implement reforms aimed at optimizing corporate governance within portfolio companies, gradually divesting non-core assets and clarifying roles and responsibilities across operating subsidiaries. Under this mandate, the Company carried out an extensive disposal programme between 2014 and 2021, which significantly streamlined the Group's structure.

Shareholding changes of the Company

As at the Latest Practicable Date, the Company had 502,040,458 authorised Shares, of which 496,695,676 were placed and paid-in and are held by Samruk-Kazyna.

During the two years immediately preceding the date of this Document, the Company had the following shareholding changes:

– on 11 December 2024, the Company placed 1,000 Shares to Samruk-Kazyna for a cash consideration of KZT13,272,667,000;

– on 8 August 2025, the Company placed 1,000 Shares to Samruk-Kazyna for a total consideration of KZT24,936,502,000, such consideration having been satisfied by the injection of certain railway related assets by Samruk-Kazyna; and

– on 11 November 2025, the Company placed ten Shares to Samruk-Kazyna for a total consideration of KZT3,855,053,000, such consideration having been satisfied by the injection of certain railway related assets by Samruk-Kazyna.

MAJOR SUBSIDIARIES OF THE COMPANY

During the Track Record Period, the Group carried out its business principally through the Company (as the operator of the mainline railway network) and nine Major Subsidiaries (covering freight transportation, transport and logistics services, passenger transportation and other support services). Details of the nine Major Subsidiaries are set out below:

Name of subsidiary	Date of establishment	Place of establishment	Percentage of equity interest held by the Group	Principal business activities
KTZ-FT	14 October 2003	Kazakhstan	100%	Freight transportation and locomotive haulage
KTZ Express	24 May 2002	Kazakhstan	100%	Multimodal transportation

Name of subsidiary	Date of establishment	Place of establishment	Percentage of equity interest held by the Group	Principal business activities
Kaztemirtrans	21 October 2003	Kazakhstan	100%	Freight carriage operation
Kedentransservice	24 August 1999	Kazakhstan	100%	Freight forwarding services, rolling stock operation and terminal services
KTZE – Khorgos Gateway	1 December 2009	Kazakhstan	51%	Dry port services
International Sea Trade Port of Aktau(1)	11 October 1996	Kazakhstan	100%(1)	Vessel loading and unloading work and vessel servicing
Port Kuryk	23 July 2012	Kazakhstan	100%	Freight transhipment and vessel servicing
Passenger Transportation	21 May 2002	Kazakhstan	100%	Passenger transportation
KTZ-Passenger Locomotives	31 August 2021	Kazakhstan	100%	Locomotive rolling stock services

Note:

(1) The shares in International Sea Trade Port of Aktau are legally owned by Samruk-Kazyna and have been transferred to the Company under a trust management agreement dated 29 November 2013. Pursuant to this arrangement, the Company, as trustee, is entitled to exercise certain shareholder rights in respect of International Sea Trade Port of Aktau, including the right to manage its activities and the right to receive dividends attributable to such shares. Accordingly, for operational and financial reporting purposes, the Company treats International Sea Trade Port of Aktau as a subsidiary.

KTZ-FT

The Group operates its freight transportation business through KTZ-FT which was designated by the resolution of the Government as the national carrier of cargo in September 2017. KTZ-FT (formerly JSC Lokomotiv) is a limited liability partnership organised under the laws of Kazakhstan. KTZ-FT was registered with the Ministry of Justice of Kazakhstan as a joint stock company on 14 October 2003 under the name JSC Lokomotiv. In August 2020, by a decision of the Company, KTZ-FT was transformed from a joint stock company into a limited liability partnership. As at the Latest Practicable Date, KTZ-FT had a charter capital of KZT78,064,127,171. The Company is the sole participant of KTZ-FT and holds 100% participation interest in the charter capital of KTZ-FT. During the two years immediately preceding the date of this Document, the charter capital of KTZ-FT had the following changes:

– the charter capital of KTZ-FT was increased to KZT 64,791,460,171 in October 2024; and

– the charter capital of KTZ-FT was increased to KZT 78,064,127,171 in November 2024.

KTZ Express

The Group operates its logistics and transportation business through KTZ Express. KTZ Express is a joint stock company organised under the laws of Kazakhstan. KTZ Express was registered with the Ministry of Justice of Kazakhstan on 24 May 2002. As at the Latest Practicable Date, KTZ Express had 12,822,011 authorised ordinary shares, of which 3,773,042 were placed and paid-in and held by the Company. As at the Latest Practicable Date, the charter capital of KTZ Express was KZT 41,313,563,000. There has been no change in KTZ Express's issued share capital within the two years immediately preceding the date of this Document. The Company is the sole shareholder of KTZ Express.

Kaztemirtrans

The Group's freight railcar fleet is owned by Kaztemirtrans. Kaztemirtrans is a joint stock company organised under the laws of Kazakhstan. Kaztemirtrans was registered with the Ministry of Justice of Kazakhstan on 21 October 2003. As at the Latest Practicable Date, Kaztemirtrans had 123,000,000,000 authorised ordinary shares, of which 64,669,773 were placed and paid-in and held by the Company. As at the Latest Practicable Date, the charter capital of Kaztemirtrans was KZT 70,238,739,000. There has been no change in Kaztemirtrans's issued share capital within the two years immediately preceding the date of this Document.

Kedentransservice

The Group operates logistics terminals through Kedentransservice. Kedentransservice was established on 24 August 1999. As at the Latest Practicable Date, Kedentransservice had 1,455,242 authorised ordinary shares, of which 1,297,384 were placed and paid-in and held by the Company. As at the Latest Practicable Date, the charter capital of Kedentransservice was KZT 3,401,403,000. There has been no change in Kedentransservice's issued share capital within the two years immediately preceding the date of this Document.

KTZE – Khorgos Gateway

The Group operates the Khorgos dry port through KTZE – Khorgos Gateway. KTZE – Khorgos Gateway is a limited liability partnership organised under the laws of Kazakhstan. KTZE – Khorgos Gateway was established on 1 December 2009 by KTZ Express as part of the implementation of the Khorgos – Eastern Gate SEZ project. In May 2017, KTZ Express entered into an agreement with COSCO Container Lines (Hong Kong) Co., Limited and Shanhai (Hong Kong) Investment & Development Company Limited for the sale of a 49% participation interest in KTZE-Khorgos Gateway. In June 2017, KTZ Express registered the transfer of 24.5% and 24.5% participation interests in KTZE – Khorgos Gateway's charter capital to Shanhai (Hong Kong) Investment & Development Company Limited and COSCO Container Lines (Hong Kong) Co., Limited, respectively. As at the Latest Practicable Date, KTZE – Khorgos Gateway's participants were (i) KTZ Express (as to 51% participation interest), Shanhai (Hong Kong) Investment & Development Company Limited (as to 24.5% participation interest) and COSCO Container Lines (Hong Kong) Co., Limited (as to 24.5% participation interest). As at the Latest Practicable Date, KTZE – Khorgos Gateway's charter capital amounted to KZT 36,380,316,000. There has been no change in KTZE – Khorgos Gateway's charter capital within the two years immediately preceding the date of this Document.

International Sea Trade Port of Aktau

The Group operates the Aktau seaport through International Sea Trade Port of Aktau. International Sea Trade Port of Aktau was originally established on 11 October 1996 as a republican state enterprise. On 4 December 2012, it was transformed into a joint stock company. In January 2025, it changed its name from Aktau Sea Commercial Port National Company JSC to Joint Stock Company «National Company «International Sea Trade Port of Aktau».

Samruk-Kazyna is the legal owner of 100% of the shares in International Sea Trade Port of Aktau. Pursuant to a trust management agreement dated 29 November 2013 between Samruk-Kazyna and the Company, Samruk-Kazyna transferred International Sea Trade Port of Aktau to the trust management of the Company in order to facilitate the management of transportation and logistics through the Aktau seaport. Under the arrangement, the Company, as trustee, is entitled to exercise certain shareholder rights in respect of International Sea Trade Port of Aktau, including the right to manage its activities and the right to receive dividends attributable to such shares.

As at the Latest Practicable Date, International Sea Trade Port of Aktau had 25,479,890 authorised ordinary shares, all of which were placed and fully paid and are owned by Samruk-Kazyna and under the Company's trust management. As at the Latest Practicable Date, the charter capital of International Sea Trade Port of Aktau was KZT 25,479,890,000. There has been no change in International Sea Trade Port of Aktau's issued share capital within the two years immediately preceding the date of this Document.

Port Kuryk

The Group operates the Kuryk seaport through Port Kuryk. Port Kuryk is a limited liability partnership organised under the laws of Kazakhstan. Port Kuryk was established on 23 July 2012 by the Company. As at the Latest Practicable Date, Port Kuryk had a charter capital of KZT 98,469,275,371. The Company is the sole participant of Port Kuryk and holds 100% participation interest in the charter capital of Port Kuryk. On 19 March 2026, Port Kuryk's charter capital was increased by KZT 32,161,719,635 and constituted the amount of KZT 98,469,275,371. Save as disclosed above, there has been no change in Port Kuryk's charter capital within the two years immediately preceding the date of this Document.

Passenger Transportation

The Group operates its passenger transportation business through Passenger Transportation, which was granted the status of national carrier in December 2004. Passenger Transportation is a joint stock company organised under the laws of Kazakhstan. Passenger Transportation was registered with the Ministry of Justice of Kazakhstan on 21 May 2002. As at the Latest Practicable Date, Passenger Transportation had 80,133,127 authorised ordinary shares, of which 69,760,455 were placed and paid-in and held by the Company. As at the Latest Practicable Date, the charter capital of Passenger Transportation was KZT 93,865,834,000. On 12 March 2025, one ordinary share of Passenger Transportation was placed to the Company. Save as disclosed above, there has been no change in Passenger Transportation's issued share capital within the two years immediately preceding the date of this Document.

KTZ-Passenger Locomotives

The Group's passenger locomotives are owned by KTZ-Passenger Locomotives. KTZ-Passenger Locomotives is a limited liability partnership organised under the laws of Kazakhstan. KTZ-Passenger Locomotives was registered with the Ministry of Justice of Kazakhstan on 31 August 2021. As at the Latest Practicable Date, KTZ-Passenger Locomotives had a charter capital of KZT 96,890,536,000. The Company is the sole participant of KTZ-Passenger Locomotives and holds 100% participation interest in the charter capital of KTZ-Passenger Locomotives. There has been no change in KTZ-Passenger Locomotives's charter capital within the two years immediately preceding the date of this Document.

PUBLIC FLOAT

Rule 8.08 of the Listing Rules requires that there must be an open market in the securities for which listing is sought. This will normally mean that for a class of securities new to listing, at least a minimum prescribed percentage of that class of securities must be held by the public at the time of listing. Where the expected market value of the class of securities at the time of listing exceeds HK$6,000,000,000 but does not exceed HK$30,000,000,000, the minimum percentage of such securities that must be held by the public at the time of listing is the higher of: (i) the percentage that would result in the expected market value of such securities held by the public to be HK$1,500,000,000 at the time of listing; and (ii) 15%. Based on (i) the indicative **[REDACTED]** range of HK$**[REDACTED]**, HK$**[REDACTED]** and HK$**[REDACTED]** per **[REDACTED]** (being the low end, mid-point and high end of the **[REDACTED]** range, respectively), and (ii) **[REDACTED]** are expected to be in issue immediately upon completion of **[REDACTED]**, it is expected that the market value of the **[REDACTED]** at the time of **[REDACTED]** will be HK$**[REDACTED]** million, HK$**[REDACTED]** million, and HK$**[REDACTED]** million, respectively.

The Shares held by Samruk-Kazyna, representing approximately **[REDACTED]**% of the total issued Shares upon the completion of the **[REDACTED]**, will not be counted towards public float. Save as disclosed above, no other Shareholder is a core connected person of the Company as defined in the Listing Rules. Therefore, the Shares held by the other Shareholders, representing approximately **[REDACTED]**% of the issued share capital of the Company upon the completion of the **[REDACTED]**, will count towards the public float for the purposes of Rule 8.08 of the Listing Rules, which is in compliance with the requirement under Rule 8.08(1) of the Listing Rules.

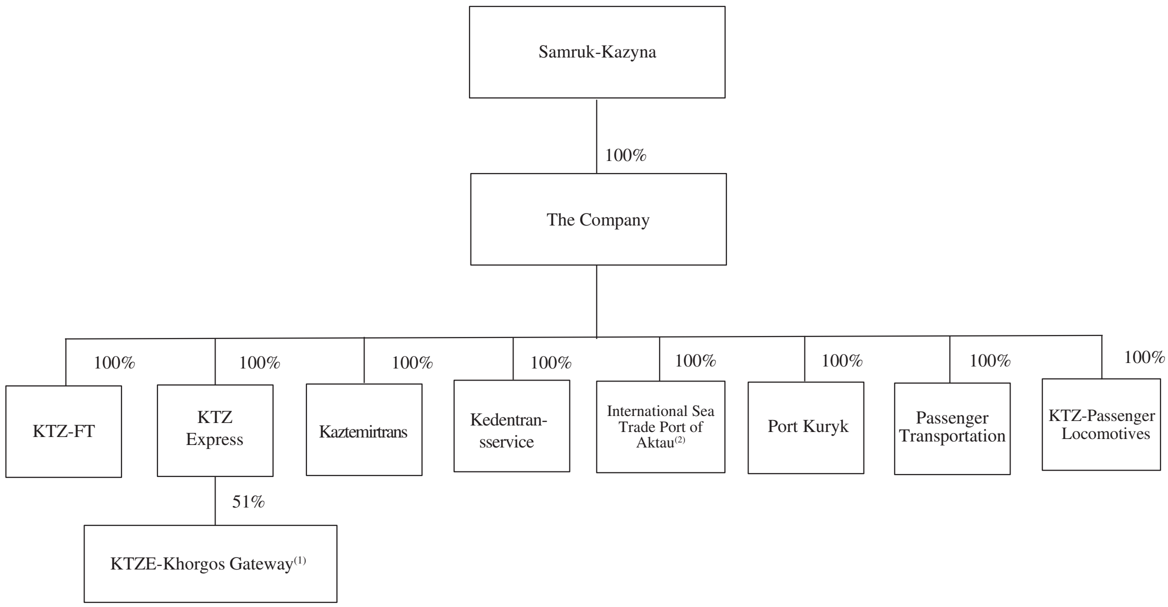
FREE FLOAT

Rule 8.08A of the Listing Rules provides that, there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. This will normally mean that the portion of the class of shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (i) represent at least 10% of the total number of issued shares in the class of shares for which listing is sought (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (ii) have an expected market value at the time of listing of not less than HK$600,000,000. The Company is expected to satisfy the free float requirement under Rule 8.08A(1) of the Listing Rules.

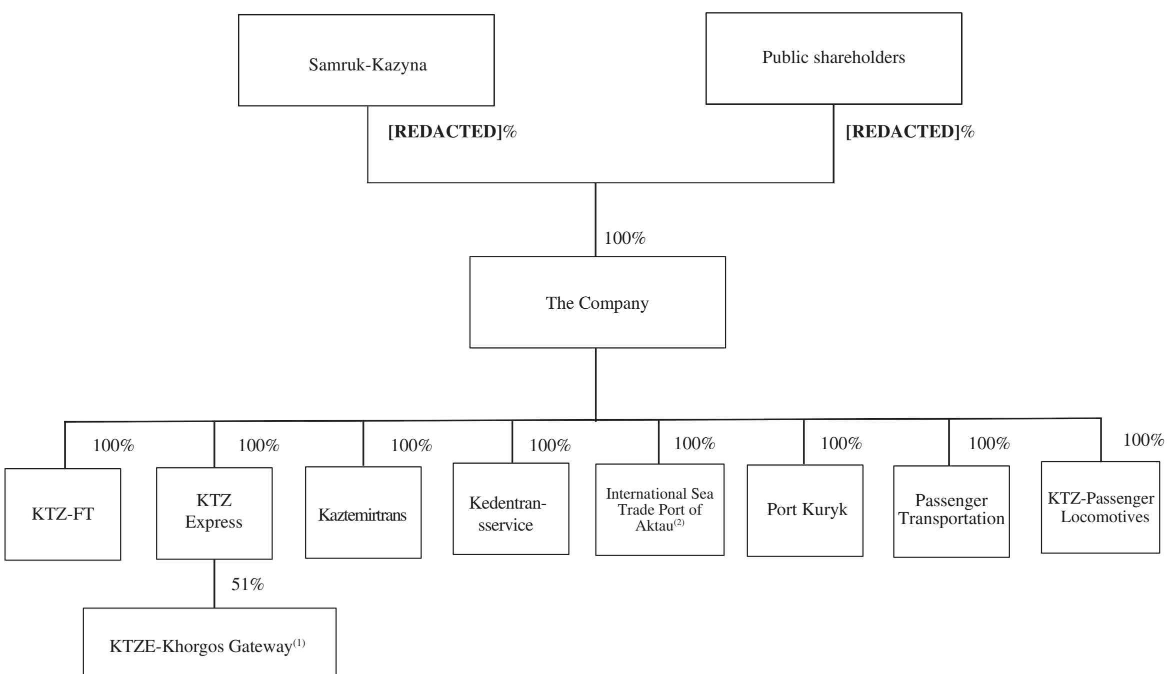
CORPORATE STRUCTURE

The following diagrams illustrate a simplified shareholding and corporate structure of the Group (comprising the Company and the Major Subsidiaries) (1) as at the Latest Practicable Date and immediately before completion of the **[REDACTED]** and (2) immediately following completion of the **[REDACTED]**.

1. Immediately prior to completion of the [REDACTED]



2. Immediately following completion of the [REDACTED]



Notes:

(1) The remaining 49% participation interest in KTZE – Khorgos Gateway is held by Shanhai (Hong Kong) Investment & Development Company Limited (as to 24.5% participation interest) and COSCO Container Lines (Hong Kong) Co., Limited (as to 24.5% participation interest), both independent third parties to the Group.

(2) The entire equity capital of International Sea Trade Port of Aktau is legally owned by Samruk-Kazyna and under trust management by the Company.

REASONS FOR [REDACTED], [REDACTED]

The Company is currently **[REDACTED]**. The Directors consider that, in addition to the importance of obtaining **[REDACTED]** status, it would be beneficial for the Company and in the interests of the Shareholders as a whole to have the **[REDACTED]**, **[REDACTED]** and **[REDACTED]** in Hong Kong, London and Kazakhstan for the following reasons:

(i) the **[REDACTED]** in Hong Kong and Kazakhstan can facilitate the "High-quality Development of the Belt and Road Initiative" and promote closer ties between the PRC and Kazakhstan;

(ii) the **[REDACTED]** in Hong Kong, London and Kazakhstan attract different **[REDACTED]**. A triple **[REDACTED]** across these three jurisdictions will provide the Company with ready access to three distinct equity markets. The Stock Exchange and the London Stock Exchange, as leading international financial markets, offer the Company direct access to international capital, enhancing its fund-raising capabilities and broadening its shareholder base. The AIX, as a leading stock exchange in Kazakhstan, enables local **[REDACTED]** who are familiar with the Company's business and operations to **[REDACTED]** directly in the Company. Accordingly, **[REDACTED]** would provide the Company with diverse and viable sources of capital to support its business growth; and

(iii) **[REDACTED]** status on the Stock Exchange and the London Stock Exchange will further enhance the Company's business profile internationally, thereby strengthening its ability to attract customers, business partners and strategic **[REDACTED]**, as well as to recruit, motivate and retain key management personnel.