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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CRRC Corporation Limited**, you should at once hand this circular and the form of proxy for the annual general meeting to the purchaser or the transferee or to the bank, licensed dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國中車股份有限公司
CRRC CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1766)

ANNUAL GENERAL MEETING

A notice convening the AGM of CRRC Corporation Limited to be held at Conference Room No. 9, 2/F, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 16 June 2026 is set out on pages 6 to 9 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM. If you intend to attend the AGM by proxy, you are required to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof in any event. Completion and return of the form of proxy will not preclude you from attending, and voting at, the AGM or at any adjourned meeting if you so wish.

22 May 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the SSE (Stock Code: 601766)
“A Shareholder(s)”	holder(s) of A Share(s)
“AGM”	the annual general meeting of the Company to be held at Conference Room No. 9, 2/F, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 16 June 2026
“Articles of Association”	the Articles of Association of CRRC Corporation Limited, as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company” or “CRRC”	CRRC Corporation Limited (中國中車股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H Shares and the A Shares of which are listed on the Hong Kong Stock Exchange and the SSE, respectively
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“CSRC”	China Securities Regulatory Commission
“Debenture(s)”	one or a portfolio of debt financing instruments proposed to be issued by the Company, including corporate bonds, enterprise bonds, ultra-short-term debentures, short-term debentures, medium-term notes, perpetual bonds, assets-backed debentures, corporate bonds for tech innovation, overseas bonds, A Share convertible bonds, H Share convertible bonds or other new types of bonds issued in the PRC (hereinafter referred to as the “Debentures”), with the total outstanding balance of all types of debentures in issue not exceeding the equivalent of RMB35 billion
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in HK dollars (Stock Code: 1766)
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	15 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)
“SSE”	the Shanghai Stock Exchange
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

Note: In this circular, the English names of the PRC entities are translations of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD

中國中車股份有限公司 CRRC CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1766)

Executive Directors:

Mr. Sun Yongcai
Mr. Wang Feng
Mr. Wang An

Independent Non-executive Directors:

Mr. Wang Xifeng
Mr. Ngai Ming Tak
Mr. Yang Jiayi
Mr. Zhang Zhenrong

Non-executive Director:

Mr. Fan Bing

Employee Director:

Ms. Yi Ran

Registered Office:

No. 16, Central West
Fourth Ring Road
Haidian District
Beijing, the PRC
Postal code: 100036

Place of Business in Hong Kong:

Room 4601, 46/F
Office Tower, Convention Plaza
1 Harbour Road,
Hong Kong

22 May 2026

To the H Shareholders

Dear Sir or Madam,

ANNUAL GENERAL MEETING

I. INTRODUCTION

On behalf of the Board, I hereby invite you to attend the AGM to be held at Conference Room No. 9, 2/F, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 16 June 2026.

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE AGM

The matters to be considered at the AGM are described in detail in the notice of the AGM set out on pages 6 to 9 of this circular. At the AGM, the following will be proposed for approval as ordinary resolutions: (1) the resolution in relation to the 2025 Work Report of the Board of the Company; (2) the resolution in relation to the 2025 profit distribution plan of the Company; (3) the resolution in relation to seeking the general meeting's authorization for the Board to implement the 2026 interim profit distribution; (4) the resolution in relation to the arrangement of guarantees by the Company for 2026; (5) the resolution in relation to the remuneration of the Directors of the Company for 2025; (6) the resolution in relation to the remuneration of the Supervisors of the Company for 2025; (7) the resolution in relation to the appointment of auditors of the Company for 2026; (8) the resolution in relation to the formulation of the Implementation Measures for Remuneration Management of CRRC Corporation Limited, and special resolutions: (9) the resolution to be proposed to the general meeting in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company; and (10) the resolution in relation to the issuance of debt financing instruments by the Company for 2026.

In order to enable you to have a better understanding on the resolutions to be proposed at the AGM and to make informed decisions thereof with sufficient and necessary information, we have provided the Shareholders with detailed information in Appendix I to this circular, including information and explanations of the resolutions to be proposed at the AGM for approval.

Pursuant to the requirements under the Rules for the Shareholders' Meetings of Listed Companies issued by CSRC, at the AGM, each of the Independent Directors shall prepare a work report for the preceding year to the general meeting. Such report will be submitted to the Shareholders for consideration but not for approval at the AGM.

III. AGM

If you intend to attend the AGM by proxy, you are required to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof in any event. The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555). Completion and return of the form of proxy will not preclude you from attending, and voting at, the AGM or any adjourned meeting if you so wish.

IV. VOTING BY WAY OF POLL

In accordance with the requirements of the Hong Kong Listing Rules, the resolutions set out in the notice of the AGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at www.crrcgc.cc and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the AGM.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the resolutions as set out in the notice of the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the above proposed resolutions.

Yours faithfully,
By order of the Board
CRRC Corporation Limited
Sun Yongcai
Chairman

NOTICE OF THE AGM

中國中車股份有限公司 CRRC CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1766)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the financial year ended 31 December 2025 (the “AGM” or “**Annual General Meeting**”) of CRRC Corporation Limited (the “**Company**”) will be held at Conference Room No. 9, 2/F, Empark Grand Hotel, No. 69 Banjing Road, Haidian District, Beijing, the PRC at 2:00 p.m. (registration will begin at 1:30 p.m.) on Tuesday, 16 June 2026 for the purpose of considering and approving, if appropriate, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 22 May 2026):

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the 2025 Work Report of the Board of the Company
2. To consider and approve the resolution in relation to the 2025 profit distribution plan of the Company
3. To consider and approve the resolution in relation to seeking the general meeting's authorization for the Board to implement the 2026 interim profit distribution
4. To consider and approve the resolution in relation to the arrangement of guarantees by the Company for 2026
5. To consider and approve the resolution in relation to the remuneration of the Directors of the Company for 2025
6. To consider and approve the resolution in relation to the remuneration of the Supervisors of the Company for 2025
7. To consider and approve the resolution in relation to the appointment of auditors of the Company for 2026
8. To consider and approve the resolution in relation to the formulation of the Implementation Measures for Remuneration Management of CRRC Corporation Limited

NOTICE OF THE AGM

SPECIAL RESOLUTIONS

9. To consider and approve the resolution to be proposed to the general meeting in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company
10. To consider and approve the resolution in relation to the issuance of debt financing instruments by the Company for 2026

REPORTING MATTER

The Independent Directors of the Company will submit their 2025 work reports to the Shareholders for consideration but not for approval at the AGM.

By order of the Board
CRRC Corporation Limited
Sun Yongcai
Chairman

22 May 2026

Notes:

1. Details of the above resolutions are set out in Appendix I to this circular dated 22 May 2026 regarding the AGM of the Company.
2. Pursuant to the requirements under the Rules for the Shareholders' Meetings of Listed Companies issued by CSRC, at the AGM, each of the Independent Directors shall prepare a work report for the preceding year to the general meeting. Such report will be submitted to the Shareholders for consideration but not for approval at the AGM.
3. The Board of the Company has recommended a final dividend of RMB0.12 per share (tax inclusive) for the year ended 31 December 2025. If such dividend is declared by the Shareholders upon passing the resolution No. 2, the final dividend is expected to be paid on a certain business day (excluding Saturday, Sunday or public holidays in Hong Kong and the PRC) on or before 13 August 2026 to those Shareholders whose names appear on the register of members of the Company on Monday, 29 June 2026 (being the record date).

Under relevant regulations of China Securities Depository and Clearing Corporation Limited Shanghai Branch and in line with the market practice regarding dividend distribution of A Shares, the Company will publish a separate announcement in respect of its final dividend distribution to holders of A Shares after the Company's AGM, which will set out the record date and ex-dividend date for final dividend distribution to holders of A Shares.

Timetable arrangements such as the record date, the ex-dividend date and the date of distribution of cash dividend for the investors of northbound trading under Shanghai-Hong Kong Stock Connect will be the same as those for holders of A Shares of the Company. Timetable arrangements such as the record date, the ex-dividend date and the date of distribution of cash dividend for the investors of southbound trading under Shanghai-Hong Kong Stock Connect will be the same as those for holders of H Shares of the Company.

NOTICE OF THE AGM

To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend, H Shareholders of the Company who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 23 June 2026.

According to the Law on Enterprise Income Tax of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules which were amended and came into effect on 29 December 2018 and the Notice of the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the State Administration of Taxation (Guo Shui Han [2008] No. 897), the Company is required to withhold enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. The enterprise income tax shall be withheld for the dividends of any H shares under the name of non-individual shareholders (any H shares of the Company registered in the name of HKSCC Nominees Limited, other nominees and trustees, or other organizations and institutions, shall be deemed as shares held by non-resident enterprise shareholders, hence enterprise income tax will be deducted from the amount of dividend payable).

According to the Notice on the Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅征管問題的通知》) (Guo Shui Han [2011] No.348) issued by the State Administration of Taxation, the Company shall withhold and pay the individual income tax for the dividend payable to individual H Shareholders. At the same time, the individual H Shareholders are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements between the countries where they are residents and China or the tax arrangements between Chinese mainland and Hong Kong (Macau). If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries having an agreed dividend tax rate of 10% with China, the Company shall withhold and pay the individual income tax at a rate of 10%. If the individual H Shareholders are residents of the countries having an agreed dividend tax rate of less than 10% with China, the Company would apply for entitlement of the relevant agreed preferential tax treatment on their behalf in accordance with the Measures for the Administration of Non-Resident Taxpayers' Enjoyment of Treaty Benefits (《非居民納稅人享受協定待遇管理辦法》) (SAT Announcement [2019] No. 35) by the State Administration of Taxation. If the individual H Shareholders are residents of the countries having an agreed dividend tax rate exceeding 10% but lower than 20% with China, the Company shall withhold and pay the individual income tax at the actual agreed rate. In case the individual H Shareholders are residents of the countries that have not entered into any tax agreement with China or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

According to the current practice of the Inland Revenue Department of Hong Kong, dividends paid by the Company in Hong Kong are not subject to taxation.

The Company shall take the registered address (hereinafter the “**Registered Address**”) as recorded in the register of members of the Company on 29 June 2026 to determine the residence of the individual H Shareholders, and accordingly withhold and pay the individual income tax. If the residence of any individual H Shareholder is inconsistent with the Registered Address, he/she should notify the Company's H Share Registrar on or before 4:30 p.m. on 23 June 2026 and provide the relevant supporting documents, and the correspondence details are as follows: Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555). If such individual H Shareholder has failed to provide the relevant supporting documents to the Company's H Share Registrar within the time period as stated above, the Company will determine his/her residence according to the Registered Address as recorded in the register of members on 29 June 2026.

The Company assumes no responsibility and will not entertain any claims arising from any delay in the determination, or inaccurate determination, of the status of the Shareholders or any dispute over the arrangement of withholding and payment of tax.

NOTICE OF THE AGM

4. In accordance with the requirements of the Hong Kong Listing Rules, the resolutions set out in the notice of the AGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at www.crrcgc.cc and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the AGM.
5. Any Shareholder who is entitled to attend and vote at the AGM convened by the above notice shall be entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder of the Company.
6. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authorization document, if any, under which it is signed, or a notarised certified copy of such power of attorney or authorization document, should be completed and deposited at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders), at least 24 hours before the scheduled time to convene the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the AGM or any adjourned meeting thereof should he/she so wish.
7. For the purpose of determining H Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026 (both days inclusive), during which no transfer of H Shares will be registered. In order for H Shareholders to attend the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 10 June 2026. H Shareholders whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited on 16 June 2026 (being the record date) will be eligible to attend the AGM.
8. In the case of joint shareholding and more than one joint shareholder is attending the AGM in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, will be accepted as the sole vote cast on behalf of all other joint shareholders. For this purpose, the order of seniority will be determined by the order in which the names of the joint shareholders appear in the register of members of the Company in respect of the joint shareholding.
9. The AGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the AGM.

ORDINARY RESOLUTIONS:**1. The resolution in relation to the 2025 Work Report of the Board of the Company**

In accordance with the relevant provisions of the Articles of Association and the Rules of Procedure for the Board of the Company, the Board of the Company reported the working status of the Board for the year 2025, details of which are set out in Annex A to this circular.

2. The resolution in relation to the 2025 profit distribution plan of the Company

In accordance with the requirements of regulatory authorities, the Articles of Association and the relevant laws and regulations, and after comprehensively considering the operating results, financial condition, cash flow level and future development plans of the Company, and taking into account the fact that a profit distribution has already been implemented for the interim period of 2025, the 2025 profit distribution plan is proposed as follows:

- (1) The profit distribution of the Company for the year 2025 will be carried out by way of cash dividend.
- (2) As of 31 December 2025, the profit available for distribution at the end of the current period of the Company is RMB4.525 billion. The Company will distribute cash dividends to all shareholders based on the total share capital registered on the registration date for dividend distribution (the specific date will be clarified in the announcement on the implementation of dividend distribution). As of 31 December 2025, the total share capital of the Company was 28,698,864,088 shares, based on which and calculating at cash dividend of RMB1.2 (tax inclusive) per 10 shares, the Company is proposed to distribute cash dividend of RMB3.444 billion (tax inclusive) in aggregate, and the remaining undistributed profit will be carried forward for next year's distribution. The Company's interim cash dividend for 2025 was RMB3.157 billion. Combined with the Company's cash dividends for the year of RMB3.444 billion, the total cash dividend amounted to RMB6.601 billion (tax inclusive), accounting for 50.08% of the Company's net profit attributable to shareholders of listed company in 2025. In the case where, from the date of disclosure of announcement on profit distribution plan to the date of registration date for dividend distribution, there are changes in the total share capital of the Company due to the conversion of convertible bonds, repurchase of shares, cancellation of repurchased shares granted under equity incentive schemes, cancellation of repurchased shares due to material asset restructuring, etc., the Company proposes to keep the total distribution amount unchanged, and to adjust the distribution proportion per share accordingly. If the total share capital of the Company changes subsequently, specific adjustments will be announced separately.

- (3) For holders of A Shares, the dividend will be denominated, declared and paid in Renminbi; for holders of H Shares, the dividend will be denominated and declared in Renminbi and paid in HK dollars. The actual amount distributed in HK dollars will be calculated based on the average benchmark exchange rate between Renminbi and HK dollar as published by the People's Bank of China for five working days prior to the date for convening the general meeting for considering the profit distribution plan.
- (4) For the profit distribution, the amount of cash dividends to be paid to Qualified Foreign Institutional Investors (“**QFII**”) of A Shares, other institutional investors of A Shares (excluding the aforesaid QFII) and individual investors of A Shares is RMB0.12/Share (tax inclusive, with appropriate income tax to be withheld and paid by the Company according to the applicable taxation laws and regulations of the PRC upon dividends distribution). The amount of cash dividends to be paid to non-resident enterprise shareholders of H Shares and individual investors of H Shares is RMB0.12/Share (tax inclusive, with appropriate income tax to be withheld and paid by the Company according to the applicable taxation laws and regulations of the PRC upon dividends distribution).
- (5) Matters in relation to profit distribution to investors of Shanghai-Hong Kong Stock Connect
- 1) Northbound Trading. For investors of The Stock Exchange of Hong Kong Limited (including corporates and individuals) investing in the A Shares of the Company through northbound trading, their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. Taxes shall be withheld pursuant to the Notice of MOF, SAT and CSRC on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81). The Company shall withhold income tax at the rate of 10%, the actual cash dividends after tax to be distributed will be RMB0.108 per share. For investors of northbound trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authority of the Company for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authority, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.
- 2) Southbound Trading. For investors of the SSE (including corporates and individuals) investing in the H Shares of the Company through southbound trading, the Company will sign the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which the Shanghai Branch of

China Securities Depository and Clearing Corporation Limited will, as the nominee of the investors of southbound trading, receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of southbound trading through its depository and clearing system. The cash dividends for the investors of southbound trading will be paid in Renminbi. Taxes shall be withheld pursuant to the Notice of MOF, SAT and CSRC on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81). For dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the H-share company shall withhold individual income tax at the rate of 20% on behalf of such investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The H-share company shall not withhold and pay income tax on dividends for domestic corporate investors and those domestic corporate investors shall report and pay the relevant tax by themselves.

- (6) Matters in relation to profit distribution to investors of southbound trading under Shenzhen-Hong Kong Stock Connect

For investors of the Shenzhen Stock Exchange (including corporates and individuals) investing in the H Shares of the Company through southbound trading, the Company will sign the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited will, as the nominee of the investors of southbound trading, receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of southbound trading through its depository and clearing system. The cash dividends for the investors of southbound trading will be paid in Renminbi. Taxes shall be withheld pursuant to the Notice of MOF, SAT and CSRC on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2016] No. 127). For dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the H-share company shall withhold individual income tax at the rate of 20% on behalf of such investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The H-share company shall not withhold and pay income tax on dividends for domestic corporate investors and those domestic corporate investors shall report and pay the relevant tax by themselves.

The above 2025 profit distribution plan was considered and approved by the Board on 27 March 2026 and is hereby submitted to the AGM for consideration and approval. Meanwhile, the Board proposes that the Board be generally and unconditionally authorized by the AGM to implement the relevant matters in respect of the distribution of the profit and the Board be asked to further delegate the above authorization to the Company's chairman and president to be responsible for specific implementation and to handle the withholding of tax and other matters according to applicable laws and regulations and the requirements of relevant regulatory authorities.

3. The resolution in relation to seeking the general meeting's authorization for the Board to implement the 2026 interim profit distribution

In order to establish a regularized and diversified dividend mechanism, to improve decision-making efficiency, and to safeguard the rights and interests of shareholders, in accordance with the relevant provisions of the Company Law of the People's Republic of China, No.3 Guideline for the Supervision of Listed Companies – Cash Dividend Distribution of Listed Companies, and the Articles of Association, the Board will request of authorization from the general meeting for the Board to formulate and implement the 2026 interim profit distribution plan, subject to the fulfilment of the relevant conditions. The details are as follows:

(1) Matters Authorized

The general meeting will authorize the Board, subject to the conditions stipulated in this resolution, to exercise full authority over matters relating to the 2026 interim profit distribution, including but not limited to:

1. To comprehensively assess operating performance, cash flow status, capital expenditure and sustainable development requirements, and to decide whether to implement the interim profit distribution;
2. To formulate, review and implement the specific interim profit distribution plan, and specify the distribution method, the distribution amount, the distribution ratio, the record date, the implementation date, etc.;
3. To handle all procedures relating to the interim profit distribution, including information disclosure, rights distribution and fund transfers;
4. To sign and issue necessary documents, and handle any relevant adjustments arising during the distribution process.

(2) Conditions for the Exercise of Authorization

The Board may exercise the above authorization only if all of the following conditions are met:

1. The interim financial data of the Company is accurate and compliant; the Company has made a profit for the period; and, after offsetting losses from previous years and setting aside statutory reserves, the Company recorded a positive cumulative undistributed profit;
2. The Company has sufficient cash flow, and the implementation of the distribution will not affect normal production and operations, investment in major projects, or solvency;
3. The Company is compliant with securities regulatory requirements and its dividend distribution policy;
4. The Company strictly adheres to the principles of the principle of equal rights and equal interests for shares of the same class, fully safeguarding the legitimate rights and interests of all categories of shareholders.

(3) Distribution Amount and Method

1. Distribution method: Cash dividends shall be the primary form of distribution. In principle, no scrip dividends or capitalization of capital reserves shall be implemented;
2. Upper limit: The total amount of cash interim dividends shall not exceed 60% of the net profit attributable to shareholders of the listed company for the period, with the specific percentage to be determined by the Board in light of actual circumstances.

(4) Term of Authorization

From the date on which this resolution is approved by the general meeting of the Company until the date of the 2026 AGM.

(5) Other Matters

1. Any resolution on interim distributions made by the Board within the scope of this authorization shall be deemed to have been approved at the general meeting;
2. This resolution shall take effect upon its approval at the general meeting, and the Board shall be responsible for its implementation.

The resolution in relation to seeking the general meeting's authorization for the Board to implement the 2026 interim profit distribution was approved by the Board on 27 March 2026 and is now submitted to the AGM for consideration and approval.

4. The resolution in relation to the arrangement of guarantees by the Company for 2026

Based on the daily production and operation needs of the subsidiaries of the Company, the Company and its subsidiaries propose to provide guarantees for subsidiaries of the Company in respect of their financing and credit business, such as bank credit facilities, for 2026 and provided parent performance guarantees to certain subsidiaries of the Company in respect of their business such as domestic and overseas bidding and contract performance, with a total guarantee amount of RMB119.009 billion (or foreign currency equivalent, hereinafter the same). The specific arrangement is as follows:

(1) Guarantee amount

- (i) CRRC Corporation will provide guarantee of RMB18.5 billion to its wholly-owned subsidiaries in respect of their financing and credit business and will undertake joint liabilities for debts arising from the various businesses of the guaranteed parties involving the use of credit. The details of the guarantees are set out below:

Name of guaranteed party	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
CRRC Zhuzhou Locomotive Co., Ltd. (中車株洲電力機車有限公司)	65.74%	50,000
CRRC Datong Co., Ltd. (中車大同電力機車有限公司)	65.59%	20,000
CRRC Dalian Co., Ltd. (中車大連機車車輛有限公司)	74.85%	70,000
CRRC Qishuyan Co., Ltd. (中車戚墅堰機車有限公司)	65.36%	20,000
CRRC Tangshan Co., Ltd. (中車唐山機車車輛有限公司)	64.84%	100,000
CRRC Nanjing Puzhen Co., Ltd. (中車南京浦鎮車輛有限公司)	73.45%	100,000
CRRC Yangtze Group Co., Ltd. (中車長江運輸設備集團有限公司)	58.53%	60,000
CRRC Yangtze Co., Ltd. (中車長江車輛有限公司)	78.79%	20,000
CRRC Guiyang Co., Ltd. (中車貴陽車輛有限公司)	49.95%	20,000
CRRC Xi'an Co., Ltd. (中車西安車輛有限公司)	37.97%	30,000
CRRC Meishan Co., Ltd. (中車眉山車輛有限公司)	56.12%	30,000
CRRC Taiyuan Co., Ltd. (中車太原機車車輛有限公司)	71.69%	20,000
CRRC Zhuzhou Institute Co., Ltd. (中車株洲電力機車研究所有限公司)	52.43%	50,000
Beijing CRRC Heavy Industry Machinery Co., Ltd. (北京中車重工機械有限公司)	57.97%	10

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Name of guaranteed party	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
CRRC Sifang Institute Co., Ltd. (中車青島四方車輛研究所有限公司)	53.97%	15,000
CRRC Brake System Co., Ltd. (中車制動系統有限公司)	51.90%	50
Jinan CRRC Sifang Institute Intelligent Equipment Technology Co., Ltd. (濟南中車四方所智能裝備科技有限公司)	49.37%	10
Tianjin CRRC Equipment Co., Ltd. (天津中車機械裝備有限公司)	45.12%	200
CRRC Yongji Electric Co., Ltd. (中車永濟電機有限公司)	60.91%	30,000
CRRC Dalian R&D Co., Ltd. (中車大連電力牽引研發中心有限公司)	90.35%	1,000
CRRC Xi'an Yonge Jieli Wind Energy Co., Ltd. (西安中車永電捷力風能有限公司)	58.82%	110,000
CRRC Xi'an Yonge Electric Co., Ltd. (西安中車永電電氣有限公司)	56.32%	300
CRRC Shandong Wind Power Co., Ltd. (中車山東風電有限公司)	77.26%	90,130
CRRC Shandong Co., Ltd. (中車山東機車車輛有限公司)	59.23%	10,000
Shandong CRRC Tongli Steel Structure Co., Ltd. (山東中車同力鋼構有限公司)	83.70%	28,000
Jilin CRRC Wind Power Equipment Co., Ltd. (吉林中車風電裝備有限公司)	85.50%	48,000
Rushan CRRC Tongli Marine Engineering Equipment Co., Ltd. (乳山中車同力海工裝備有限公司)	28.10%	60
CRRC Zhuzhou Electric Co., Ltd. (中車株州電機有限公司)	59.35%	17,000
CRRC Logistics Co., Ltd. (中車物流有限公司)	93.66%	400,000
CRRC Zhicheng Culture Technology (Beijing) Co., Ltd. (中車智程文化科技(北京)有限公司)	61.87%	4,000
CRRC Information Technology Co., Ltd. (中車信息技術有限公司)	32.27%	4,000
CRRC International Co., Ltd. (中車國際有限公司)	67.35%	50,000
CRRC Hongkong Co., Ltd. (中國中車(香港)有限公司)	68.81%	50,000
CRRC Qiqihar Rolling Stock Co., Ltd. (中車齊齊哈爾車輛有限公司)	45.60%	20,000
Dalian CRRC Daqi Container Co., Ltd. (大連中車大齊集裝箱有限公司)	19.05%	2,000
CRRC Shenyang Co., Ltd. (中車瀋陽機車車輛有限公司)	64.65%	10,000
CRRC Shijiazhuang Co., Ltd. (中車石家莊車輛有限公司)	61.58%	20,000
Allowance	Managed at Over 70%	350,240
Total		<u>1,850,000</u>

The guarantee amounts mentioned above are based on the estimate of the current business conditions. Based on possible changes, CRRC Corporation will provide guarantee of the above in the total range of RMB18.5 billion to its wholly-owned subsidiaries in respect of their financing and credit business, which can be adjusted within the total amount in accordance with the relevant regulations.

- (ii) CRRC Corporation will provide guarantee of RMB3.695 billion to its non-wholly-owned subsidiaries in respect of their financing and credit business and will undertake joint liabilities for debts arising from the various businesses of the guaranteed parties involving the use of credit. The details of the guarantees are set out below:

Name of guaranteed party	Shareholding	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
CRRC Qingdao Sifang Co., Ltd. (中車青島四方機車車輛股份有限公司)	97.81%	67.05%	500
CRRC ITET Co., Ltd. (中車智能交通工程技術有限公司)	50.00%	58.97%	10,000
Jiangsu CRRC Urban Development Co., Ltd. (江蘇中車城市發展有限公司)	50.00%	71.49%	95,000
Jiangsu CRRC Electromechanical Technology Co., Ltd. (江蘇中車機電科技有限公司)	50.00%	69.79%	12,000
CRRC MA Corporation (美國中車麻省公司)	94.14%	103.89%	150,000
Datong CRRC Amsted Castings Company Ltd. (大同中車愛碧璽鑄造有限公司)	60.00%	45.54%	1,900
CRRC Voith Transmission Technology (Beijing) Co., Ltd. (中車福伊特傳動技術(北京)有限公司)	51.00%	298.27%	100
Allowance		Managed at Over 70%	100,000
Total			369,500

The guarantee amounts mentioned above are based on the estimate of the current business conditions. Based on possible changes, CRRC Corporation will provide guarantee of the above in the total range of RMB3.695 billion to its non-wholly-owned subsidiaries in respect of their financing and credit business, which can be adjusted within the total amount and in accordance with the relevant regulations.

- (iii) The direct wholly-owned subsidiaries of the Company, the listed company, CRRC Hongkong Co., Ltd. (中國中車(香港)有限公司), CRRC Shandong Wind Power Co., Ltd. (中車山東風電有限公司), CRRC Meishan Co., Ltd. (中車眉山車輛有限公司) will provide guarantee of RMB13.542 billion to subsidiaries in respect of their financing and credit business and will undertake joint guarantee liabilities for debts arising from the various businesses of the guaranteed parties involving the use of credit, the details of which are set out below:

Name of guarantor	Name of guaranteed party	Shareholding	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
CRRC Changchun Railway Vehicles Co., Ltd. (中車長春軌道客車股份有限公司)	Israel CRRC Changke Rail Transit Equipment Co., Ltd. (以色列中車長客軌道交通裝備有限公司)	100.00%	46.72%	1,500
	Allowance (Managed at Below 70%)			70,000
CRRC Zhuzhou Locomotive Co., Ltd. (中車株洲電力機車有限公司)	CRRC Zhuzhou Locomotive (Europe) Co., Ltd. (中車株機(歐洲)有限責任公司)	100.00%	89.96%	17,500
	Vossloh Rolling Stock GmbH	100.00%	106.56%	400,000
	Mexican Rail Transit Equipment Consortium (墨西哥軌道交通裝備聯合體公司)	49.00%	82.65%	85,000
	Mexico Rail Transit Equipment Co., Ltd. (墨西哥軌道交通裝備有限公司)	100.00%	87.37%	10,000
	Malaysia CRRC Rail Transit Equipment Co., Ltd. (馬來西亞中車軌道交通裝備有限公司)	70.00%	55.42%	1,400
	Allowance (Managed at Over 70%)			50,000
CRRC Yangtze Group Co., Ltd. (中車長江運輸設備集團有限公司)	GUINEE CRRC YANGTZE SERVICES TECHNIQUES	100.00%	0.00%	10,000
CRRC Dalian Co., Ltd. (中車大連機車車輛有限公司)	Dalian CRRC Diesel Engine Co., Ltd. (大連中車柴油機有限公司)	100.00%	63.71%	22,000

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Name of guarantor	Name of guaranteed party	Shareholding	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
CRRC Tangshan Co., Ltd. (中車唐山機車車輛有限公司)	Wuyi Tramways Co., Ltd. (福建南平武夷有軌電車有限公司)	73.00%	69.11%	102,300
	Hebei CRRC Digital Intelligence Technology Co., Ltd. (河北中車數智科技有限公司)	100.00%	68.92%	28,000
CRRC Datong Co., Ltd. (中車大同電力機車有限公司)	Datong CRRC Coal Chemical Co., Ltd. (大同中車煤化有限公司)	100.00%	128.03%	3,000
	CHY Environment Engineering Co., Ltd. (世紀華揚環境工程有限公司)	51.00%	84.85%	4,000
CRRC Zhuzhou Institute Co., Ltd. (中車株洲電力機車研究所有限公司)	Yibin CRRC Times New Energy Co., Ltd. (宜賓中車時代新能源有限公司)	100.00%	88.21%	10,000
	Beijing CRRC Heavy Industry Machinery Co., Ltd. (北京中車重工機械有限公司)	100.00%	57.97%	13,000
	CRRC Zhuzhou Institute (Hong Kong) Co., Ltd. (中車株洲電力機車研究所(香港)有限公司)	100.00%	26.71%	15,000
	Allowance (Managed at Below 70%)			70,000
CRRC Qishuyan Institute Co., Ltd. (中車戚墅堰機車車輛工藝研究所有限公司)	CRRC Changzhou Diesel Engine Components Co., Ltd. (常州中車柴油機零部件有限公司)	100.00%	59.76%	3,000
	CRRC Changzhou AUTO PARTS Co., Ltd. (常州中車汽車零部件有限公司)	100.00%	55.11%	12,000
	CRRC Changzhou Tech-Mark Technology Industrial Co., Ltd. (常州中車鐵馬科技實業有限公司)	100.00%	57.94%	10,000
	Changzhou Leadrun Manufacturing Co., Ltd. (常州朗銳鑄造有限公司)	100.00%	46.09%	700
	CRRC Changzhou Ruitai Equipment Technology Co., Ltd. (常州中車瑞泰裝備科技有限公司)	100.00%	43.88%	10,000
CRRC Zhuzhou Electric Co., Ltd. (中車株洲電機有限公司)	Chengdu CRRC Electric Co., Ltd. (成都中車電機有限公司)	100.00%	67.27%	27,700
Zhuzhou CRRC Times Electric Co., Ltd. (株洲中車時代電氣股份有限公司)	Soil Machine Dynamics Limited	100.00%	94.90%	55,000
	SMD do Brasil Ltda	100.00%	0.00%	6,000
	CRRC Times Electric (Hong Kong) Co., Limited (中車時代電氣(香港)有限公司)	100.00%	65.92%	10,000
	CRRC TIMES ELECTRIC AUSTRALIA PTY LTD	100.00%	30.20%	2,500

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Name of guarantor	Name of guaranteed party	Shareholding	Guaranteed party's gearing ratio at the end of 2025	Guarantee amount (RMB'0,000)
Zhuzhou Times New Material Technology Co., Ltd. (株洲時代新材料科技股份有限公司)	CRRC New Material Technologies GmbH	68.08%	65.49%	40,000
	Vietnam Wind Turbine Blade Engineering Co., Ltd. (越南風電葉片工程有限公司)	100.00%	0.00%	20,600
	Boge Rubber and Plastics Serbia Co., Ltd. (博戈橡膠塑料塞爾維亞有限責任公司)	68.08%	0.00%	6,000
	Zhuzhou Times Rubber and Plastics Components Development Co., Ltd. (株洲時代橡膠元件開發有限責任公司)	100.00%	55.78%	1,000
	Allowance (Managed at Over 70%)			10,000
CRRC Hongkong Co., Ltd. (中國中車(香港)有限公司)	Mexican Rail Transit Equipment Consortium (墨西哥軌道交通裝備聯合體公司)	51.00%	82.65%	91,000
	Allowance (Managed at Over 70%)			100,000
CRRC Shandong Wind Power Co., Ltd. (中車山東風電有限公司)	Rushan CRRC Tongli Marine Engineering Equipment Co., Ltd. (乳山中車同力海工裝備有限公司)	100.00%	28.10%	2,000
	Jiangsu CRRC Huateng Environmental Protection Technology Co., Ltd. (江蘇中車華騰環保科技有限公司)	100.00%	69.99%	2,000
	Jilin CRRC Wind Power Equipment Co., Ltd. (吉林中車風電裝備有限公司)	100.00%	85.50%	2,000
	Hebei CRRC New Energy Equipment Co., Ltd. (河北中車新能源裝備有限公司)	100.00%	97.71%	2,000
	Shandong CRRC Tongli Steel Structure Co., Ltd. (山東中車同力鋼構有限公司)	100.00%	83.70%	20,000
	Hungary CRRC Shandong Gemeite Co., Ltd. (匈牙利中車山東格美特有限責任公司)	100.00%	0.00%	5,000
	Meishan CRRC Fastening System Co., Ltd. (眉山中車緊固件科技有限公司)	100.00%	50.06%	3,000
Total				1,354,200

The guarantee amounts mentioned above are based on the estimate of the current business conditions. Based on possible changes, where the guarantors are the same party, they may be adjusted within the total amount of their guarantee in accordance with the relevant regulations.

- (iv) CRRC will provide parent guarantee equivalent to RMB83.272 billion to subsidiaries in respect of their domestic and overseas bidding and contract performance businesses and will undertake guarantee liability within the scope agreed under the guarantee contract, among which RMB30.0 billion will be for wholly-owned subsidiaries and RMB53.272 billion for non-wholly-owned subsidiaries. Depending on the equity level of the actual signing entity within the internal organization of the Company, part of the parent guarantee may be signed by the direct wholly-owned subsidiaries.

The validity period of the guarantee amounts mentioned above will commence from the date of approval at the 2025 AGM until the date on which the 2026 annual general meeting is convened.

The guarantee amounts mentioned above are based on the estimate of the current business conditions. Based on possible changes, the guarantee provided between the wholly-owned subsidiaries or the non-wholly-owned subsidiaries under the abovementioned guarantee plan may be adjusted within the total guarantee amount.

- (v) The Company and its subsidiaries proposed to provide guarantees in respect of the financing and credit business in a total amount of RMB35.737 billion in 2026, among which, the Company will provide RMB12.417 billion in guarantees to its subsidiaries with a gearing ratio of less than 70%, and RMB23.320 billion in guarantees to its subsidiaries with a gearing ratio of 70% or above.

As the total amount of the above guarantee plan has reached the level that is required to be submitted to the general meeting of the Company for consideration according to the relevant laws, regulations and regulatory documents as well as the rules of the internal system of the Company, therefore, the abovementioned guarantee plan must be submitted to the general meeting of the Company for consideration.

(2) *Basic status of the guaranteed party*

Name of entity	Total assets (RMB'0,000)	As of 31 December 2025		Gearing ratio (%)
		Total liabilities (RMB'0,000)	Net assets (RMB'0,000)	
CRRC Zhuzhou Locomotive Co., Ltd. (中車株洲電力機車有限公司)	3,957,337.26	2,601,699.26	1,355,638.00	65.74%
CRRC Zhuzhou Locomotive (Europe) Co., Ltd. (中車株機(歐洲)有限責任公司)	80,142.94	72,098.94	8,044.00	89.96%
Malaysia CRRC Rail Transit Equipment Co., Ltd. (馬來西亞中車軌道交通裝備有限公司)	74,376.95	41,219.11	33,157.84	55.42%
Vossloh Rolling Stock GmbH	272,443.43	290,317.52	-17,874.10	106.56%
Mexico Rail Transit Equipment Co., Ltd. (墨西哥軌道交通裝備有限公司)	89,538.10	78,227.75	11,310.35	87.37%
CRRC Datong Co., Ltd. (中車大同電力機車有限公司)	870,911.81	571,242.18	299,669.63	65.59%
Datong CRRC Coal Chemical Co., Ltd. (大同中車煤化有限公司)	27,189.60	34,810.68	-7,621.08	128.03%
Datong CRRC Amsted Castings Company Ltd. (大同中車愛碧鑄造有限公司)	94,297.30	42,943.24	51,354.05	45.54%
CHY Environment Engineering Co., Ltd. (世紀華揚環境工程有限公司)	41,025.94	34,809.58	6,216.37	84.85%
CRRC Dalian Co., Ltd. (中車大連機車車輛有限公司)	3,438,035.95	2,573,226.26	864,809.70	74.85%
Dalian CRRC Diesel Engine Co., Ltd. (大連中車柴油機有限公司)	195,446.16	124,513.78	70,932.39	63.71%
CRRC Qishuyan Co., Ltd. (中車戚墅堰機車有限公司)	455,193.16	297,502.88	157,690.28	65.36%
CRRC Tangshan Co., Ltd. (中車唐山機車車輛有限公司)	3,802,349.35	2,465,265.99	1,337,083.36	64.84%
Hebei CRRC New Energy Equipment Co., Ltd. (河北中車新能源裝備有限公司)	24,898.21	24,327.31	570.89	97.71%
Wuyi Tramways Co., Ltd. (福建南平武夷有軌電車有限公司)	233,872.78	161,625.22	72,247.56	69.11%
CRRC Nanjing Puzhen Co., Ltd. (中車南京浦鎮車輛有限公司)	2,976,103.30	2,185,925.12	790,178.18	73.45%
CRRC Qiqihar Rolling Stock Co., Ltd. (中車齊齊哈爾車輛有限公司)	707,659.40	322,664.98	384,994.42	45.60%
Dalian CRRC Daqi Container Co., Ltd. (大連中車大齊集裝箱有限公司)	85,228.21	16,238.89	68,989.32	19.05%

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		Total liabilities (RMB'0,000)	Net assets (RMB'0,000)	
CRRC Harbin Rolling Stock Co., Ltd. (中車哈爾濱車輛有限公司)	136,673.09	76,626.09	60,047.00	56.07%
CRRC Shijiazhuang Co., Ltd. (中車石家莊車輛有限公司)	366,404.40	225,644.50	140,759.90	61.58%
CRRC Shenyang Co., Ltd. (中車瀋陽機車車輛有限公司)	196,217.31	126,855.46	69,361.86	64.65%
CRRC Shandong Wind Power Co., Ltd. (中車山東風電有限公司)	1,916,328.31	1,480,606.42	435,721.89	77.26%
CRRC Shandong Co., Ltd. (中車山東機車車輛有限公司)	425,554.94	252,064.59	173,490.35	59.23%
Jilin CRRC Wind Power Equipment Co., Ltd. (吉林中車風電裝備有限公司)	318,625.99	272,413.80	46,212.19	85.50%
Shandong CRRC Tongli Steel Structure Co., Ltd. (山東中車同力鋼構有限公司)	259,595.73	217,268.85	42,326.88	83.70%
Rushan CRRC Tongli Marine Engineering Equipment Co., Ltd. (乳山中車同力海工裝備有限公司)	1,465.08	411.74	1,053.35	28.10%
Hungary CRRC Shandong Gemeite Co., Ltd. (匈牙利中車山東格美特有限責任公司)	0.00	0.00	0.00	0.00%
Jiangsu CRRC Huateng Environmental Protection Technology Co., Ltd. (江蘇中車華騰環保科技有限公司)	151,570.73	106,087.99	45,482.74	69.99%
CRRC Yangtze Group Co., Ltd. (中車長江運輸設備集團有限公司)	1,901,873.16	1,113,119.59	788,753.57	58.53%
CRRC Yangtze Co., Ltd. (中車長江車輛有限公司)	389,810.05	307,118.31	82,691.74	78.79%
CRRC Xi'an Co., Ltd. (中車西安車輛有限公司)	277,583.92	105,398.84	172,185.08	37.97%
CRRC Guiyang Co., Ltd. (中車貴陽車輛有限公司)	261,111.14	130,433.73	130,677.41	49.95%
CRRC Taiyuan Co., Ltd. (中車太原機車車輛有限公司)	436,715.52	313,070.75	123,644.77	71.69%
CRRC Meishan Co., Ltd. (中車眉山車輛有限公司)	322,678.42	181,099.57	141,578.85	56.12%
Meishan CRRC Fastening System Co., Ltd. (眉山中車緊固件科技有限公司)	85,019.52	42,561.17	42,458.35	50.06%
CRRC Zhuzhou Institute Co., Ltd. (中車株洲電力機車研究所有限公司)	11,254,840.01	5,897,694.84	5,357,145.17	52.40%

APPENDIX I
MATTERS TO BE CONSIDERED AT THE AGM

Name of entity	Total assets (RMB'0,000)	As of 31 December 2025		Gearing ratio (%)
		Total liabilities (RMB'0,000)	Net assets (RMB'0,000)	
Yibin CRRC Times New Energy Co., Ltd. (宜賓中車時代新能源有限公司)	203,613.28	179,613.22	24,000.06	88.21%
CRRC Zhuzhou Institute (Hong Kong) Co., Ltd. (中車株洲電力機車研究所(香港)有限公司)	5,615.83	1,500.00	4,115.83	26.71%
Beijing CRRC Heavy Industry Machinery Co., Ltd. (北京中車重工機械有限公司)	139,241.16	80,719.43	58,521.73	57.97%
CRRC TIMES ELECTRIC AUSTRALIA PTY LTD	3,932.72	1,187.58	2,745.14	30.20%
Soil Machine Dynamics Limited	68,760.23	66,972.74	4,029.42	97.40%
CRRC Times Electric (Hong Kong) Co., Limited (中車時代電氣(香港)有限公司)	14,764.24	9,732.78	5,031.46	65.92%
CRRC New Material Technologies GmbH	607,102.93	397,584.59	209,518.34	65.49%
Vietnam Wind Turbine Blade Engineering Co., Ltd. (越南風電葉片工程有限公司)	702.88	0.00	702.88	0.00%
Zhuzhou Times Rubber and Plastics Components Development Co., Ltd. (株洲時代橡塑元件開發有限責任公司)	31,895.30	17,791.36	14,103.94	55.78%
CRRC Sifang Institute Co., Ltd. (中車青島四方車輛研究所有限公司)	1,619,235.09	873,965.81	745,269.28	53.97%
CRRC Brake System Co., Ltd. (中車制動系統有限公司)	654,738.51	339,839.88	314,898.63	51.90%
Jinan CRRC Sifang Institute Intelligent Equipment Technology Co., Ltd. (濟南中車四方所智能裝備科技有限公司)	89,100.97	43,985.11	45,115.87	49.37%
Tianjin CRRC Equipment Co., Ltd. (天津中車機械裝備有限公司)	71,528.86	32,276.15	39,252.71	45.12%
CRRC Yongji Electric Co., Ltd. (中車永濟電機有限公司)	1,338,849.22	815,550.50	523,298.72	60.91%
CRRC Xi'an Yonge Jieli Wind Energy Co., Ltd. (西安中車永電捷力風能有限公司)	340,726.18	200,399.27	140,326.91	58.82%
CRRC Xi'an Yonge Electric Co., Ltd. (西安中車永電電氣有限公司)	73,598.91	41,454.51	32,144.40	56.32%
CRRC Dalian R&D Co., Ltd. (中車大連電力牽引研發中心有限公司)	101,543.44	91,747.29	9,796.15	90.35%

APPENDIX I
MATTERS TO BE CONSIDERED AT THE AGM

Name of entity	Total assets (RMB'0,000)	As of 31 December 2025		Gearing ratio (%)
		Total liabilities (RMB'0,000)	Net assets (RMB'0,000)	
CRRC Zhuzhou Electric Co., Ltd. (中車株洲電機有限公司)	1,033,225.85	613,174.84	420,051.01	59.35%
Chengdu CRRC Electric Co., Ltd. (成都中車電機有限公司)	116,690.32	78,501.16	38,189.16	67.27%
CRRC Information Technology Co., Ltd. (中車信息技術有限公司)	113,136.99	36,506.53	76,630.47	32.27%
CRRC International Co., Ltd. (中車國際有限公司)	1,563,091.46	1,052,680.30	510,411.17	67.35%
CRRC Hongkong Co., Ltd. (中國中車(香港)有限公司)	1,488,222.69	1,024,065.40	464,157.29	68.81%
Mexican Rail Transit Equipment Consortium (墨西哥軌道交通裝備聯合體公司)	777,701.65	642,746.10	134,955.55	82.65%
CRRC Logistics Co., Ltd. (中車物流有限公司)	783,032.13	733,368.24	49,663.89	93.66%
CRRC Zhicheng Culture Technology (Beijing) Co., Ltd. (中車智程文化科技(北京)有限公司)	92,000.63	56,822.21	35,178.42	61.76%
CRRC Qingdao Sifang Co., Ltd. (中車青島四方機車車輛股份有限公司)	8,848,602.83	5,932,666.25	2,915,936.58	67.05%
CRRC ITET Co., Ltd. (中車智能交通工程技術有限公司)	666,920.15	393,315.91	273,604.24	58.97%
Jiangsu CRRC Electromechanical Technology Co., Ltd. (江蘇中車機電科技有限公司)	50,961.36	35,565.54	15,395.82	69.79%
Jiangsu CRRC Urban Development Co., Ltd. (江蘇中車城市發展有限公司)	391,232.53	279,673.40	111,559.13	71.49%
CRRC Voith Transmission Technology (Beijing) Co., Ltd. (中車福伊特傳動技術(北京)有限公司)	28,603.55	85,316.42	-56,712.88	298.27%
CRRC MA Corporation (美國中車麻省公司)	315,845.37	328,118.41	-12,273.04	103.89%
Israel CRRC Changke Rail Transit Equipment Co., Ltd. (以色列中車長客軌道交通裝備有限公司)	12,378.77	5,783.11	6,595.66	46.72%
CRRC Changzhou AUTO PARTS Co., Ltd. (常州中車汽車零部件有限公司)	185,383.59	102,159.79	83,223.80	55.11%
CRRC Changzhou Diesel Engine Components Co., Ltd. (常州中車柴油機零部件有限公司)	19,360.12	11,569.58	7,790.54	59.76%

Name of entity	Total assets (RMB'0,000)	As of 31 December 2025		Gearing ratio (%)
		Total liabilities (RMB'0,000)	Net assets (RMB'0,000)	
CRRC Changzhou Tech-Mark Technology Industrial Co., Ltd. (常州中車鐵馬科技實業有限公司)	103,140.27	59,763.04	43,377.24	57.94%
Changzhou Leadrun Manufacturing Co., Ltd. (常州朗銳鑄造有限公司)	25,938.75	11,954.50	13,984.24	46.09%
CRRC Changzhou Ruitai Equipment Technology Co., Ltd. (常州中車瑞泰裝備科技有限公司)	147,909.13	64,907.07	83,002.06	43.88%

(3) Total amount of guarantees and amount of overdue guarantees

As of 27 March 2026, the Company and its subsidiaries provided RMB57.86 billion in total amount of external guarantees, representing 33.62% of the Company's audited net assets as at 31 December 2025.

The Company provided RMB51.441 billion in total amount of guarantees to its subsidiaries, representing 29.89% of the Company's audited net assets as at 31 December 2025.

The Company and its subsidiaries provided RMB1.173 billion in total amount of guarantees to the controlling shareholder, actual controller and their respective associates, representing 0.68% of the Company's audited net assets as at 31 December 2025.

The Company and its controlled subsidiaries have no overdue external guarantees.

The above resolution in relation to the arrangement of guarantees for 2026 was considered and approved by the Board on 27 March 2026 and is hereby submitted to the AGM for consideration and approval.

5. The resolution in relation to the remuneration of the Directors of the Company for 2025

According to the relevant requirements of SASAC and requirements of the Remuneration Plan of Directors and Supervisors of CRRC Corporation Limited, the remuneration of the Directors of the Company for 2025 is hereby submitted to the AGM for consideration.

(1) Remuneration of Independent Non-executive Directors

The annual remuneration of Independent Directors, comprising basic remuneration and meeting allowance, was based on the standards set out in the “Notice Regarding the Adjustment of Standards of Remuneration of Independent Directors” issued by SASAC (Guo Zi Ting Fen Pei [2009] No. 328) (國資委《關於調整獨立董事報酬標準的通知》(國資廳分配[2009]328號)) and the “Notice on the Standards Regarding the Adjustment of Work Subsidy of External Directors Who Resigned as Central Enterprise Principals” issued by SASAC (Guo Zi Ting Kao Fen [2020] No. 187) (國資委《關於調整退出現職的中央企業負責人擔任外部董事工作補貼標準的通知》(國資廳考分[2020]187號)).

The specific remuneration is shown in the table below:

Unit: RMB'0,000

Name	Title	Remuneration
Ngai Ming Tak	Independent Non-executive Director	14.90
Wang Xifeng	Independent Non-executive Director	1.50
Yang Jiayi	Independent Non-executive Director	1.50
Zhang Zhenrong	Independent Non-executive Director	1.50
Fan Bing	Non-executive Director	Not receiving any remuneration
Yi Ran	Employee Director	42.32
Shi Jianzhong	Independent Non-executive Director (resigned)	8.50
Weng Yiran	Independent Non-executive Director (resigned)	6.50

Notes:

1. Ngai Ming Tak is an Independent Director who is the chairman of a special committee and is not a director who resigned as a central enterprise principal, and the standard annual basic compensation is RMB100,000/person/year. The standard allowance for Board meetings: RMB3,000/person/meeting; the standard allowance for special committee meetings: RMB2,000/person/meeting.
2. The work subsidy of Wang Xifeng, Yang Jiayi, Zhang Zhenrong, Shi Jianzhong (resigned) and Weng Yiran (resigned), who resigned as central enterprise principals, will be dynamically adjusted annually according to the annual performance evaluation results, and will be paid at RMB5,000 per person per month in advance and will be settled and paid according to the corresponding standard after the annual performance evaluation results are determined. The standard work subsidy for a result of excellent in the annual performance evaluation is RMB100,000; the standard work subsidy for a result of good in the annual performance evaluation is RMB80,000; the standard work subsidy for a result of basically competent or lower in the annual performance evaluation is RMB60,000.

3. In accordance with the relevant regulations of SASAC, Fan Bing, a non-executive Director, does not receive any remuneration or allowance as a Director of the Company.
4. Yi Ran is an employee director of the Company, and received the remuneration from a subsidiary of the Company during the reporting period and no longer received a separate allowance as a Director.

(2) Remuneration of Executive Directors

The Company's Chairman Sun Yongcai and executive Directors Wang An, Ma Yunshuang (resigned) are all persons in charge of central enterprises managed by SASAC, whose remuneration comprises 2024 annual basic remuneration, annual performance-based salary and 2022-2024 tenure incentive income as verified by SASAC.

The specific annual remuneration is shown in the table below:

Unit: RMB'0,000

Name	Title	Performance-based salary		Total
		Basic remuneration	for the year	
Sun Yongcai	Chairman	24.50	67.85	92.35
Wang An	Executive Director	22.05	61.07	83.12
Ma Yunshuang	Executive Director (resigned)	4.08	41.92	46.00

The specific tenure incentive remuneration is shown in the table below:

Unit: RMB'0,000

Name	Title	Tenure incentive	Tenure incentive time
		(RMB'0,000)	
Sun Yongcai	Chairman	80.60	2022.01-2024.12
Wang An	Executive Director	72.54	2022.01-2024.12
Ma Yunshuang	Executive Director (resigned)	74.73	2022.01-2024.12

Note: Ma Yunshuang was appointed as executive Director of the Company in March 2024, and resigned as executive Director of the Company in March 2025.

The above resolution in relation to the remuneration of the Directors of the Company for 2025 is hereby submitted to the AGM for consideration and approval.

6. The resolution in relation to the remuneration of the Supervisors of the Company for 2025

According to the relevant requirements of SASAC and requirements of the Remuneration Plan of Directors and Supervisors of CRRC Corporation Limited, the remuneration of the Supervisors of the Company for 2025 is hereby submitted to the AGM for consideration.

In 2025, the remuneration of Zhao Hu (resigned), the Company's chairman of the Board of Supervisors, and Chen Zhenhan (resigned) and Zhang Shidong (resigned), the Supervisors, was managed according to the employee remuneration management system of the Company's head office, which implements the remuneration management system for the head office. In accordance with the Company Law of the People's Republic of China, the Guidelines for Articles of Association of Listed Companies, and other relevant laws and regulations, as well as the requirements of the Transitional Arrangements for the Implementation of Supporting System Rules for the New Company Law issued by the CSRC, and taking into account the Company's actual circumstances, on 22 September 2025, the Company convened its 2025 second extraordinary general meeting to consider and approve the Resolution in relation to the Abolishment of the Board of Supervisors and Amendments to the Articles of Association of CRRC Corporation Limited. The Company no longer has a Board of Supervisors in place, and the powers of the Board of Supervisors will be exercised by the Audit Committee of the Board. Consequently, the remuneration of the Supervisors was calculated based on the actual time they spent in performing duties.

The specific remuneration is shown in the table below:

Unit: RMB'0,000

Name	Title	Basic remuneration	Performance-based salary for the year	Total
Zhao Hu	Chairman of the Board of Supervisors (resigned) Employee representative Supervisor (resigned)	31.67	41.70	73.37
Chen Zhenhan	Supervisor (resigned)	27.10	37.36	64.46
Zhang Shidong	Supervisor (resigned)	25.01	35.77	60.78

Note: Zhao Hu, Chen Zhenhan and Zhang Shidong performed their duties until September 2025.

The above resolution in relation to the remuneration of the Supervisors of the Company for 2025 was considered and approved by the fifth meeting of the Audit and Risk Management Committee of the fourth session of the Board of the Company on 26 March 2026 and is hereby submitted to the AGM for consideration and approval.

7. The resolution in relation to the appointment of auditors of the Company for 2026

Pursuant to the requirements of the relevant laws and regulations and the Articles of Association, the Company is required to appoint an accounting firm to audit the annual financial statements of the Company in accordance with the applicable accounting standards as well as an accounting firm to audit the effectiveness of the internal control of the Company.

KPMG Huazhen LLP Certified Public Accountants (“**KPMG Huazhen**”), being the auditors of the Company for the financial statements for the year 2025 and the internal control of the Company for the year 2025, audited the financial statements of the Company for 2025 and the effectiveness of internal control of the Company.

The Company has evaluated the performance of KPMG Huazhen in the 2025 audit in accordance with the “Measures for the Administration of the Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies” and other relevant requirements. Based on the evaluation results, it is proposed to re-appoint KPMG Huazhen in 2026 as the auditors of the Company for the financial statements for the year 2026 and the internal control of the Company for the year 2026, and to propose to the shareholders’ meeting to authorize the Board to determine its remuneration and other related matters.

The Company intends to negotiate with KPMG Huazhen to determine the audit fees for the financial statements of the Company for the year 2026 and the internal control audit, based on the specific circumstances of the audit work for the year 2026 (including the scope of work, audit scope, specific requirements and workload). Based on the currently anticipated scope of work, audit scope, specific requirements and workload for the 2026 audit, the estimated audit fees for the financial year of 2026 amount to RMB29.60 million, of which the audit fees for the financial statements amount to RMB27.60 million and the internal control audit fees amount to RMB2 million. This estimated audit fee is also based on the following assumptions: during the year of 2026, there will be no material changes in the Group’s operating conditions, accounting policies or regulatory environment. Unless there are material changes to the aforementioned basis or assumptions, it is expected that the final audit fee would not differ materially from the estimated amount preliminarily disclosed. Should any material changes occur, the Company will make further disclosures in due course.

The above resolution in relation to the appointment of auditors of the Company for 2026 was considered and approved by the Audit and Risk Management Committee of the fourth session of the Board and the Board of the Company on 26 March 2026 and 27 March 2026, respectively, and is hereby submitted to the AGM for consideration and approval.

8. The resolution in relation to the formulation of the Implementation Measures for Remuneration Management of CRRC Corporation Limited

In order to further strengthen income distribution management of the Company, establish a sound distribution mechanism that combines incentives with constraints and balances efficiency with fairness, and promote the high-quality development of the Company, the Implementation Measures for Remuneration Management of CRRC Corporation Limited are formulated in accordance with the Code of Corporate Governance for Listed Companies and other relevant provisions as well as the Articles of Association. Details are set out in Annex B to this circular.

These Measures consist of six chapters, focusing on the mechanisms for determining the total salary, the remuneration structure for the Directors and senior management, performance appraisal, remuneration disbursement, and the suspension and recovery of payments. The basic framework and main contents are as follows: Chapter I General Provisions, which covers the purpose, scope of application and basic principles; Chapter II Management Responsibilities, which clearly defines the division of responsibilities by level among the general meeting, the Board, the Remuneration and Evaluation Committee under the Board, the management and the Human Resources Department; Chapter III Total Salary Budget, which sets out the determination mechanism for total salary, budget approval, and internal distribution relationships; Chapter IV Remuneration Distribution System, which includes provisions on the basic salary system, company-wide performance management, and medium- to long-term incentives; Chapter V Remuneration Management for the Directors and Senior Management, which sets out the remuneration management for the Directors and senior management, and provisions on remuneration system, performance evaluation, remuneration disbursement, and suspension and recovery of payment; and Chapter VI Supplementary Provisions, which sets out the authority for interpretation and the effective date.

The above resolution in relation to the formulation of the Implementation Measures for Remuneration Management of CRRC Corporation Limited was considered and approved at the ninth meeting of the fourth session of the Board of the Company on 29 April 2026, and is hereby submitted to the AGM for consideration and approval.

SPECIAL RESOLUTIONS:

9. The resolution to be proposed to the general meeting in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company

The Board hereby proposes to the general meeting for approval by way of a special resolution in relation to the grant of an unconditional general mandate to the Board to, subject to market condition and the requirements of the Company, separately or concurrently issue, allot and deal with, by share capital or equity-linked instruments (as defined below), new shares not exceeding 20% of each of the issued domestic shares (A Shares) and/or overseas listed foreign invested shares (H Shares) of the Company at the time of passing this resolution at the general meeting. According to requirements of relevant PRC laws and

regulations and regulatory documents, the Board shall seek approval from the general meeting for each issuance of new A Shares even if the general mandate has been granted to the Board.

Details of the general mandate include but are not limited to the following matters:

1. to formulate and implement the detailed issue proposal which includes, without limitation, the class of new shares to be issued, the pricing mechanism and/or the issue price (including a price range), the number of shares to be issued, the target subscribers and the use of proceeds; to determine the timing of the issue and the period of the issue, and to decide whether to place to existing shareholders or not.
2. to consider, approve and execute, on behalf of the Company, agreements relating to the issue, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries.
3. to consider, approve and execute, on behalf of the Company, statutory documents relating to the issue which shall be submitted to the relevant regulatory authorities; to fulfill the relevant approval procedures in accordance with the requirements of the regulatory authorities and requirements at the places where the Company is listed.
4. to make necessary amendments to the relevant agreements and legal documents in items 2 and 3 above in accordance with the requirements of domestic and foreign regulatory authorities.
5. to affix the seal of the Company on the agreements and statutory documents relating to the issue.
6. to engage intermediaries in connection with the issue and to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, expedient or relevant to the issue.
7. to approve the increase of the registered capital of the Company, make relevant amendments to the Articles of Association relating to the total capital and shareholding structure, and fulfill the relevant registration and filing procedures pursuant to the domestic and overseas legal requirements, after the issue of the new shares.

Except that the Board may make or grant offers, agreements, or options during the Relevant Period in relation to the issue of A Shares and/or H Shares, which might require further promotion or implementation after the end of the Relevant Period, the period of the above mandate shall not exceed the Relevant Period. The Relevant Period means the period from the date of granting the mandate by a special resolution at the 2025 AGM until whichever is the earliest of:

1. the conclusion of the 2026 annual general meeting of the Company.
2. the expiration of the 12-month period following the passing of this resolution by a special resolution at the 2025 AGM.
3. the date on which the mandate under this resolution is revoked or varied by a special resolution at any general meeting of the Company.

For the purpose of this resolution, “equity-linked instruments” include bonds that may be converted or exchanged into A Share and/or H Share, options or other derivatives.

The above resolution in relation to the grant of general mandate to the Board to issue additional A Shares and H Shares of the Company was considered and approved by the Board on 27 March 2026 and is hereby submitted to the AGM for consideration and approval.

10. The resolution in relation to the issuance of debt financing instruments by the Company for 2026

In order to satisfy the production and operation needs of the Company, to adjust the structure of liabilities, and to reduce the financing costs of the Company, according to the Company’s financing plans for 2026, the Company intends to finance by debt instruments and issue one or a portfolio of debt financing instruments in one or multiple tranches. The specific issue plan is as follows:

(1) Issue plan

The categories of the debt financing instruments proposed to be issued by the Company include corporate bonds, enterprise bonds, ultra-short-term debentures, short-term debentures, medium-term notes, perpetual bonds, asset-backed debentures, science and innovation bonds, overseas bonds, A Share convertible bonds, H Share convertible bonds or other new types of bonds issued in the PRC (the “**Debentures**”) with the total outstanding balance of repayment amount of the Debentures not exceeding an aggregate of equivalent to RMB35 billion.

(2) Principal terms of issue

- (i) Issuer: the Company, and for the issuance of overseas debt financing instruments, the Company or an overseas wholly-owned subsidiary of the Company will act as the issuer.

- (ii) Size of issue: the specific size of issue will be determined in line with the capital requirements and market conditions with the total outstanding repayment amount of the Debentures not exceeding an aggregate of equivalent to RMB35 billion, provided that requirements of relevant laws and regulations and regulatory documents are complied with.
- (iii) Term(s) and category(ies): the Debentures can take the form of single term debenture or a combination of multiple categories with different terms. The specific composition of such terms and the issue size of each category with a specific term will be determined in accordance with relevant requirements and the market conditions, and the issue size of each category of debentures shall not exceed the limit applicable to the issue of such category of Debentures by the Company in accordance with relevant requirements of the PRC.
- (iv) Use of proceeds: the proceeds to be raised from such issue will be used for satisfying the production and operation needs of the Company, the adjustment of the structure of liabilities, replenishment of working capital, project investments and/or purposes consistent with the relevant regulations of the issuance of the Debentures.
- (v) Validity term of the resolution: the validity term of the resolution in relation to the proposed issuance of the debt financing instruments means the period from the approval date of this resolution at the 2025 AGM to the date for convening the 2026 annual general meeting of the Company. In the event that the Company has resolved to carry out such issuance within the validity term of the resolution and the Company has obtained the approval, permit or registration in relation to the issuance from the regulatory authorities within the validity term of the above resolution, the Company may complete such issuance within the validity term so far as such approval, permit or registration remains valid.

(3) *Authorization*

It is proposed to grant a general and unconditional mandate at the general meeting to the Board to deal with the following matters within the scope of the principal terms of the issue as set out in paragraph (2) above, pursuant to relevant laws and regulations, the opinions and advices of regulatory authorities, the operation needs of the Company as well as the then market conditions:

- (i) to determine the type(s), specific category(ies), specific terms and conditions as well as other matters of the Debentures, including but not limited to all the matters in relation to the issue such as the size of issue, actual total amount, currency, issue price, interest rate or the determination method thereof, applicable issuer, place of issue, timing of issue, term(s), whether to issue in tranches and the number of tranches, whether to adopt any terms for

repurchase and redemption, rating arrangements, guarantee matters, term of repayment of the principal and interests, use of proceeds, as well as listing and underwriting arrangements;

- (ii) to carry out all necessary and incidental actions and procedures for the issue of Debentures, including but not limited to, engaging intermediary agencies to handle, on behalf of the Company, the approval, record, filing and registration procedures with relevant regulatory authorities relating to the application for the issue, executing all necessary legal documents relating to the issue and dealing with other matters relating to the issue and trading of the Debentures;
- (iii) to make relevant adjustments to the relevant matters of the issue of the Debentures and to determine whether to proceed with the issue with reference to the opinions from relevant domestic regulatory authorities and the changes in policies and market conditions, provided that such adjustments and decision shall be within the scope of the authorization of the general meeting and shall be subject to re-voting at a general meeting of the Company if otherwise required by the relevant laws and regulations and the Articles of Association;
- (iv) to deal with other specific matters in relation to the issue of the Debentures and to execute all the required documents;
- (v) to approve the Board's further delegation of the aforesaid authorization to the Chairman of the Board and the president of the Company for the implementation of the issue.

The above resolution in relation to the issuance of the debt financing instruments for 2026 was considered and approved by the Board on 27 March 2026 and is hereby submitted to the AGM for consideration and approval.

CRRC CORPORATION LIMITED
2025 WORK REPORT OF THE BOARD

According to the Articles of Association of CRRC Corporation Limited (the “**Articles of Association**”) and the Rules of Procedure for the Board of Directors of CRRC Corporation Limited, the 2025 Work Report of the Board is hereby submitted for review and consideration.

In 2025, the Board of CRRC Corporation Limited (the “**Company**”) studied and implemented General Secretary Xi Jinping’s important directives on building a modern enterprise system with Chinese characteristics, earnestly carried out the decisions and arrangements of the SASAC of the State Council, focused on its role in “formulating strategies, making decisions and preventing risks”, worked to build a scientific, rational and efficient Board, improved the corporate governance mechanism, and accelerated the construction of a world-class CRRC. The Board of the Company conscientiously performed its duties under the Company Law and the Articles of Association, and effectively safeguarded the interests of the Company and its shareholders.

I. FOCUSING ON STRATEGIC LEADERSHIP TO DRIVE HIGH-QUALITY DEVELOPMENT OF THE COMPANY

The Board of the Company has conducted in-depth analyses of internal and external development trends, made every effort to bring the 14th Five-Year Plan to a successful conclusion, comprehensively deployed planning for the 15th Five-Year Plan, and guided the management in achieving strategic planning objectives, improving the strategic planning system, comprehensively deepening reforms, and realizing the annual operational objectives.

Comprehensively deploying strategic planning. Firstly, a preliminary assessment of the 14th Five-Year Plan was organized, guiding the preparation of preliminary assessment reports on the overall strategy and subsidiary plans, summarizing achievements, distilling lessons learnt and analyzing issues. Secondly, work on formulating the 15th Five-Year Strategic Plan was fully launched, with the drafting and issuance of a work plan and the convening of a kick-off meeting. Thirdly, a strategic brainstorming session for the 15th Five-Year Plan was convened to establish a qualitative framework for the development of new-quality productive forces, high-quality development, and the construction of a world-class enterprise during the 15th Five-Year Plan period and beyond. Fourthly, research was conducted to propose the top-level design concepts for the 15th Five-Year Strategic Plan to establish a “1+M+N+X” strategic planning framework and a “2+5” industrial planning framework. Fifthly, the Measures for the Management of Development Planning for Central State-Owned Enterprises were implemented, with the Measures for the Management of Development Strategy and Planning of CRRC Corporation Limited and the Implementation Rules for Strategic Consultation and Review of CRRC revised and issued (considered and approved at the thirty-second meeting of the third session of the Board), thereby consolidating the foundation of strategic management.

Reform efforts yielding achievements. Firstly, specialized reform initiatives have yielded new achievements, with 18 enterprises participating in the “Scientific Reform” and “Double Hundred” programs obtaining outstanding results in specialized assessments –

including “9 benchmark, 6 excellent, and 3 good” ratings – ranking among the top central state-owned enterprises and demonstrating a significant improvement in quality and efficiency compared to 2024. Secondly, new progress has been made on IPO projects for specialized, refined, distinctive and innovative enterprises. The spin-off of Qishuyan Institute for listing on the Sci-Tech Innovation Board (the “**STAR Market**”) has been relaunched after two years, with the project considered and passed by the Board of the Company and approved at the general meeting. Thirdly, the digital and intelligent transformation has yielded significant results. The 48 tasks under the “Six Major Projects” of the digital and intelligent transformation initiative have been completed. CRRC’s Artificial Intelligence Common Service Platform was selected as a model case for the “AI+” Action Demonstration Base for central state-owned enterprises, and the “ZhuoLun” large model became the first large model system in the rail transit industry to complete filing with the Cyberspace Administration of China. Fourthly, the “Action Plan for Improving Quality, Enhancing Efficiency, and Emphasizing Returns” has been continuously advanced, with the formulation and disclosure of long-term action plans applicable to future years continued, and the action plans and their evaluation reports reviewed by the Board and released to the capital markets.

All operational targets fully achieved. The operational plan for the year of 2025 was formulated and corresponding measures were established at the annual meeting of the Board. In accordance with the operational objectives set by the Board, the management of the Company focused on “strategizing operations, ensuring implementation and strengthening management” to drive high-quality development. Both revenue and profit recorded growth, with operating performance reaching an all-time high. An interim dividend was distributed for the first time, rewarding investors with excellent performance.

II. FOCUSING ON SCIENTIFIC DECISION-MAKING TO ENHANCE THE GOVERNANCE EFFECTIVENESS OF THE BOARD

The Board of the Company fully grasped information before making decisions and exercised prudent deliberation during the decision-making process, making the decisions of the Board more scientific and effective, and the operation becoming more standardized and efficient, thereby continuously enhancing governance effectiveness.

Ensuring adequate information for decision-making. Firstly, by listening to work reports, the newly appointed external Directors of the fourth session of the Board gained an in-depth understanding of the Company by spending a total of five days across two rounds listening to work reports from business departments and relevant business units of the Company. Secondly, according to the specific situation of the resolutions, the Board communicated with the management regarding relevant situation prior to the convening of the Board meetings and even before determination of the resolutions. Thirdly, the Board participated in the important meetings of the Company, such as the annual work conference and symposium on operation and management, communicated with the management and kept informed of the Company’s operating conditions. Fourthly, through on-site visit and research at subsidiaries, the Board had an in-depth understanding of the production and operation of key subsidiaries, the progress of major investment project construction and implementation of the strategies under the “14th Five-Year Plan”. In 2025, the Board conducted investigation on 15 subsidiaries located in Urumqi, Lanzhou, Qiqihar, Changchun, Zhuzhou, etc. on 5 occasions. Fifthly, the Board listened to the auditor’s report on the audit plan and

audit situation, kept informed of the development during the audit process, and put forward specific requirements to ensure the truthfulness, accuracy and integrity of the financial report.

Standardized and efficient decision-making process. Firstly, the annual meeting was planned in advance. The Directors fully communicated with one another and prepared the Board meeting and investigation plan for the year 2025, and determined the specific time of four regular meetings and the preliminary time and number of extraordinary meetings to ensure that the Board members deploy time reasonably to effectively fulfill their responsibilities. Secondly, with respect to major matters, the Board strengthened pre-meeting discussions. Five communication meetings were held for the external Directors to communicate on major matters such as providing a credit facility guarantee for the project company of the Dubai Metro Blue Line, and the acquisition of 100% Equity Interest held by CRRC Erqi Loco-motive Co., Ltd. in Beijing CRRC Equipment Technology Co., Ltd. by CRRC Changchun Railway Vehicles Co., Ltd. For communication during the meetings, the resolutions were carefully considered and discussed. All 11 Board meetings held throughout the year were either held in the form of physical meetings or a hybrid of physical meetings and video conference, at which the Directors fully expressed their opinions, considered and approved 70 resolutions. Thirdly, the Board regularly listened to the report on the implementation of decision-making matters and the progress of outstanding matters which need to be reported until completion. The Board members also checked the progress of relevant decision-making matters through on-site visits and research.

Special committees assisting in decision-making. The composition of special committees has been further optimized. Following the re-election of the Board, and in compliance with regulatory requirements, each special committee comprises at least five Directors, with all five external Directors serving on the Audit and Risk Management Committee to better fulfil the supervisory roles of external Directors and the Audit and Risk Management Committee. Prior to meetings of the Board, the special committees engage in thorough consultation and research, reviewing and vetting agenda items. They provide the Board with review opinions and decision-making recommendations on matters such as the Board composition, strategic guidance, deepening reforms, risk prevention and control, and remuneration incentives, thereby playing a vital advisory role and assisting the Board in operating efficiently and making informed decisions. In 2025, various special committees held a total of 15 meetings and considered 52 resolutions, where the Audit and Risk Management Committee held 8 meetings and considered 28 resolutions; the Nomination Committee held 3 meetings and considered 9 resolutions; the Remuneration and Evaluation Committee held 2 meetings and considered 2 resolutions; and the Strategy and Sustainable Development Committee held 2 meetings and considered 13 resolutions.

III. FOCUSING ON RISK PREVENTION TO ENSURE LAWFUL AND COMPLIANT OPERATIONS OF THE COMPANY

The Board of the Company has thoroughly implemented the SASAC's decisions and arrangements regarding the prevention and mitigation of major risks, continuously improved the risk management system, guided the implementation of audit supervision around key

projects, strengthened the prevention and control of major risks, and continuously enhanced the Company's ability to operate in compliance with laws and regulations and its resilience to risks.

Improving the risk management system. Firstly, the Audit and Risk Management Committee was refined and optimized, and the Rules of Procedures for the Audit and Risk Management Committee were amended to assume relevant responsibilities from the Supervisory Board and strengthen the supervisory role of the Board. Secondly, the structure of the Audit Shared Service Centre was strengthened, with an Audit and Risk Control Shared Service Centre established, which comprises seven professional sub-centres and one management group with a total of 159 staff, covering key audit areas such as risk management, internal control and risk monitoring. Thirdly, the execution of the Implementation Plan for the Reform of CRRC's Risk Management and Internal Control Mechanism System continued, with the risk appetite management system refined and risk control and management for major risk events and major projects improved. Fourthly, the integration of business and audit functions was further strengthened, with the CRRC Internal Audit Practice Guide No. 10 – Audit for Improving Quality, Enhancing Efficiency formulated to provide a fundamental audit framework for initiatives on improving quality and enhancing efficiency.

Guiding the implementation of audit supervision. Firstly, audits were conducted focusing on issues concerning bottom lines and red lines, clarifying the definitions, manifestations, supervisory indicators and key inspection points for 11 categories of common issues, such as irrelevant diversification and irregularities in remuneration, and prioritizing their supervision and inspection across all types of audit projects. Secondly, audits were conducted to address bottlenecks, obstacles and difficulties hindering the high-quality development of the Company, with a focus on supervising and inspecting behaviors that deviate from core responsibilities and main business operations, contravene the requirements of high-quality development, or involve high operational risks and significant hidden dangers. Thirdly, audits were carried out to improve quality and enhance efficiency, comparing against the requirements of the relevant plans to supervise and inspect the implementation of key tasks, special action plans and the three “Three-Year Improvement Initiatives”.

Strengthening the prevention and control of major risks. Firstly, the reinforcement of the target-based accountability mechanism for mitigating major risks continued, organizing 25 first-tier subsidiaries to sign risk mitigation target responsibility agreements covering 54 risk items, and establishing four indicators of risk exposure reduction, cash collection, impairment loss reversal and high-debt risk. Secondly, risk monitoring for key projects was strengthened. In accordance with the “three-in-one” full-chain risk management mechanism that included “pre-risk monitoring, in-process risk control and post-risk response”, the Risk Control List for Key Projects has been revised and issued, incorporating 30 projects into the key risk control program for the year of 2025. Thirdly, special campaigns were continued to prevent and mitigate major risks, with meetings on the prevention and resolution of major risks as well as seminars on the disposal of risk assets organized and convened. By leveraging the regional layout, market leadership and industry influence of the Company, the utilization of resources was maximized with every effort taken to resolve all types of risks.

Strengthening management in accordance with the law and compliance. Xi Jinping's thought on the rule of law was thoroughly implemented, continuously improving the coordination mechanism for advancing the rule of law and accelerating the development of a world-class model enterprise for the rule of law. Taking the establishment of five key systems – sound leadership accountability, governance in accordance with the law, rules and regulations, compliance management and organizational structure – as the focal points, the 14th Five-Year Plan for the rule of law and compliance was steadily advanced. In accordance with the Company Law and requirements of regulatory authorities, the Board of Supervisors was abolished, the amendment of the Articles of Association was completed, and the improvement of corporate governance was further promoted. Contract management was strengthened, comprehensively promoting the system-wide application of the “1+X+Y+N” contract template. The digital and intelligent establishment of legal and compliance functions was advanced, with risk prevention and control models implemented alongside intelligent contract review systems.

IV. FOCUSING ON INTERNAL DEVELOPMENT AND CONTINUOUSLY IMPROVING THE BOARD STRUCTURE

In 2025, the term of the third session of the Board of the Company expired. A general meeting was convened on 22 September to elect members of the new session of the Board, with the number of external Directors increasing from four to five with a view to continue to strengthen the internal development of the Board.

Successful completion of election of members of the new session of the Board. In September, the election process of the new session of the Board was completed. The fourth session of the Board comprises eight Directors, all of whom are experienced and form a well-balanced team. These include two Executive Directors, namely Sun Yongcai and Wang An; four Independent Non-executive Directors, namely Wang Xifeng, Ngai Ming Tak, Yang Jiayi and Zhang Zhenrong; one Non-executive Director, namely Fan Bing; and one employee Director, namely Yi Ran. The Board has four committees in place: the Strategy and Sustainable Development Committee, the Audit and Risk Management Committee, the Remuneration and Evaluation Committee, and the Nomination Committee. With the exception of the Strategy and Sustainable Development Committee, whose chairman is the Chairman of the Company, the chairmen of the remaining three committees are all held by Independent Non-executive Directors. The Audit and Risk Management Committee and the Remuneration and Evaluation Committee are composed entirely of external Directors, while external Directors represent the majority of the Nomination Committee. This ensures that external Directors can fully express their views and participate in corporate governance in an effective manner, thereby guaranteeing the standardization, scientific rigor and effectiveness of the operation of the Board.

Enhancing learning to boost competence. The Board of the Company arranged political theory learning and business studies for the members of the Board, who actively participated in various trainings to continuously improve their competence to perform duties. Firstly, the Board organized learning sessions of the ideas of the Fourth Plenary Session of the 20th CPC Central Committee and the General Secretary Xi Jinping's important instructions on the work of central state-owned enterprises to guide our practical work. Secondly, the members learned the ideas of the Conference of Heads of Central Enterprises,

deepened reform of central enterprises and other matters, and accurately grasp the intention of investors and the latest work requirements. Thirdly, the members studied the requirements of the Seminar of the Construction of the Board of Central Enterprises and grasped the SASAC's latest requirements for board construction of central enterprises and duty performance of external directors. Fourthly, the members participated in the follow-up training for independent Directors organized by the Shanghai Stock Exchange, to learn about relevant policies and practices so as to continuously improve their ability to perform duties.

Giving full play to the role of external Directors. The external Directors play an important role in the construction of the Board. The chairman of the Board communicated with external Directors on a daily basis, listened to their opinions and suggestions on the construction of the Board, strategic planning and business development. They actively participated in the quarterly communication meetings for external directors organized by the SASAC. Work requirements proposed by relevant departments of the SASAC were conveyed and studied at meetings of the Board, and the Company was urged to implement them. Independent Directors strictly implemented all requirements of the Administrative Measures for Independent Directors of Listed Companies, conscientiously fulfilled their duties, and convened three special meetings of the Independent Directors to issue review opinions of the Independent Directors on 12 resolutions before submission to the Board for consideration.

V. FOCUSING ON MARKET VALUE MANAGEMENT AND CONTINUOUSLY IMPROVING THE QUALITY OF THE LISTED COMPANY

The Board of the Company has earnestly implemented the work requirements of the SASAC of the State Council regarding the enhancement of listed company quality, strengthened market value management, improved the quality of information disclosure, guided investor expectations, and enhanced the Company's image in the capital markets.

Information disclosure in compliance with the law. By adhering to the principle of "truthfulness, accuracy, integrity, timeliness and fairness", the Board strengthened the quality of basic information sources, carefully reviewed the information for disclosure, fulfilled the obligation of information disclosure, and promoted the standardized decision-making, timely disclosure and compliant implementation of projects such as external investment, external guarantees, financial assistance and connected transactions. During the year, the Company published 126 announcements on SSE, and published 135 announcements in traditional Chinese and 75 announcements in English on the Hong Kong Stock Exchange, 336 announcements in total. The Company published key announcements of the connected transactions, announcements of implementation of dividends and distributions, announcements of election of members of the new session of the Board and amendments of the Articles of Association, and announcements of guarantees for overseas DLS projects. The Company published 4 announcements in relation to contracts, disclosing contract amount of approximately RMB195.3 billion in total, which accounted for approximately 79% of the audited revenue of the Company in 2024.

Continuous investor engagement. Firstly, the Board held three online results briefings and four results conference calls during which the members of the Board and the management communicated and exchanged views on issues of common concern to the market, such as the Company's operating results, market expansion, and technological

research and development, engaging with investors and securities analysts. Secondly, the Company organized the annual results briefing and roadshow activities. The Chairman led a delegation to Hong Kong to meet with overseas investors and analysts, and subsequently engaged in in-depth discussions with dozens of overseas investment institutions to enhance overseas investors' understanding of and confidence in the Company. Thirdly, the interim results roadshow was organized, during which the roadshow team visited over 20 key shareholder entities and institutional investors in Beijing and Shanghai to elaborate on the Company's performance and strengthen proactive communication with professional investment institutions. Fourthly, a reverse roadshow was organized in Jilin, inviting nearly 30 investors and securities analysts to tour the production and manufacturing base of CRRC Changchun, the National Engineering Laboratory, and multiple production workshops within the Songyuan New Energy Equipment Industrial Park. They held discussions with the management of the Company to deepen investors' understanding of the Company's industrial landscape of "Two Tracks and Two Clusters". Fifthly, the Company participated in a European roadshow organized by the Shanghai Stock Exchange to expand engagement with major overseas investment institutions.

Continuous improvement in market value management capability. Firstly, the market value management system was refined, and the Market Value Management Measures of CRRC Corporation Limited were formulated and issued in accordance with relevant market value management documents issued by the CSRC and the SASAC. Secondly, 4 regular meetings were held on market value management to analyze the dynamics of the capital market, keep pace with the institutional research and the media perspectives, and strengthen internal and external communications of information and working synergy. Thirdly, specialized exchange meetings were convened with our listed subsidiaries to discuss the latest regulatory policy trends, key capital market operations and market value management. At the same time, external experts in macroeconomics, finance and law were invited to deliver lectures in order to enhance the professional capabilities of relevant personnel. Fourthly, the CRRC Think Tank project, namely "Research on Strategies and Pathways for CRRC to Increase Market Value", was organized and advanced.

In the past year, all the Directors diligently contributed ideas and strategies for the Company's development, seriously considered every resolution and gave careful, objective and fair advice. The members of the Board conducted in depth on-site research at the Company and took forward the implementation of the decision-making of the Board, by which the business objectives of the Company were achieved. As the corporate governance level of CRRC was constantly enhanced, the Company was awarded a number of honours in the capital market. **The Company was awarded the A rating in the annual assessment on information disclosure of listed companies on the SSE for ten consecutive years, the "Tianma Award" at the 16th Investor Relations of China Listed Companies by Securities Times, and the Golden Bull Award of "Outstanding Hong Kong-listed Companies" from the China Securities Times, and our annual report won the Gold Award in Vision Awards by League of American Communications Professionals LLC (LACP).**

The year of 2026 marks the opening year of the 15th Five-Year Plan. The new session of the Board of the Company will continue to advance the development of a modern enterprise system with Chinese characteristics, accelerate the establishment of a Board with

a sound structure, rational decision-making and efficient operation, and continuously enhance the modernization level of the corporate governance system and governance capabilities.

The Board of CRRC Corporation Limited

Note: All the financial data provided in this report were prepared under the PRC Accounting Standards; and unless stated otherwise, the currency used for book-keeping was Renminbi.

**Implementation Measures for Remuneration Management of
CRRC Corporation Limited**

Chapter I General Provisions

Article 1 In order to further strengthen income distribution management of CRRC Corporation Limited (hereinafter referred to as the “Company”), establish a sound distribution mechanism that combines incentives with constraints and balances efficiency with fairness, and promote the high-quality development of the Company, these Measures are formulated in accordance with the Code of Corporate Governance for Listed Companies and other relevant provisions as well as the articles of association of CRRC Corporation Limited (hereinafter referred to as the “**Articles of Association**”).

Article 2 These Measures apply to the Company and all its wholly-owned, holding or ultimately controlled subsidiaries (hereinafter referred to as “**Subsidiaries**”).

Article 3 Remuneration management shall adhere to the following basic principles:

- (1) Adhering to a strategic orientation and closely aligning with the medium- and long-term strategic development objectives of the Company;
- (2) Adhering to a market-oriented approach and giving full play to the decisive role of the market in remuneration distribution;
- (3) Giving equal weight to efficiency and fairness and promoting a more reasonable and orderly income distribution;
- (4) Upholding distribution according to work as the main principle and promoting the participation of various production factors in distribution in accordance with their contributions.

Chapter II Management Responsibilities

Article 4 The general meeting of the Company shall be responsible for reviewing the remuneration proposals for the Directors. The Board of the Company shall be responsible for reviewing the remuneration proposals for the senior management and making explanations to the general meetings; it shall also be responsible for supervising major matters relating to the remuneration management of the Company.

Article 5 The Remuneration and Evaluation Committee of the Board of the Company shall be responsible for formulating the evaluation criteria for the Directors and senior management and conducting such evaluations; for formulating and reviewing remuneration policies and proposals for the Directors and senior management; and for conducting reasonableness assessments of the remuneration management system of the Company.

Article 6 The management of the Company is responsible for implementing the remuneration management regulations of the Company, establishing the remuneration management system and total salary budget determination mechanism of the Company, and studying and determining major matters concerning remuneration distribution.

Article 7 The Human Resources Department of the Company shall be responsible for the specific implementation of the total salary budget and the remuneration distribution proposals for the Directors and senior management.

Chapter III Total Salary Budget

Article 8 The total salary refers to the aggregate amount of remuneration paid directly to all employees who have established an employment relationship with the Company and its subsidiaries in an accounting year, including salaries, bonuses, allowances, subsidies, overtime pay, and salaries paid under special circumstances.

Article 9 The total salary of the Company shall be subject to budgetary management. The preparation of the budget shall adhere to the principle that “performance determines salary”, establishing a coordinated mechanism for determining the total salary comprising salary-performance linkage, efficiency benchmarking adjustments and salary level controls.

Article 10 The Company shall reasonably prepare the annual total salary budget based on the finalized amount of the total salary of the previous year, taking into account the estimated economic performance and labour productivity for the current year, and with reference to labour market rates and other relevant factors.

Article 11 The Company shall continuously optimize the distribution relationships among various categories of personnel within the Company, reasonably widen the salary distribution gap, and prioritize salary increases for high-level, highly skilled personnel, key positions and front-line production roles in short supply and urgent need.

Chapter IV Remuneration Distribution System

Article 12 The Company shall implement a basic salary system centred on position-based performance salary. The position-based performance salary system consists primarily of position-based salary and performance-based salary, with distribution determined by position value and individual work achievements; special salary components may be established where necessary.

Article 13 The Company shall strengthen performance management for all staff and improve the graded and categorized position management system. Remuneration shall be aligned with the value-oriented and performance-oriented principles of the Company and shall be linked to the results of staff performance evaluations.

Article 14 The Company shall combine short-term incentives with medium- and long-term incentives. For eligible core and key personnel, the Company shall implement medium- and long-term incentive measures such as equity incentives and profit-sharing

incentives to enhance the Company's capacity for innovation and development and promote its sustainable development, on the condition that the legitimate rights and interests of the Company and the Shareholders are not prejudiced.

Chapter V Remuneration Management for the Directors and Senior Management

Article 15 The Directors refer to all serving members of the Board of the Company, including the Executive Directors, Non-executive Directors, Independent Non-executive Directors and employee Directors, while the senior management refers to the president, vice-president, chief financial officer, company secretary of the Company and such other persons as the Board may appoint.

Article 16 Remuneration System for the Directors and Senior Management

- (I) Depending on the nature of their appointment, the remuneration of the Directors is generally divided into three categories:
1. The Executive Directors and employee Directors as well as the Non-independent Directors who hold senior management positions or other full-time roles with the Company shall be remunerated in accordance with the remuneration management system of the Company, evaluations and incentive proposals applicable to their respective roles; and they shall not receive separate allowances or other remuneration for their directorship.
 2. The Non-executive Directors shall not receive any remuneration from the Company.
 3. The Independent Non-executive Directors shall receive an allowance for the Independent Directors, the amount of which shall be determined by the general meeting of the Company; and they shall not be entitled to any other remuneration or benefits from the Company.
- (II) The remuneration of the senior management generally comprises basic salary, performance-related remuneration and medium- to long-term incentive income, with performance-related remuneration representing, in principle, not less than 50% of the total amount comprising basic salary and performance-related remuneration. The senior management shall receive remuneration in accordance with the remuneration distribution requirements of the Company, based on the specific roles and positions they hold with the Company.

Article 17 The performance evaluation of the Executive Directors, employee Directors and senior management of the Company shall be organized by the Remuneration and Appraisal Committee of the Board and shall be conducted on the basis of audited financial data; and performance-related remuneration and medium- to long-term incentives shall be paid out in accordance with the results of such evaluations.

Article 18 The payment of remuneration to the Directors and senior management shall be carried out in accordance with the remuneration payment requirements of the Company, with a certain proportion of performance-related remuneration being paid following the disclosure of the annual report of the Company and the completion of performance evaluations. The remuneration of the Directors and senior management constitutes pre-tax income. The Directors and senior management shall pay personal income tax in accordance with the law, and the Company shall withhold and remit personal income tax on their behalf in accordance with the law.

Article 19 Where the Company restates its financial reports retrospectively due to misstatements such as financial fraud, the performance-based remuneration and medium- and long-term incentive income of the Directors and senior management shall be re-assessed, and any excess amounts paid shall be recovered.

Where the Directors or senior management of the Company breach their duties and cause loss to the Company, or are at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds or unauthorized guarantees, the Company shall, depending on the severity of the circumstances, reduce or suspend the payment of any outstanding performance-based remuneration and medium and long-term incentive income, and shall recover all or part of the performance-based remuneration and medium and long-term incentive income already paid during the period in which the relevant acts occurred.

Chapter VI Supplementary Provisions

Article 20 Any matters not covered by these Measures shall be handled in accordance with relevant laws, regulations, normative documents and the Articles of Association.

Article 21 These Measures shall be interpreted by the Board of the Company and shall come into effect from the date of their approval at the general meeting of the Company.