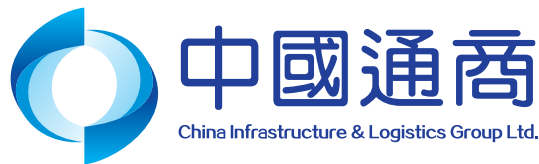

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Infrastructure & Logistics Group Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



China Infrastructure & Logistics Group Ltd.
中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND TO BUYBACK SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Infrastructure & Logistics Group Ltd. (the "AGM") to be held at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong on Thursday, 23 May 2019 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular, for which the directors of China Infrastructure & Logistics Group Ltd. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to China Infrastructure & Logistics Group Ltd.. The directors of China Infrastructure & Logistics Group Ltd., having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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DEFINITIONS

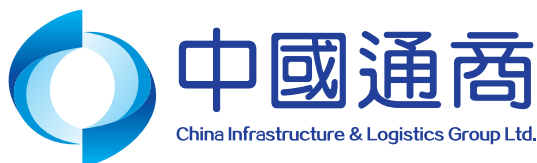
In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong on Thursday, 23 May 2019 at 10:30 a.m., notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the articles of association of the Company as may be amended and restated from time to time
“Board”	the Company’s board of Directors
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back the Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Infrastructure & Logistics Group Ltd., an exempted company incorporated in the Cayman Islands on 17 January 2003 with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 1719)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot and issue securities of the Company not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate (if any)
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as may be amended and restated from time to time
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of a nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



China Infrastructure & Logistics Group Ltd.
中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

Executive Directors:

Mr. Xie Bingmu
Mr. Zhang Jiwei

Non-executive Directors:

Mr. Yan Zhi (*Chairman*)
Mr. Lei Dechao (*Vice Chairman*)

Independent non-executive Directors:

Mr. Lee Kang Bor, Thomas
Dr. Mao Zhenhua
Mr. Wong Wai Keung, Frederick

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Suite 2101, 21st Floor
Two Exchange Square
Central
Hong Kong

17 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND TO BUY BACK SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM, among others, to seek your approval of resolutions for (i) the grant of the Issue Mandate and the Buy-back Mandate, and (ii) the re-election of Directors. The resolutions will be proposed at the forthcoming AGM to be held on Thursday, 23 May 2019 and are set out in the notice of AGM as set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO BUYBACK SHARES

At the annual general meeting of the Company held on 25 May 2018 (the “**Last AGM**”), ordinary resolutions were passed by the Shareholders granting general unconditional mandates to the Directors, (i) to issue and allot up to a maximum of 345,013,337 Shares, representing a maximum not exceeding 20% of the total number of issued Shares as at the date when the resolution was passed and (ii) to exercise the powers of the Company to buy back up to a maximum of 172,506,668 Shares of its own Shares, representing a maximum not exceeding 10% of the total number of issued Shares as at the date when the resolution was passed in accordance with the Listing Rules. These general mandates, will expire at the conclusion of the forthcoming AGM.

At the AGM, ordinary resolutions will be proposed to seek the Shareholders’ approval for granting of the Issue Mandate and the Buy-back Mandate at the AGM. Details of the aforesaid ordinary resolutions are set out in ordinary resolutions numbered 7 to 9 in the notice of the AGM.

The Issue Mandate, if approved at the AGM, will grant to the Directors to exercise the power of the Company to allot and issue Shares up to maximum amount not exceeding 20% of the total number of issued Shares as at the date of the passing of the said ordinary resolution. Based on the 1,725,066,689 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be up to 345,013,337 Shares.

The Buy-back Mandate, if approved at the AGM, will grant to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of the said ordinary resolution. Based on the 1,725,066,689 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back Mandate will be up to 172,506,668 Shares.

Further, subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Buy-back Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate, provided that such additional amount shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution.

LETTER FROM THE BOARD

The Issue Mandate and the Buy-back Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

An explanatory statement required by the Listing Rules to be provided to the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the proposed resolution for the granting of the Buy-back Mandate at the AGM is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to Article 16.18 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. All retiring Directors shall be eligible for re-election. Accordingly, ordinary resolutions will be proposed to re-elect Mr. Yan Zhi as non-executive Director and Dr. Mao Zhanhua as independent non-executive Director in accordance with the Articles of Association at the AGM.

Pursuant to Article 16.2 of the Articles of Association, any Director appointed by the Board as a Director to fill a casual vacancy or as an addition to the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, ordinary resolutions will be proposed to re-elect Mr. Lei Dechao as non-executive Director in accordance with the Articles of Association at the AGM.

Biographic details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The Company will convene the AGM at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong on Thursday, 23 May 2019 at 10:30 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the AGM as set out on page AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you intend to be present and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM in person should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

LISTING RULES REQUIREMENT

Pursuant to Rule 13.39(4) of the Listing Rules, vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is also enclosed in this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and there is no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Buy-back Mandate, (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate, and (iii) the re-election of Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Yan Zhi
Chairman

This is an explanatory statement given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Buy-back Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06(1) (b) of the Listing Rules, which is set out as follows:

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the number of Shares in issue was 1,725,066,689. Subject to the passing of the resolution in relation to the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back Mandate will be up to a maximum of 172,506,668 Shares (representing 10% of the total number of Shares in issue as at the date of the passing of the said resolution) during the period from the date of the passing of the ordinary resolution up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting, whichever is earlier.

2. REASONS FOR SHARE BUYBACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such share buyback may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE BUYBACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to buyback its Shares. Under the laws of the Cayman Islands, the capital portion payable on a share buyback by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the share buyback or, subject to

the Companies Law, out of capital and, in the case of any premium payable on a share buyback, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2018) in the event that the Buy-back Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates (as defined in the Listing Rules), have any present intention, if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Yan Zhi ("**Mr. Yan**"), the controlling shareholder of the Company and who through Zall Holdings Company Limited and Zall Infrastructure Investments Company Limited, was interested in an aggregate of 1,290,451,130 Shares, representing approximately 74.81% of the issued share capital of the Company.

In the event that the Directors exercise the proposed Buy-back Mandate in full, then (if the present shareholdings otherwise remained the same) the shareholdings of Mr. Yan in the Company would be increased to an aggregate of approximately 83.12% of the issued share capital of the Company. To the best knowledge of the Directors, such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would result in the public shareholding in the Company to be less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange). The Directors would not exercise the Buy-back Mandate to such an extent as may result in public shareholding of the Company to fall below 25%. The Directors are also not aware of any consequence which would arise under the Takeovers Code as a consequence of any share buyback pursuant to the Buy-back Mandate.

7. SHARE BUYBACK MADE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange up to 12 April 2019 during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	1.580	1.370
May	1.550	1.280
June	1.720	1.460
July	1.590	1.100
August	1.200	0.750
September	0.850	0.680
October	0.800	0.660
November	1.150	0.580
December	1.300	0.750
2019		
January	1.150	0.850
February	0.940	0.820
March	0.920	0.680
1 April to 12 April	1.330	0.780

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. Yan Zhi (閻志, “Mr. Yan”)**, aged 46, was appointed as a non-executive Director and the Chairman of the Company. He is primarily responsible for the Group’s overall business and investment strategies, as well as supervising its project planning, business and operation management. Mr. Yan Zhi has extensive experience in the logistic industry as well as investment and corporate management experience in various industries including commercial property, wholesale market, finance, real estate, commerce and aviation. Mr. Yan Zhi is an executive director, co-chairman and co-chief executive officer of Zall Smart Commerce Group Ltd. (formerly known as Zall Group Ltd., stock code: 2098), shares of which are listed on the Main Board of the Stock Exchange. Mr. Yan Zhi serves as a non-executive director and chairman of Wuhan Hanshang Group Co., Ltd. (stock code: 600774), shares of which are listed on the Shanghai Stock Exchange. Mr. Yan Zhi has been appointed as a director of LightInTheBox, shares of which are listed on the New York Stock Exchange since 30 March 2016, and has been appointed as the chairman of the board since 28 June 2018. Mr. Yan Zhi is the representative of the 13th National People’s Congress of the PRC and was elected as the chairman of the Wuhan Federation of Industry and Commerce and the chairman of the Wuhan Chamber of Commerce in August 2017. Mr. Yan Zhi received a master’s degree in business administration for senior executives from Wuhan University (武漢大學) in February 2008, an executive master of business administration degree at Cheung Kong Graduate School of Management (長江商學院) in September 2013 and a doctorate in Chinese history from Wuhan University (武漢大學) in June 2018.

Mr. Yan entered into a service agreement with the Company for a fixed term of three years from 20 November 2017 and will continue thereafter until terminated in accordance with the terms of the agreement, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. The annual director’s fee for Mr. Yan is RMB300,000, which was determined with reference to his duties, responsibilities and the results of the Group. As at the Latest Practicable Date, Mr. Yan, was interested in an aggregate of 1,290,451,130 Shares through Zall Holdings Company Limited and Zall Infrastructure Investments Company Limited, representing approximately 74.81% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yan did not hold any other position in the Group and did not hold any directorship in any other listed companies in Hong Kong or overseas in the last three years and has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

- Dr. Mao Zhenhua (毛振華, “Dr. Mao”)**, aged 55, was appointed as an independent non-executive Director in January 2016. He has been a member of the Nomination Committee, Audit Committee and Remuneration Committee of the Company since January 2016. Dr. Mao graduated from Wuhan University with a Doctorate Degree in Economics. Dr. Mao had carried out economic analysis and policies research for the Statistics Bureau of Hubei Province, Hubei Provincial Policy Research Office, Hainan Provincial Government Research Office and the Research Office of the State Council. Dr. Mao is the founder and the chairman of China Chengxin Group and the chief economist of China Chengxin International Credit Rating Co., Ltd. Dr. Mao also serves as the co-director of Institute of Economic Research of Renmin University of China and the dean, professor and doctoral supervisor of Dong Fureng Economic & Social Development School of Wuhan University. He is also a member of each of the National Medical Reform Leadership Group and National Big Data Development Expert Committee, and an adjunct professor of Graduate School of Chinese Academy of Social Sciences. He has been a part-time professor of Renmin University of China and Nankai University, as well as the associate director of the Institute of Economic Research in Renmin University of China. Since October 2005, Dr. Mao has been a non-executive director, a member of audit committee and the chairman of strategy committee of U-Home Group Holdings Limited (stock code: 2327), shares of which are listed on the Main Board of the Stock Exchange..

The Company and Dr. Mao entered into an appointment letter for a fixed term of three years from 25 May 2018, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Dr. Mao is entitled to a director’s fee of RMB\$300,000 per annum, which was determined with reference to his duties, responsibilities and the results of the Group.

Save as disclosed above, Dr. Mao has not held any other position in the Group and has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years. Dr. Mao has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Mao does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. **Mr. Lei Dechao** (雷德超, “Mr. Lei”), was appointed as non-executive Director and Vice Chairman of the Board in December 2018. Mr. Lei graduated from Zhongnan University of Finance and Economics in the People’s Republic of China. Mr. Lei obtained a bachelor’s degree in Finance from the Department of Finance and a master’s degree in Economics in 1987 and 1999, respectively. In 2014, Mr. Lei completed the Advanced Training Course for President held by Huazhong University of Science and Technology. He had worked in the Finance Bureau of Wuhan, the General Office of Wuhan Government and the Financial Management Office of Wuhan Government from 1987 to 2008. He served as a general manager of Wuhan Economic Development Investment Group Co., Ltd. (now known as Wuhan Financial Holding Group Co., Ltd.), an independent Director of Hankou Bank, the chairman of Wuhan Urban Construction Investment Development Group Co., Ltd. and a general manager of Wuhan Port Aviation Development Group Co., Ltd. from 2008 to 2017. Mr. Lei has extensive experience in urban construction, management, and operations.

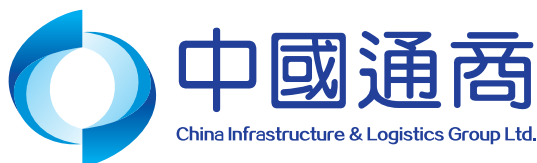
Mr. Lei entered into a service agreement with the Company for a fixed term of three years from 12 December 2018 and will continue thereafter until terminated in accordance with the terms of the agreement, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. The annual director’s fee for Mr. Lei is RMB300,000, which was determined with reference to his duties, responsibilities and the results of the Group.

Save as disclosed above, Mr. Lei did not hold any other position in the Group and did not hold any directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Lei has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lei does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board has delegated the task of recommending the remunerations of the Directors to the Remuneration Committee of the Company. In recommending the remunerations of the Directors, the Remuneration Committee would take into consideration, amongst others, the experience of the Directors.

NOTICE OF THE AGM



China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of China Infrastructure & Logistics Group Ltd. (the “Company”) will be held at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong on Thursday, 23 May 2019 at 10:30 a.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2018;
2. To re-elect Mr. Yan Zhi as non-executive Director;
3. To re-elect Mr. Lei Dechao as non-executive Director;
4. To re-elect Dr. Mao Zhenhua as independent non-executive Director;
5. To authorise the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
6. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;

NOTICE OF THE AGM

7. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“**That:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (i) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE AGM

- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

8. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“**That:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buyback its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

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- (b) the total number of shares of the Company authorised to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
9. To consider and, if thought fit, to pass the following resolution as ordinary resolution:

“**That** conditional upon resolutions numbered 7 and 8 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution numbered 7 above be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to resolution numbered 8 above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of the said resolution.”.

By order of the Board
China Infrastructure & Logistics Group Ltd.
Yan Zhi
Chairman

Hong Kong, 17 April 2019

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Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such holders be present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereto.
3. A form of proxy for the AGM is enclosed herewith.
4. In order to be valid, a form of proxy must be deposited by hand or by post at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or attorney, not less than 48 hours before the time appointed for holding the AGM.
5. Shareholders or their proxies shall produce their identity documents when attending the AGM.
6. Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against the resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. For the purposes of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 20 May 2019 (Monday) to 23 May 2019 (Thursday) (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 17 May 2019 (Friday).

As at the date hereof, the Board comprises two executive Directors namely Mr. Xie Bingmu and Mr. Zhang Jiwei, two non-executive Directors namely Mr. Yan Zhi and Mr. Lei Dechao and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Dr. Mao Zhenhua and Mr. Wong Wai Keung, Frederick.