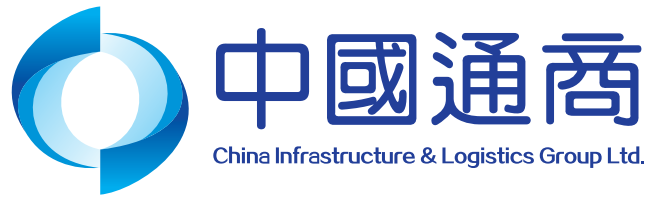


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China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Infrastructure & Logistics Group Ltd. (the “**Company**”) will be held at Suite 2101, 21/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Thursday, 5 December 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

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

“**THAT:**

- (a) the entering into of the construction contract (the “**Luotian Construction Contract**”) dated 17 October 2019 between Zhongji Tongshang Municipal Construction Engineering (Wuhan) Co., Ltd.* (中基通商市政工程(武漢)有限公司) (“**Zhongji Tongshang Construction**”) and Hubei Dabeshan Cultural Tourism Development Company Limited* (湖北大別山文化旅遊開發有限公司) in relation to the provision of construction services by the Zhongji Tongshang Construction (a copy of the Luotian Construction Contract marked “A” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be hereby approved, ratified and confirmed;

- (b) the entering into of the construction contract (the “**Xiaogan Construction Contract**”, together with the Luotian Construction Contract, the “**Construction Contracts**”) dated 17 October 2019 between Zhongji Tongshang Construction and Zall Development (Xiaogan) Limited* (卓爾發展(孝感)有限公司) in relation to the provision of construction services by the Zhongji Tongshang Construction (a copy of the Xiaogan Construction Contract marked “B” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be hereby approved, ratified and confirmed; and
- (c) any one director of the Company be and is hereby authorised to execute the Construction Contracts and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree such variations of a minor or non-material nature in or to the terms of the Construction Contracts as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein.”

2. To re-elect Mr. Peng Chi as an executive Director.

By order of the Board
China Infrastructure & Logistics Group Ltd.
Yan Zhi
Co-chairman

Hong Kong, 18 November, 2019

Head office and principal place of business in Hong Kong:
Suite 2101, 21/F., Two Exchange Square
8 Connaught Place
Central
Hong Kong

Notes:

1. The resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday.
5. 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 were solely entitled thereto, but if more than one of such joint registered 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 of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 2 December 2019 to Thursday, 5 December 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17/F, Hopewell Center, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 November, 2019.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Peng Chi, 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.

** For identification purpose only*