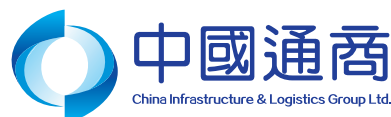


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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Infrastructure & Logistics Group Ltd. nor is it a solicitation of any acceptance, vote or approval in any jurisdiction.*



**Hubei Port (Hong Kong) International Limited**  
湖北港口(香港)國際有限公司  
*(Incorporated in Hong Kong with limited liability)*

**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)**

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO THE  
UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL  
CAPITAL CORPORATION HONG KONG SECURITIES LIMITED FOR AND ON  
BEHALF OF HUBEI PORT (HONG KONG) INTERNATIONAL LIMITED TO ACQUIRE  
ALL ISSUED SHARES IN THE COMPANY (OTHER THAN THOSE OWNED  
AND/OR AGREED TO BE ACQUIRED BY HUBEI PORT (HONG KONG)  
INTERNATIONAL LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to Hubei Port (Hong Kong) International Limited**



**Independent financial adviser to  
the Independent Board Committee of  
China Infrastructure & Logistics Group Ltd.**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
泓博資本有限公司

Reference is made to the joint announcements dated 10 January 2022, 19 January 2022, 31 January 2022 and 18 February 2022 and the composite document dated 4 March 2022 (the “**Composite Document**”) jointly published by Hubei Port (Hong Kong) International Limited and China Infrastructure & Logistics Group Ltd. in relation to, among others, the unconditional mandatory cash offer by China International Capital Corporation Hong Kong Securities Limited for and on behalf of Hubei Port (Hong Kong) International Limited to acquire all the issued Shares in the Company, other than the Shares that are owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the accompanying Form of Acceptance and Transfer, containing, among others, (i) the terms and conditions of the Share Offer; (ii) the expected timetable of the Share Offer; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offer; and (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Share Offer, have been despatched to the Shareholders on Friday, 4 March 2022 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE OF THE SHARE OFFER**

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Further announcement(s) will be made jointly by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all references to times and dates contained in this joint announcement refer to Hong Kong times and dates.

Despatch date of this Composite Document and the accompanying Form of Acceptance and Transfer .....	Friday, 4 March 2022
Opening date of the Share Offer .....	Friday, 4 March 2022
Closing Date ( <i>Note 1</i> ) .....	Friday, 25 March 2022
Latest time for acceptance of the Share Offer on the Closing Date ( <i>Note 2</i> ) .....	4:00 p.m. on Friday, 25 March 2022
Announcement of the results of the Share Offer (or its extension or revision, if any), to be posted on the website of the Stock Exchange .....	7:00 p.m. on Friday, 25 March 2022

Latest date for despatch of cheques for payment of  
the amounts due under the Share Offer in respect of  
valid acceptances received on the Closing Date (*Note 3*) ..... Wednesday, 6 April 2022

*Notes:*

(1) The Share Offer, which is unconditional in all respects, will close for acceptances at 4:00 p.m. (Hong Kong time) on Friday, 25 March 2022 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Share Offer until such date as it may determine subject to compliance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In the event that the Offeror decides to extend the Share Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Share Offer is closed to those Offer Shareholders who have not accepted the Share Offer.

(2) If you wish to accept the Share Offer, you should ensure your duly completed and signed Form of Acceptance and Transfer and the relevant documents arrive at the Registrar (for the Share Offer) not later than the prescribed time. If you choose to deliver the documents by post, you should consider the timing requirements for postage.

Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

All acceptances, instructions, authorisations and undertakings given by the Offer Shareholders in the **Form of Acceptance and Transfer** shall be irrevocable except as permitted under the Takeovers Code.

(3) Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer will be despatched to the Offer Shareholders accepting the Share Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) business days (as defined under the Takeovers Code) following the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Share Offer shall be irrevocable and not capable of being withdrawn.

Save as mentioned above, if the latest time for acceptance of the Share Offer and the despatch of cheques for payment do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**WARNING: Upon receipt of the Composite Document and the accompanying Form of Acceptance and Transfer, Shareholders are encouraged to read it carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offer, before deciding whether or not to accept the Share Offer. If the Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By order of the board of directors of  
**Hubei Port (Hong Kong) International Limited**  
湖北港口(香港)國際有限公司  
**Ms. Zhou Wei**  
*Director*

By order of the board of directors of  
**China Infrastructure & Logistics Group Ltd.**  
中國通商集團有限公司  
**Mr. Yan Zhi**  
*Co-Chairman*

Hong Kong, 4 March 2022

*As at the date of this joint announcement, 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. Xia Yu and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Dr. Mao Zhenhua and Mr. Wong Wai Keung, Frederick.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement to the extent it relates to the Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the Company or Directors in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Zhou Wei is the director of the Offeror. In addition, as at the date of this joint announcement, Tu Shanfeng, Chen Bofu, Wang Dasheng, Yang Yeyuan, Xiao Xiaoqiu, Jiang Hui, Hu Shengxin, Fu Weifa and Xia Hongliang are the directors of Hubei Port Group Company Limited\*. The directors of the Offeror and Hubei Port Group Company Limited\* jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Company or the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*\*For identification purposes only*