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CWT INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

CONNECTED TRANSACTION
ENTERING INTO A CONTRACT OF SALE
FOR TRADING OF COMMODITIES

CONTRACT OF SALE

On 17 July 2025 (after trading hours), MRI Trading, an indirect wholly-owned subsidiary of the Company, and GTS Shipping entered into the Contract of Sale, pursuant to which GTS Shipping agreed to purchase copper cathodes from MRI Trading. The Contract Consideration should not exceed US$5,000,000 (equivalent to approximately HK$39,000,000).

LISTING RULES IMPLICATION

As at the date of this announcement, GTS Shipping is an indirect subsidiary of HNA Trust Management, which is a controlling Shareholder holding approximately 51.26% of the total issued Shares. Therefore, GTS Shipping is a connected person of the Company under Chapter 14A of the Listing Rules. As such, the entering into of the Contract of Sale constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (other than the profits ratio) in respect of the Contract of Sale exceed 0.1% but are less than 5%, the Contract of Sale is subject to the reporting and announcement requirements but is exempted from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONTRACT OF SALE

Reference is made to the voluntary announcement of the Company dated 6 June 2025 whereby the Company was intending to enter into a non-binding cooperation framework agreement with HNA Technology for planning to cooperate (including through their subsidiaries) in the field of commodity marketing. Instead of entering into the said non-binding cooperation framework agreement, both parties finalise to enter into the Contract of Sale which is binding in nature.

On 17 July 2025 (after trading hours), MRI Trading, an indirect wholly-owned subsidiary of the Company, and GTS Shipping entered into the Contract of Sale pursuant to which GTS Shipping agreed to purchase copper cathodes from MRI Trading. The principal terms of the Contract of Sale are summarised as follows:

Date:	17 July 2025 (after trading hours)
Parties:	1. MRI Trading AG; and 2. GTS Shipping Management Co. Limited.
Material and Quality:	Non-LME (London Metal Exchange) registered grade A copper cathodes, in the origin of Democratic Republic of Congo in the option of MRI Trading (the "**Material**")
Quantity/Shipment:	200 − 500 metric tons plus/minus 5% in the option of MRI Trading. The Material shall be shipped in July 2025. Shipment is subject to suitable vessel/container availability.
Delivery:	The Material shall be delivered CIF (cost, insurance and freight) CY (container yard) Shanghai, China (INCOTERMS 2020, being the 2020 edition of the standard trade definitions published by the International Chamber of Commerce).

Contract Consideration:

The Contract Consideration under the Contract of Sale should not exceed US$5,000,000 (equivalent to approximately HK$39,000,000).

The Contract Consideration is based on the floating copper price quoted by the London Metal Exchange (LME), and a certain premium or discount may be added or subtracted on top of it. The specific premium or discount level price will be determined by the market conditions and other costs at the time of each order. The Group will provide GTS Shipping with services such as cargo logistics, transportation, and insurance. The Contract Consideration corresponds to approximate metric ton of copper cathode at its maximum, which is the typical parcel volume with regard to the copper cathode trading business of MRI Trading.

Payment:

Provisional payment:

GTS Shipping shall make a 105% provisional payment in US$ by telegraphic transfer (T/T) to MRI Trading's designated bank account following scanned copies of documents. Payment shall be effected within 3 days but latest 1 day prior to vessel ETA (estimated time of arrival) at discharge port.

Final payment:

Any balance between the provisional payment and the final Material value including other charges, if applicable, shall be settled by the owing party by telegraphic transfer within 3 business days after final Material value is confirmed against presentation of final invoice.

Termination:

The parties shall be entitled to terminate the Contract of Sale if a force majeure event continues for 180 consecutive days or more and no other agreement is reached. The force majeure event includes war, natural disasters, explosions, boycotts and strikes, government's action or inaction, restriction on intended source of supply of MRI Trading, or any other unforeseen and unavoidable event beyond the control of any party.

MRI Trading shall have the right to declare the Contract of Sale to be terminated if:

(a) GTS Shipping fails to make payment;

(b) GTS Shipping is the subject of bankruptcy, insolvency etc.;

(c) GTS Shipping fails to pay its debts generally as they become due;

(d) GTS Shipping appoints or becomes subject to the appointment of an administrator, liquidator, receiver, etc.;

(e) the value of GTS Shipping's assets is at any time less than the amount of its liabilities; or

(f) the force majeure circumstance continues for 60 consecutive days or more and no agreement is otherwise agreed.

The terms on the Contract of Sale were entered on an arm's length basis, and the terms were no less favourable to CTS Shipping than those available to the independent third parties.

INFORMATION OF THE PARTIES TO THE CONTRACT OF SALE

The Company is a Hong Kong-based investment holding company principally engaged in integrated logistics services and related engineering services. The Company is also engaged in the affiliated business of commodity marketing and financial services.

MRI Trading is a company incorporated in Switzerland with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in commodity trading focused in base metal non-ferrous concentrates.

GTS Shipping is a company incorporated in Hong Kong with limited liability. It is principally engaged in shipping, investment holding and commodities trading. GTS Shipping is an indirect wholly-owned subsidiary of HNA Technology, a company listed on the Shanghai Stock Exchange (stock code: 600751) which is principally engaged in in dry bulk shipping and commodity trading, etc. HNA Technology is an indirect non-wholly-owned subsidiary of HNA Trust Management, the controlling Shareholder. It is owned indirectly as to approximately 29.47% by HNA Trust Management through several of its wholly-owned subsidiaries, namely HNA Technology Group Limited* (海航科技集團有限公司) (20.76%), Daxinhua Logistics Holdings (Group) Co., Ltd.* (大新華物流控股(集團)有限公司) (8.67%), HNA Technology Group (HK) Co., Limited (0.03%) and Shanghai Shangrong Supply Chain Management Co., Ltd.* (上海尚融供應鏈管理有限公司) (0.01%).

REASONS AND BENEFIT OF THE CONTRACT OF SALE

The Contract of Sale can enhance business opportunities of the Group in commodity marketing. With the introduction of GTS Shipping as a new customer, the Group can benefit from increase in gross profit and gross profit margin in commodity marketing.

The Directors (including the independent non-executive Directors) are of view that, the Contract of Sale is entered into in the ordinary and usual course of business of the Group and is on normal commercial terms or better, and the entering into of the Contract of Sale is fair and reasonable and in the interests of the Company and its Shareholders as a whole. Mr. Wang Kan, Mr. Zhao Quan, Mr. Wang Qi and Mr. Shang Duoxu, the executive Directors, are currently serving as senior executives of, or are related to certain companies of, HNA Trust Management. Although this does not constitute a material conflict of interest in the Contract of Sale, they still voluntarily abstained from voting on the resolutions of the Board approving the Contract of Sale.

Following the transaction under Contract of Sale, the Group and GTS Shipping (or any subsidiary under HNA Technology) will continue to discuss, and consider whether to enter into any further binding framework agreement in the area of commodity marketing. As such, the Company will comply with the necessary requirements under the Listing Rules accordingly.

LISTING RULES IMPLICATION

As at the date of this announcement, GTS Shipping is an indirect subsidiary of HNA Trust Management, which is a controlling Shareholder holding approximately 51.26% of the total issued Shares. Therefore, GTS Shipping is a connected person of the Company under Chapter 14A of the Listing Rules. As such, the entering into of the Contract of Sale constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (other than the profits ratio) in respect of the Contract of Sale exceed 0.1% but are less than 5%, the entering into of the Contract of Sale is subject to the reporting and announcement requirements but is exempted from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

"Board"	the board of Directors
"Company"	CWT International Limited, a company incorporated in Hong Kong with limited liability
"Contract Consideration"	the contract consideration under the Contract of Sale should not exceed US$5,000,000 (equivalent to approximately HK$39,000,000)
"Contract of Sale"	the contract of sale dated 17 July 2025 entered into between MRI Trading and GTS Shipping in relation to the trading of commodities
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"GTS Shipping"	GTS Shipping Management Co. Limited, a company incorporated in Hong Kong with limited liability, and an indirect wholly-owned subsidiary of HNA Technology as at the date of this announcement

"HNA Technology"	HNA Technology Co., Ltd.* (海航科技股份有限公司), a joint stock company incorporated in the PRC with limited liability and its shares are listed on the Shanghai Stock Exchange (stock code: 600751)
"HNA Trust Management"	Hainan HNA No. 2 Trust Management Service Co., Ltd.* (海南海航二號信管服務有限公司), a limited liability company established in the PRC and a controlling Shareholder
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"MRI Trading"	MRI Trading AG, a company incorporated in Switzerland with limited liability, an indirect wholly-owned subsidiary of the Company as at the date of this announcement
"PRC/China"	the People's Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Shareholder(s)"	holder(s) of the shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning as ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

By order of the Board
CWT INTERNATIONAL LIMITED
Wang Kan
Executive Director

Hong Kong, 17 July 2025

For the purposes of this announcement, unless otherwise specified, conversion of US$ into HK$ is based on the approximate exchange rate of US$1.00 to HK$7.80. Such exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts in HK$ and US$ have been, could have been or may be converted at such rate or any other exchange rate.

As at the date of this announcement, the Board comprises Mr. Wang Kan (Executive Director and Chairman), Mr. Zhao Quan (Executive Director), Mr. Wang Qi (Executive Director), Mr. Shang Duoxu (Executive Director and Chief Executive Officer), Mr. Lam Kin Fung, Jeffrey (Independent Non-executive Director), Ms. Liu Yifei (Independent Non-executive Director) and Dr. Lo Wing Yan, William (Independent Non-executive Director).

** For identification purpose only*