THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stock broker 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 **中國鐵建高新裝備股份有限公司 (CRCC High-Tech Equipment Corporation Limited)**, you should at once hand this supplemental circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中国铁建

CRCC High-Tech Equipment Corporation Limited

中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

(1) SUPPLEMENTAL CIRCULAR: CONTINUING CONNECTED TRANSACTIONS RELATING TO THE MACHINERY EQUIPMENT AND ACCESSORIES SALES FRAMEWORK AGREEMENT; AND (2) SUPPLEMENTAL NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the EGM Circular issued by the Company to the Shareholders. A letter from the Board is set out on pages 4 to 16 of this supplemental circular. A letter from the Independent Board Committee in respect of the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps is set out on pages 17 to 18 of this supplemental circular. A letter of advice from Messis Capital Limited, the Independent Financial Adviser, in respect of the same to the Independent Board Committee and the Independent Shareholders is set out on pages 19 to 33 of this supplemental circular.

The EGM will be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Tuesday, 30 September 2025. The supplemental notice of the EGM is set out on pages 37 to 39 of this supplemental circular.

12 September 2025

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 4

LETTER FROM THE INDEPENDENT BOARD COMMITTEE 17

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER 19

APPENDIX I – GENERAL INFORMATION 34

SUPPLEMENTAL NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING 37

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

"associate(s)"	has the same meaning as ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this supplemental circular, Hong Kong, Macau and Taiwan
"China Civil Engineering Construction"	China Civil Engineering Construction Ltd. (中國土木工程集團有限公司), a limited liability company incorporated in the PRC, a subsidiary of CRCC, the Shareholder and a connected person of the Company
"China Railway Construction Investment Group"	China Railway Construction Investment Group Co., Ltd. (中國鐵建投資集團有限公司), a limited liability company incorporated in the PRC, a subsidiary of CRCC, the Shareholder and a connected person of the Company
"Company"	CRCC High-Tech Equipment Corporation Limited (中國鐵建高新裝備股份有限公司), a joint stock limited company, whose H Shares are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the same meaning as ascribed to it under the Listing Rules
"CRCC"	China Railway Construction Corporation Limited (中國鐵建股份有限公司), a joint stock limited company incorporated in the PRC and the controlling Shareholder. Its H shares are listed on the Main Board of the Stock Exchange (stock code: 01186) and its A shares are listed on the Shanghai Stock Exchange (stock code: 601186)
"CRCC China-Africa Company"	CRCC China-Africa Construction Limited (中鐵建中非建設有限公司), a limited liability company incorporated in the PRC, a subsidiary of CRCC, the Shareholder and a connected person of the Company
"CRCC International Group"	CRCC International Group Co., Ltd, (中國鐵建國際集團有限公司), a limited liability company incorporated in the PRC, a subsidiary of CRCC, the Shareholder and a connected person of the Company
"CRCCG"	China Railway Construction Corporation (中國鐵道建築集團有限公司), the controlling shareholder of CRCC
"Director(s)"	the director(s) of the Company

"Domestic Share(s)"	the ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
"EGM"	the extraordinary general meeting to be held by the Company at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Tuesday, 30 September 2025
"EGM Circular"	the circular of the Company dated 15 August 2025
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the committee of Directors consisting of Mr. Wu Yuntian, Mr. Na Pengjie and Ms. Chu Ching, who are independent non-executive Directors, which has been formed to advise the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder
"Independent Financial Adviser"	Messis Capital Limited, being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder
"Independent Shareholders"	the Shareholders other than CRCC and its four subsidiaries, namely China Railway Construction Investment Group, CRCC International Group, China Civil Engineering Construction and CRCC China-Africa Company who will abstain from voting on the resolution at the EGM with respect to the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder
"Latest Practicable Date"	8 September 2025, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained in this supplemental circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

"Macau"	the Macau Special Administrative Region of the PRC
"Machinery Equipment and Accessories Sales Framework Agreement"	the Machinery Equipment and Accessories Sales Framework Agreement dated 30 July 2025 between the Company and CRCC, pursuant to which the Group agreed to provide machinery equipment and accessories to CRCC and/or its associates, including: (i) sell various kinds of large railway track maintenance machines; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
"PPP"	Public-Private Partnership
"Previous Machinery Equipment and Accessories Sales Framework Agreement"	the Machinery Equipment and Accessories Sales Framework Agreement dated 29 July 2022 between the Company and CRCC, pursuant to which the Group agreed to provide machinery equipment and accessories to CRCC and/or its associates, including: (i) sell various kinds of large railway track maintenance machines; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates, for the term commenced from 1 January 2023 and ending on 31 December 2025
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisor(s) of the Company
"%"	percent



中国铁建
CRCC High-Tech Equipment Corporation Limited
中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

Executive Directors:
Mr. Tong Pujiang *(Chairman)*
Mr. Xiang Daqiang
Mr. Chen Yongxiang
Mr. Mo Bin

Non-executive Directors:
Mr. Lyu Jing
Mr. Xie Huagang

Independent non-executive Directors:
Mr. Wu Yuntian
Mr. Na Pengjie
Ms. Chu Ching

Registered office and principal place of business in the PRC:
No. 384, Yangfangwang
Jinma Town
Kunming City
Yunnan Province
PRC

Principal place of business in Hong Kong:
23/F, Railway Plaza
39 Chatham Road South
Tsim Sha Tsui
Kowloon
Hong Kong

12 September 2025

To the Shareholders

Dear Sir or Madam,

(1) SUPPLEMENTAL CIRCULAR: CONTINUING CONNECTED TRANSACTIONS RELATING TO THE MACHINERY EQUIPMENT AND ACCESSORIES SALES FRAMEWORK AGREEMENT; AND (2) SUPPLEMENTAL NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this supplemental circular is, among other things, to provide you with more information in respect of continuing connected transactions relating to the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps, to enable you to make an informed decision on whether to vote in favour of or against the relevant resolutions at the EGM.

II. CONTINUING CONNECTED TRANSACTIONS

1. Background

Reference is made to the announcement of the Company dated 29 July 2022 and the circular of the Company dated 5 October 2022 in relation to the Previous Machinery Equipment and Accessories Sales Framework Agreement. Reference is also made to the announcement of the Company dated 30 July 2025 in relation to the Machinery Equipment and Accessories Sales Framework Agreement.

As the Previous Machinery Equipment and Accessories Sales Framework Agreement will expire on 31 December 2025, the Company entered into the Machinery Equipment and Accessories Sales Framework Agreement with CRCC on 30 July 2025 to renew the Previous Machinery Equipment and Accessories Sales Framework Agreement, pursuant to which the Group agreed to: (i) sell various kinds of large railway track maintenance machines; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates for the term commencing from 1 January 2026 and ending on 31 December 2028.

2. Machinery Equipment and Accessories Sales Framework Agreement

Details of the Machinery Equipment and Accessories Sales Framework Agreement are as follows:

Date:	30 July 2025
Parties	The Company (as the supplier of products and services); and CRCC (as the purchaser of products and services).
Nature of transactions:	The Group agreed to: (i) sell various kinds of large railway track maintenance machines comprising all products of the Group, which are categorized into seven major series based on functions, namely, tamping machine series, stabilization machine series, ballast cleaning machine series, ballast regulator series, materials logistics machine series, rail processing machine series and other machinery; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates.

Term:

The term of the Machinery Equipment and Accessories Sales Framework Agreement will commence from 1 January 2026 and end on 31 December 2028, subject to early termination by either party giving at least three months' prior written notice to the other party.

Parties can extend or renew such terms by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with.

Conditions precedent:

The transactions contemplated under the Machinery Equipment and Accessories Sales Framework Agreement are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Machinery Equipment and Accessories Sales Framework Agreement is conditional upon the resolution regarding the transactions under such agreement and the relevant annual caps having been approved by the Independent Shareholders at the EGM.

Pricing policy:

In line with the general pricing policy of fairness and reasonableness set out in the Machinery Equipment and Accessories Sales Framework Agreement, the prices for products and services under such agreement shall be determined based on the following pricing principles:

(i) where there are market prices for the relevant products and services, the prices shall be determined with reference to the prevailing market prices at which the same type of products and services provided by us to an independent third party customer on normal commercial terms; and

(ii) where there are no market prices for the relevant products which are applicable to new types of machinery equipment to be tailor-made for the specifications required by CRCC and/or its associates for specific business needs, the price shall be determined according to the price to be agreed between the parties; the agreed price will be calculated based on the actual costs, which include raw materials, accessories, depreciation, salary, energy, technology consumption and equipment maintenance, incurred in providing such products plus reasonable profits; we will charge a mark-up rate, taking into consideration of the specific types of products, for the transactions on a cost-plus basis. Such mark-up rate charged to CRCC and/or its associates is generally not lower than 15% for all cases, which is the same mark-up rate charged to an independent third party customer. The Company has considered the margin of matured products and applied the same as the mark-up rate. For details on the methods and procedures the Company employs to determine the applicable mark-up rate for specific product categories, please refer to items 2 and 3 under the paragraph headed "II. CONTINUING CONNECTED TRANSACTIONS – 2. Machinery Equipment and Accessories Sales Framework Agreement – Internal control procedures for pricing policy" in the letter from the Board of the supplemental circular. The Board is of the view that such mark-up rate is fair and reasonable, on normal commercial terms and not prejudicial to the interest of the Company's minority Shareholders.

Payment terms: The actual settlement price and the method of payment shall be determined based on the principles, instructions, conditions and terms of the Machinery Equipment and Accessories Sales Framework Agreement and set out in the specific agreements or order forms to be entered into by the parties.

The payment terms will be on market terms which are no less favourable to the Company than those available to independent third parties as such are based on the Company's standard payment terms, which are applicable equally to both the Company's connected persons and independent third parties.

Other major terms: To implement the transactions contemplated under the Machinery Equipment and Accessories Sales Framework Agreement, the parties will enter into specific agreements or order forms which specify and record the specific terms (such as the types of large maintenance machinery and accessories, machinery and track equipment, facilities and materials, the prices and the payment and delivery terms) and operative provisions of those transactions to be determined in accordance with the terms under the Machinery Equipment and Accessories Sales Framework Agreement.

Internal control procedures for pricing policy: In order to ensure that (i) the sales of large railway track maintenance machinery and accessories; (ii) the sales of machinery and track equipment, facilities and materials; and (iii) the provision of other related or ancillary products and services from the Group to CRCC and/or its associates will not be prejudicial to the interests of the Company and our minority Shareholders, the Company adopts the following measures in negotiating the prices and terms of the transactions to be carried out under the Machinery Equipment and Accessories Sales Framework Agreement:

1. the prices will generally be agreed following arm's length negotiation between the parties with reference to the prevailing market prices; a large portion of the Group's purchase orders is won through public tenders with the largest customer group of the Group (i.e. China State Railway Group Co., Ltd. (中國國家鐵路集團有限公司) and its affiliated enterprises), local railway operators and railway construction companies (including CRCC and/or its associates).

   In order to determine the prevailing market prices, the Group will make reference to the prices the Group offers to at least two independent third party customers for the same or similar products or services; the Group will also primarily take into account the following factors to determine the market prices, to ensure that the prices will be no less favourable to the Company than those of the same type of products and services the Group provides to the independent third party customers:

(a) in respect of large railway track maintenance machines and machinery and track equipment, facilities and materials, the Group takes into account our costs and market condition to determine the prices of our products. The Group adjusts our prices with reference to various factors, such as the prevailing market condition, market prospect and competition;

(b) in respect of parts and components, the Group determines the prices of our parts and components primarily based on the cost, and adjusts our prices with reference to market conditions, logistic requirements, expected profit margins and safety of rails operations;

(c) in respect of railway line maintenance services, the Group primarily takes into account our costs, timeline, operation quality requirements and operation environment (such as the climate and topographical requirements) to determine the prices of our services;

(d) in respect of overhaul services, the Group determines our prices primarily based on the condition of the machines to be overhauled;

2. in respect of the principle of the cost plus a reasonable profit margin, the Group will take into account all relevant factors in determining the underlying costs, which include raw materials, accessories, depreciation, salary, energy, technology consumption and equipment maintenance; and

3. in the unlikely event that no comparable market prices can be taken which are applicable to new types of machinery equipment to be tailor-made for the specifications required by CRCC and/or its associates for specific business needs, experts in the Group with sufficient industry experience could opine on the fairness and reasonableness of the prices (including the applicable mark-up rate for specific types of products) to ensure that the prices would be fair and reasonable to the Company and no less favourable to the Company than the prices the Group offers to the independent third party customers. Such experts in the Group are the overall project consultant of our research center with senior engineer certificate, head of our cost management department with the qualification of certified public accountant, head of our procurement center and head of our marketing department. These experts have adopted a comprehensive evaluation model to determine the prices with reference to the historical transaction prices of the most similar types of machines and also take into account other factors, which include technical specifications, actual costs, payment terms, product quality and geographical areas where we provide products, etc. The prices of such new types of machinery equipment will be submitted to our general manager for approval.

3. Historical Figures

The aggregate amounts of transactions with respect to (i) the sales of various kinds of large railway track maintenance machines; (ii) the sales of machinery and track equipment, facilities and materials; and (iii) the provision of other related or ancillary products and services by the Group to CRCC and its associates for the two years ended 31 December 2024 and the six months ended 30 June 2025 were approximately RMB648.09 million, RMB295.25 million, and RMB98.63 million, respectively. The relatively low utilization rate of the annual caps under the Previous Machinery Equipment and Accessories Sales Framework Agreement for the year ended 31 December 2024 is due to the fact that (i) in accordance with regulations concerning asset and liability constraints on state-owned enterprises, related enterprises significantly reduced their undertaking of PPP projects; (ii) China has strictly controlled approvals for urban rail transit construction, resulting in a noticeable slowdown in progress of urban rail transit construction, with some projects being suspended or delayed; (iii) in overseas markets, affected by the global economic slowdown, the ongoing Russia – Ukraine war, continued conflicts in the Middle East and uncertainties arising from China-U.S. trade tensions, China has tightened controls over outbound investments, leading to a contraction in certain overseas railway projects undertaken by Chinese enterprises, and given the overall unfavourable market environment, the Company's business with related enterprises has also declined accordingly.

4. Proposed Annual Caps

The existing annual caps for the three years ending 31 December 2025 for the transactions under the Previous Machinery Equipment and Accessories Sales Framework Agreement are RMB1,100 million, RMB1,100 million and RMB1,100 million, respectively. The Board proposed the annual caps for the three years ending 31 December 2028 for the transactions under the Machinery Equipment and Accessories Sales Framework Agreement as follows:

12 months ending 31 December 2026 *(RMB million)*	**12 months ending 31 December 2027** *(RMB million)*	**12 months ending 31 December 2028** *(RMB million)*
350	350	350

5. Basis of Proposed Annual Caps

In arriving at the above proposed annual caps, the Company has considered the following principal factors:

Under the Machinery Equipment and Accessories Sales Framework Agreement, the products and services provided by the Group to CRCC and/or its associates mainly consist of the various kinds of large railway track maintenance machines, other machines and railway equipment, facilities and materials and other related or ancillary products and services.

Based on currently available market data, the procurement plan and intention of fixed assets of CRCC and its subsidiaries (including the Company) formulated by CRCC, the transaction amounts of the Group's sales of large railway track maintenance machines, other machines and railway equipment, facilities and materials and other related or ancillary products and services to CRCC and/or its associates are expected to reach approximately RMB221 million, approximately RMB204 million and approximately RMB177 million for each of the three years ending 31 December 2028.

In arriving at the proposed annual caps under the Machinery Equipment and Accessories Sales Framework Agreement, the Company has also taken into consideration the buffer of RMB150 million for possible changes in the trade volume due to market condition changes. In view of the Company's deep participation in CRCC's railway engineering projects and the fact that the aggregate transaction amounts of the Group's sales of various kinds of large railway track maintenance machines, sales of machines and railway equipment, facilities and materials, and provision of other related or ancillary products and services to CRCC and its associates amounted to RMB648.09 million and RMB295.25 million, respectively, for the two years ended 31 December 2024, the Company believes that an enough buffer is necessary.

6. Reasons for and Benefits of the Continuing Connected Transactions Under the Machinery Equipment and Accessories Sales Framework Agreement

In the ordinary and usual course of our business, the Group sells large railway track maintenance machinery and accessories, machinery and track equipment, facilities and materials, and provides other related or ancillary services to CRCC and/or its associates. The Board is of the view that such transactions are beneficial to the Group for the following reasons:

(1) in accordance with the relevant regulations of competent authorities for all constructions of new railway lines, railway line maintenance (such as tamping, formation and rehabilitation) must be conducted before the inspection and acceptance of such railway lines; CRCC and/or its associates, which are primarily engaged in the railway construction operations, require such products for carrying out railway track maintenance work before the inspection and acceptance of the new railway lines they have constructed;

(2) the Company and CRCC and/or its associates have established a long-term relationship, and understand respective planning of operations, quality control as well as certain specific requirements of both parties;

(3) the prices and terms for the sales of large railway track maintenance machinery and accessories, machinery and track equipment, facilities and materials, and the provision of other related or ancillary services by the Group to CRCC and/or its associates would be no less favourable to the Company than those the Group offers to any independent third party; and

(4) CRCC is one of China's leading large-scale comprehensive construction groups. By entering into the Machinery Equipment and Accessories Sales Framework Agreement, the Group will better maintain its stable revenue streams, develop its professional expertise, and enhance the overall industry competitiveness.

The Board (excluding the independent non-executive Directors, whose opinion will be formed after taking into account the advice to be provided by the Independent Financial Adviser) is of the view that: (i) the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole; and (ii) the proposed annual caps for the three years ending 31 December 2028 for the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

As Mr. Lyu Jing and Mr. Xie Huagang, being Directors of the Company, holds positions in CRCC (both also serving as directors of other CRCC subsidiaries), they have abstained from voting on the Board resolution with respect to the transaction. Saved as disclosed above, none of the other Directors has any material interest in the transaction contemplated under the Machinery Equipment and Accessories Sales Framework Agreement and therefore none of the other Directors has abstained from voting on such Board resolution.

7. Internal Control Measures for the Implementation of the Machinery Equipment and Accessories Sales Framework Agreement

The Company has adopted the following internal control measures to ensure that the terms of the Machinery Equipment and Accessories Sales Framework Agreement are fair and reasonable and such transactions are on normal commercial terms:

(1) the Company has adopted and implemented a management system on connected transactions. Under the relevant system, the Company's finance department is responsible for preparing draft agreements and conducting reviews on compliance with relevant laws, regulations, the Company's policies and the Listing Rules in respect of the Machinery Equipment and Accessories Sales Framework Agreement, including reviews prior to signing the agreement and monthly reviews thereafter. In addition, the draft agreement is subject to internal reviews by the Company's Board office, legal department, and management, covering terms (including but not limited to comparisons with terms with independent third parties and previous agreements), the counterparty, and the transaction type. An external review from a compliance perspective is also conducted by the Company's external legal advisors. Subsequently, the party committee and the general manager's office conduct a final internal review and approval before issuing authorization to proceed with the agreement. All relevant business departments of the Company are jointly responsible for evaluating the transaction terms under such agreement, in particular, the fairness of the pricing terms under such agreement;

(2) the independent non-executive Directors have also reviewed and will continue to review the continuing connected transactions to ensure that the transactions have been entered into on normal commercial terms and according to the Machinery Equipment and Accessories Sales Framework Agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and provide confirmation in our annual report; and

(3) the auditor of the Company will also conduct an annual review on the pricing policies and annual caps of such agreement, and provide confirmation in the Company's annual report.

8. Implications Under the Listing Rules

As at the Latest Practicable Date, CRCC is a controlling Shareholder, which directly and indirectly holds approximately 65% of the total issued share capital of the Company, and thus is a connected person of the Company under the Listing Rules. Therefore, the transactions under the Machinery Equipment and Accessories Sales Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Since the highest applicable percentage ratio in respect of the highest annual caps under the Machinery Equipment and Accessories Sales Framework Agreement is more than 5%, such transaction is subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

9. General Information

The Group is principally engaged in: (i) development, manufacturing and sales of large railway track maintenance machines; (ii) manufacturing, purchase and sales of parts and components of large railway track maintenance machines; (iii) overhaul services; and (iv) railway line maintenance services.

CRCC is a joint stock limited company incorporated in the PRC and a controlling Shareholder of the Company. Its H shares are listed on the Main Board of the Stock Exchange (stock code: 01186) and its A shares are listed on the Shanghai Stock Exchange (stock code: 601186). CRCC is one of the strongest and largest-scale integrated construction groups in the world, and its businesses cover construction operation, planning, design and consultancy, investment operations, real estate development, manufacturing, materials and logistics, environmental protection, industrial finance and other emerging industries.

CRCCG is the controlling shareholder of CRCC, holding approximately 51.23% equity interests in CRCC as at the Latest Practicable Date. As a large central enterprise managed by SASAC, CRCCG is mainly engaged in technical consultancy of railways, metropolitan railways, highways, airports, ports, piers, tunnels, bridges, water conservancy and hydropower facilities, post and telecommunication facilities, mines, timbers, municipal engineering, general contracting and subcontracting of installation of circuitry, pipeline and equipment; construction of prevention and control of geologic disasters; construction project management; sale of automobile and cars; wholesale and retail of ferrous metal, timber, cement, fuel, construction materials, chemical products (excluding dangerous chemicals), electromechanical products, armored concrete product and special railway equipment; organization of the production of the enterprises under direct control; overseas construction contracting and domestic international construction tendering; rental services of machinery and construction installation equipment; renovation and interior decoration services; relevant technical consulting, technical services, import and export business; advertising business.

III. EGM

A notice of the EGM to be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Tuesday, 30 September 2025 (the "**EGM Notice**") is set out on the EGM Circular dated 15 August 2025. The supplemental notice of the EGM set out in this supplemental circular from pages 37 to 39 is enclosed for the purpose of informing the Shareholders of the new resolution in relation to the continuing connected transactions relating to the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps to be submitted to the EGM for consideration. The resolutions, which are originally scheduled to be submitted to the EGM for approval as contained in the EGM Notice, remain unchanged. A revised form of proxy for use at the EGM (the "**Revised Form of Proxy**") has been published on the Stock Exchange's website and the Company's website.

IMPORTANT NOTICE: The Revised Form of Proxy shall supersede the form of proxy for EGM published on the website of the Stock Exchange's website and the Company's website on 15 August 2025 (the "Original Form of Proxy"). Shareholders who have duly completed and returned the Original Form of Proxy shall note that the Original Form of Proxy is no longer applicable to the EGM.

At the EGM, an ordinary resolution, among other things, will be put forward for the Independent Shareholders to consider and, if appropriate, to approve the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder. An Independent Board Committee comprising the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder. The Independent Financial Adviser, Messis Capital Limited, has been appointed to advise the Independent Board Committee and the Independent Shareholders on the same in accordance with the Listing Rules.

CRCC and its four wholly-owned subsidiaries, namely China Railway Construction Investment Group, CRCC International Group, China Civil Engineering Construction and CRCC China-Africa Company, which directly and indirectly hold 987,984,000 Domestic Shares, representing approximately 65% of the issued share capital of the Company as at the Latest Practicable Date, are required to abstain from voting on the resolution at the EGM with respect to the Machinery Equipment and Accessories Sales Framework Agreement, together with the proposed maximum transaction amounts thereunder. Save as disclosed above, to the best of the Directors' knowledge, information and belief, no other Shareholder has any material interest in the transactions under the Machinery Equipment and Accessories Sales Framework Agreement and therefore are required to abstain from voting to approve the relevant resolution at the EGM.

A reply slip for use at the EGM has been published on the Stock Exchange's website and the Company's website on 15 August 2025. If you are eligible and intend to attend the EGM, please complete the reply slip for attending the EGM and return the same to the office of the Board not later than Wednesday, 24 September 2025. Shareholders who intend to appoint a proxy to attend the EGM and to vote on the resolutions set out in the EGM Notice and the supplemental notice of the EGM shall complete and return the Revised Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM. Completion and return of the Revised Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.

The H Share register of members of the Company will be closed from Thursday, 25 September 2025 to Tuesday, 30 September 2025 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Tuesday, 30 September 2025, being the record date, are entitled to attend and vote at the EGM after completing the registration procedures for attending the EGM.

IV. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the supplemental notice convening the EGM will be voted by poll.

V. RECOMMENDATION

The Directors, including independent non-executive Directors, are of the view that the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the relevant resolution at the EGM so as to approve the Machinery Equipment and Accessories Sales Framework Agreement and the relevant proposed annual caps.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 17 to 18 of this supplemental circular and the letter of advice from Messis Capital Limited to the Independent Board Committee and the Independent Shareholders set out on pages 19 to 33 of this supplemental circular.

VI ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this supplemental circular.

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Tong Pujiang
Chairman

中国铁建

CRCC High-Tech Equipment Corporation Limited

中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

12 September 2025

To the Independent Shareholders,

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the supplemental circular dated 12 September 2025 issued by the Company (the "**Circular**"), of which this letter forms a part. Terms defined in the Circular shall have the same meaning when used herein, unless the context requires otherwise.

We have been appointed as the members of the Independent Board Committee to advise you as to whether in our opinion, the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps, details of which are set out in the letter from the Board, are fair and reasonable so far as the interests of the Independent Shareholders are concerned.

Messis Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise us and the Independent Shareholders on the fairness and reasonableness of the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps. Details of the advice from Messis Capital Limited, together with the principal factors taken into consideration in arriving at such advice, are set out in its letter on pages 19 to 33 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 4 to 16 of the Circular.

Having considered the terms and conditions of the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps, the interests of the Independent Shareholders and the advice and recommendation of Messis Capital Limited, we are of the view that: (i) the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole; (ii) the proposed annual caps under the Machinery Equipment and Accessories Sales Framework Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution at the EGM so as to approve the Machinery Equipment and Accessories Sales Framework Agreement and the proposed annual caps.

Yours faithfully,
For and on behalf of
Independent Board Committee
Mr. Wu Yuntian, *Independent non-executive Director*
Mr. Na Pengjie, *Independent non-executive Director*
Ms. Chu Ching, *Independent non-executive Director*

The following is the letter of advice from the Independent Financial Adviser, Messis Capital Limited, to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.

MESSIS 大有融資

12 September 2025

Dear Sir/Madam,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We, Messis Capital Limited, refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions under the Machinery Equipment and Accessories Sales Framework Agreement and the relevant annual caps, details of which are set out in the letter from the Board (the "**Board Letter**") contained in this circular of the Company dated 12 September 2025 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context of this letter otherwise requires.

As the Previous Machinery Equipment and Accessories Sales Framework Agreement will expire on 31 December 2025, the Company entered into the Machinery Equipment and Accessories Sales Framework Agreement with CRCC on 30 July 2025, pursuant to which the Group agreed to: (i) sell various kinds of large railway track maintenance machines; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates for the term commencing from 1 January 2026 and ending on 31 December 2028.

As CRCC is a controlling Shareholder and thus CRCC is a connected person of the Company under the Listing Rules. Therefore, the transactions under the Machinery Equipment and Accessories Sales Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the percentage ratios in respect of the annual caps under the Machinery Equipment and Accessories Sales Framework Agreement are not subject for exemption, the transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee comprising the independent non-executive Directors has been established to advise the Independent Shareholders in respect of such continuing connected transactions.

OUR INDEPENDENCE

As of the Latest Practicable Date, we did not have any relationship with or interest in the Company and any other parties that could reasonably be regarded as relevant to our independence. Within two years prior to the IFA obligation commencement time, we have acted as the independent financial adviser to the Independent Board Committee and the Independent Shareholders of the Company for the following transaction (the "**Previous Appointment**"):

Date of the relevant circular and our letter of advice	**Nature of the transaction**
9 June 2023	Continuing connected transactions

It is noted that (i) apart from normal professional fees paid or payable to us in connection with the Previous Appointment as well as the current appointment as the Independent Financial Adviser, no arrangement exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded to affect our independence; (ii) we have maintained our independence from the Company during the Previous Appointment; (iii) the service fees received separately or aggregately from the Previous Appointment and the current appointment do not constitute a significant portion of our total revenue; and (iv) our independence from the Company has not been compromised because of the Previous Appointment. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have considered, among other things, (i) the Machinery Equipment and Accessories Sales Framework Agreement, the agreements of sale of products and provision of services to the CRCC and independent third parties by the Group (ii) the Company's annual reports for the financial years ended 31 December 2024 ("**FYE2024**") and 31 December 2023 ("**FYE2023**"); (ii) the relevant announcements; and (iii) other information as set out in the Circular. We have also relied on all relevant information, opinions and facts supplied and represented by the management of the Company.

We have assumed that all such information, opinions, facts and representations contained or referred to in the Circular, for which the Company is fully responsible, were true and accurate in all material respects as of the date hereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us and the Company has confirmed that no material facts have been withheld or omitted from the information provided and referred to in the Circular, which would make any statement therein misleading. We have reviewed sufficient information currently available to reach an informed view so as to provide a reasonable basis for our recommendation. We have not, however, carried out independent verification of the information and the representations provided by the management of the Company, nor have we conducted any in-depth investigation into the businesses, affairs, operations, financial position or future prospects of the Company or any of its subsidiaries.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with the transactions and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In considering whether the terms of the continuing connected transactions are fair and reasonable so far as the Independent Shareholders are concerned, we have taken into account the principal factors and reasons set out below:

1. Background and benefits of the Machinery Equipment and Accessories Sales Framework Agreement

The Group is principally engaged in (i) development, manufacturing and sales of large railway track maintenance machines; (ii) manufacturing, purchase and sales of parts and components of large railway track maintenance machines; (iii) overhaul services; and (iv) railway line maintenance services.

As disclosed, the Board is of the view that the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are beneficial to the Group for the following reasons:

(1) in accordance with the relevant regulations of competent authorities for all constructions of new railway lines, railway line maintenance (such as tamping, formation and rehabilitation) must be conducted before the inspection and acceptance of such railway lines; CRCC and/or its associates, which are primarily engaged in the railway construction operations, require such products for carrying out railway track maintenance work before the inspection and acceptance of the new railway lines they have constructed;

(2) the Company and CRCC and/or its associates have established a long-term relationship, and understand respective planning of operations, quality control as well as certain specific requirements of both parties;

(3) the prices and terms for the sales of large railway track maintenance machinery and accessories, machinery and track equipment, facilities and materials, and the provision of other related or ancillary services by the Group to CRCC and/or its associates would be no less favourable to the Company than those the Group offers to any independent third party; and

(4) CRCC is one of China's leading large-scale comprehensive construction groups. By entering into the Machinery Equipment and Accessories Sales Framework Agreement, the Group will better maintain its stable revenue streams, develop its professional expertise, and enhance the overall industry competitiveness.

We note that (i) the Group's principal business is manufacturing and sale of large railway track maintenance machinery, parts and components and provision of ancillary products and services including the sales of parts and components and the provision of overhaul services and railway line maintenance; (ii) the long term relationship between CRCC and/or its associates and the Company and (iii) CRCC and/or its associates' demand for the Group's products and services including certain key parts and components that cannot be easily substituted and purchased from independent third party suppliers, we concur with the Board's view that the transactions under the Machinery Equipment and Accessories Sales Framework Agreement are in the ordinary and usual course of business of the Company.

2. Principal terms of the Machinery Equipment and Accessories Sales Framework Agreement

Date:	30 July 2025
Parties:	The Company (as the supplier of products and services); and CRCC (as the purchaser of products and services)
Nature of transactions:	The Group agreed to: (i) sell various kinds of large railway track maintenance machines comprising all products of the Group, which are categorized into seven major series based on functions, namely, tamping machine series, stabilization machine series, ballast cleaning machine series, ballast regulator series, materials logistics machine series, rail processing machine series and other machinery; (ii) sell machinery and track equipment, facilities and materials; and (iii) provide other related or ancillary products and services, mainly including the sales of parts and components and the provision of overhaul services and railway line maintenance services to CRCC and/or its associates.
Term:	The term of the Machinery Equipment and Accessories Sales Framework Agreement will commence from 1 January 2026 and end on 31 December 2028, subject to early termination by either party giving at least three months' prior written notice to the other party.
Pricing policy:	In line with the general pricing policy of fairness and reasonableness set out in the Machinery Equipment and Accessories Sales Framework Agreement, the prices for products and services under such agreement shall be determined based on the following pricing principles: • where there are market prices for the relevant products and services, the prices shall be determined with reference to the prevailing market prices at which the same type of products and services provided by the Group to an independent third party customer on normal commercial terms and

- where there are no market prices for the relevant products which are applicable to new types of machinery equipment to be tailor-made for the specifications required by CRCC and/or its associates for specific business needs, the price shall be determined according to the price to be agreed between the parties; the agreed price will be calculated based on the actual costs, which include raw materials, accessories, depreciation, salary, energy, technology consumption and equipment maintenance, incurred in providing such products plus reasonable profits; and a mark-up rate, taking into consideration of the specific types of products, for the transactions on a cost-plus basis. Such mark-up rate charged to CRCC and/or its associates is generally not lower than 15% for all cases, which is the same mark-up rate charged to an independent third party customer. The Company has considered the margin of matured products and applied the same as the mark-up rate. The Board is of the view that such mark-up rate is fair and reasonable, on normal commercial terms and not prejudicial to the interest of the Company's minority Shareholders.

Payment terms: The actual settlement price and the method of payment shall be determined based on the principles, instructions, conditions and terms of the Machinery Equipment and Accessories Sales Framework Agreement and set out in the specific agreements or order forms to be entered into by the parties.

The payment terms will be on market terms which are no less favourable to the Company than those available to independent third parties as such are based on the Company's standard payment terms applicable equally to counter parties including connected parties.

Other major terms: To implement the transactions contemplated under the Machinery Equipment and Accessories Sales Framework Agreement, the parties will enter into specific agreements or order forms which specify and record the specific terms (such as the types of large maintenance machinery and accessories, machinery and track equipment, facilities and materials, the prices and the payment and delivery terms) and operative provisions of those transactions to be determined in accordance with the terms under the Machinery Equipment and Accessories Sales Framework Agreement.

Internal control procedures for pricing policy:

In order to ensure that (i) the sale of large railway track maintenance machinery and accessories; (ii) the sale of machinery and track equipment, facilities and materials; and (iii) the provision of other related or ancillary products and services from the Group to CRCC and/or its associates will not be prejudicial to the interests of the Company and its minority Shareholders, the Company adopts the following measures in negotiating the prices and terms of the transactions to be carried out under the Machinery Equipment and Accessories Sales Framework Agreement:

1. the prices will generally be agreed following arm's length negotiation between the parties with reference to the prevailing market prices; a large portion of the Group's purchase orders is won through public tenders with the largest customer group of the Group (i.e. China State Railway Group Co., Ltd. (中國國家鐵路集團有限公司) and its affiliated enterprises), local railway operators and railway construction companies (including CRCC and/or its associates).

   In order to determine the prevailing market prices, the Group will make reference to the prices the Group offers to at least two independent third party customers for the same or similar products or services; the Group will also primarily take into account the following factors to determine the market prices, to ensure that the prices will be no less favourable to the Company than those of the same type of products and services the Group provides to the independent third party customers:

   - in respect of large railway track maintenance machines and machinery and track equipment, facilities and materials, the Group takes into account costs and market condition to determine the prices of products. The Group adjusts prices with reference to various factors, such as the prevailing market condition, market prospect and competition;

   - in respect of parts and components, the Group determines the prices of parts and components primarily based on the cost, and adjusts prices with reference to market conditions, logistic requirements, expected profit margins and safety of rails operations;

- in respect of railway line maintenance services, the Group primarily takes into account costs, timeline, operation quality requirements and operation environment (such as the climate and topographical requirements) to determine the prices of services;

- in respect of overhaul services, the Group determines prices primarily based on the condition of the machines to be overhauled;

2. in respect of the principle of the cost plus a reasonable profit margin, the Group will take into account all relevant factors in determining the underlying costs, which include raw materials, accessories, depreciation, salary, energy, technology consumption and equipment maintenance; and

3. in the unlikely event that no comparable market prices can be taken which are applicable to new types of machinery equipment to be tailor-made for the specifications required by CRCC and/or its associates for specific business needs, experts in the Group with sufficient industry experience could opine on the fairness and reasonableness of the prices to ensure that the prices would be fair and reasonable to the Company and no less favourable to the Company than the prices the Group offers to the independent third party customers. Such experts in the Group are the overall project consultant of research center with senior engineer certificate, head of cost management department with the qualification of certified public accountant, head of procurement center and head of marketing department. These experts have adopted a comprehensive evaluation model to determine the prices with reference to the historical transaction prices of the most similar types of machines and also take into account other factors, which include technical specifications, actual costs, payment terms, product quality and geographical areas where the Group provides products, etc. The prices of such new types of machinery equipment will be submitted to general manager for approval.

The latest pricing policy

We note that the Company has implemented internal control procedures in relation to its pricing policy for transactions under the Machinery Equipment and Accessories Sales Framework Agreement. The latest pricing policy covers the Company's three major categories of products and services namely, large railway track maintenance machines, machinery and track equipment and other related or ancillary products and services and prices shall be agreed following arm's length negotiation between the parties with reference to the prevailing market prices for non-tailor-made products and such market prices shall reference to the prices the Group offers to at least two independent third party customers for the same or similar products or services and other factors such as market condition, market prospect and competition, costs, timeline, operation environment, among others. For tailor-made products, the agreed price will be calculated based on the actual costs, which include raw materials, accessories, depreciation, salary, energy, technology consumption and equipment maintenance and a mark-up rate, which in general shall not be lower than 15%. We note that this mark-up rate is the same mark-up rate charged to an independent third party customer. The Company has considered the margin of matured products and applied the same as the mark-up rate. Further, for tailor-made for the specifications required by CRCC and/or its associates, the experts in the Group with sufficient industry experience such as overall project consultant of research center with senior engineer certificate, head of cost management department with the qualification of certified public accountant, head of procurement center and head of marketing department will opine on the fairness and reasonableness of the prices. As such, we consider the latest pricing policy fair and reasonable.

The transactions under previous pricing policies

In order to understand the past transactions and in particular their pricing, we have independently requested, obtained and reviewed 10 sales agreements entered into between the Company and CRCC and/or its associates and independent third parties on the random selection basis to cover sales of the three major product and service categories namely, large railway track maintenance machines, machinery and track equipment and other related or ancillary products and services to CRCC and/or its associates and independent third parties of different geographical regions that contributed to the revenue of the Company for the most recently completed three years namely FYE2022 to 2024 and the resulting selection of sales agreements covers domestic and overseas customers located in different regions of the PRC including Hubei province, Henan province, Chongqing city, Guizhou province, Qinghai province and another country in South East Asia spanning multiple years from 2020 to 2024 (which contributed to revenue of the Company for the FYE 2022 to 2024) in relation to the sales of various kinds of large railway track maintenance machines, machinery and track equipment, other related or ancillary products, services and tailor-made products. Given the selection criteria above, sales agreements selected were entered into during period from 2020 to 2024 and some of which were governed under the machinery equipment and accessories sales framework agreement dated 26 April 2019. It is noted that the pricing policy and internal control procedures for pricing policy for those sales agreements are in general similar to those under the Machinery Equipment and Accessories Sales Framework Agreement and the previous the Machinery Equipment and Accessories Sales Framework Agreement. Nonetheless, historical transactions are not representative of future transactions to be conducted by the Company and its customers to be governed by the Machinery Equipment and Accessories Sales Framework Agreement.

Three sales agreements were selected for sales of non-tailor-made products and seven for sales of tailor-made products.

For sales to independent third parties, six sales agreements were entered into between period from November 2020 to December 2023, and three of which related to sales of non-tailor-made large railway track maintenance tamping, ballast cleaning machines and other machines and track equipment such as rail grinding vehicles and tunnel cleaning vehicles among others and their maintenance; and three of which related to sale of tailor-made large railway track maintenance tamping machines and maintenance services for large railway track maintenance tamping machines and other overhaul and maintenance services for railway vehicles among others.

For sales to CRCC and/or its associates, four sales agreements were entered into between December 2021 to May 2024 and all of which related to sales of tailor-made large railway track maintenance tamping, maintenance and ballast machines, other machines like diesel railway traction vehicles and maintenance services for large railway track maintenance tamping machines and other machinery and track equipment such as tamping vehicle, ballast vehicle, power stabilizer vehicle, continuous tamping vehicle.

Given the selection of sales agreements covering various types of tailor-made and non-tailor-made hardware products and services and contributed to revenue of the Company for the past three years across customers in various geographical region in the PRC and in an overseas country, we consider the selection of sales agreements sufficient for our purpose.

We note that the various sales agreements contain major commercial terms such as description of product types and specifications, pricing terms, payment arrangement and other commercial terms and warranties. We note pricing for non-tailor-made products sold to independent third parties and tailor-made products to CRCC and/or its associates were based on arm's length negotiation between parties with reference to where available market prices for the similar products and services or where there were no market prices for tailor-made products based on costs plus margin. In this connection, we have reviewed the margins breakdown of products and note that for sales of products to CRCC and/or its associates and independent third parties similar considerations were given to their pricing which was agreed upon between the parties and awarded through public tenders (for sales to CRCC and/or its associates) and costs breakdown such as raw materials, staff expenses, transportation and sales related expenses. Further, the Company informed there were no sales of non-tailor-made products to CRCC and/or its associates for the most recently completed three years namely FYE2022 to 2024.

We also note that the payment terms for products sold to CRCC and/or its associates and independent third parties were based on the Company's standard payment terms, which were applicable equally to both the Company's connected persons and independent third parties. By comparing terms of such agreements for sale of large railway track maintenance tamping machines to CRCC and/or its associates and independent third parties, we note that prices and other key commercial terms of the products and services offered to CRCC and/or its associates by the Company were similar to and no more favourable than those offered to independent third parties.

As disclosed, it is likely that no comparable market prices for pricing can be taken when providing machinery equipment tailor-made to the specifications of CRCC and/or its associates and independent third parties. In this connection, we have selected seven sales agreements for tailor-made products on the basis of the sales of tailor-made products to the CRCC and/or its associates and independent third parties over multiple years. Of which four sales agreements covering tailor-made large railway track maintenance tamping, maintenance and ballast machines, other machines like diesel railway traction vehicles and maintenance services for large railway track maintenance tamping machines and other machinery and track equipment such as tamping vehicle, ballast vehicle, power stabilizer vehicle, continuous tamping vehicle to CRCC and/or its associates; and three sales agreements covering tailor-made large railway track maintenance tamping machines and maintenance services for large railway track maintenance tamping machines and other overhaul and maintenance services for railway vehicles among others to independent third parties from Nov 2020 to Oct 2023. As these products were tailor-made to specification of specific customers therefore not exactly the same. Given the selection of sales agreements covering tailor-made products sold to CRCC and/or its associates and independent third parties over multiple years, we consider the selection of sales agreements sufficient for our purpose.

We note that the internal control procedures for pricing were followed as senior management members of the Group including researching, legal and compliance, finance, marketing and management collectively approved the relevant sales agreement and terms including pricing therein were no more favourable to CRCC and/or its associates than those to the independent third parties.

Further, we have independently requested, reviewed and compared the margins (including revenue, pricing and breakdown of costs such as raw materials, staff expenses, transportation and sales related expenses) of the sales of machinery equipment tailor-made to the specifications of CRCC and/or its associates and independent third parties with reference to the respective sales agreements obtained and note that the average margins for machinery equipment sold to CRCC and/or its associates were higher than that to independent third parties. The Company has implemented the pricing policy of applying mark-up rate charged to CRCC and/or its associates of not lower than 15%. Pursuant to our review of the margins, we note that the average margins for tailor-made machinery equipment sold to CRCC and/or its associates were higher than 15% and also higher than that to independent third parties and the internal control procedures for pricing were followed. We also note that for sales of products to CRCC and/or its associates and independent third parties similar considerations were given to their pricing and costs breakdown such as raw materials, staff expenses, transportation and sales related expenses. As such, we are of the view that the pricing for tailor-made products sold to the CRCC and/or its associates in accordance with the internal control procedures for pricing policy and are on normal commercial terms.

Having considered (i) the scope of the latest pricing policy, (ii) the major commercial terms of the selected sales agreements in relation to sales of products including tailor-made products to CRCC and/or its associates and independent third parties, the internal approval procedures, (ii) the review of the previous Machinery Equipment and Accessories Sales Framework Agreement, the Machinery Equipment and Accessories Sales Framework Agreement and the internal control procedures for pricing policy and it is noted that the Machinery Equipment and Accessories Sales Framework Agreement and the internal control procedures for pricing policy and the pricing policy are in general continuation of the previous arrangement, (iii) the past continuing connected transactions explained above were conducted in accordance with previous Machinery Equipment and Accessories Sales Framework Agreement and the internal control procedures for pricing policy and the machinery equipment and accessories sales framework agreement dated 26 April 2019 (iv) no findings of breach of terms of the previous Machinery Equipment and Accessories Sales Framework Agreement disclosed in the annual reports for FYE2023 and FYE2024 (v) the annual review of continuing connected transactions by Directors (including independent non-executive Directors) and their confirmations that the continuing connected transactions with CRCC and/or its associates under the previous Machinery Equipment and Accessories Sales Framework Agreement were on normal commercial terms or better and in accordance with the terms of relevant agreements governing the transactions as set out in annual reports FYE2023 and FYE2024, (vi) the annual review of continuing connected transactions by auditor of the Company and its confirmation that nothing had caused it to believe the transactions were not, in all material respects, conducted in accordance with the pricing policy of the Group or not entered into, in all material respects, in accordance with the relevant agreements governing such transactions, we are of the view that the terms of the Machinery Equipment and Accessories Sales Framework Agreement are fair and reasonable, on normal commercial terms and in the interest of the Company and the Independent Shareholders as a whole.

3. Historical transaction amounts

The aggregate amounts of transactions with respect to (i) the sales of large railway track maintenance machines; (ii) the sales of machinery and track equipment, facilities and materials; and (iii) the provision of other related or ancillary products and services by the Group to CRCC and its associates for FYE2023, FYE2024 and the 6 months ended 30 June 2025 are set out as follows:

RMB million	**FYE**		**6 months ended 30 June**
	2023	**2024**	**2025**
Annual caps	1,100	1,100	1,100
Transaction amounts	648.09	295.25	98.63
Utilization rate	58.9%	26.8%	17.93%*

Note: The utilization rate of the annual caps for the 6 months ended 30 June 2025 has been annualized for comparison purpose only.

The utilization rates of the annual caps in respect of FYE2023, FYE2024 and the six months ended 30 June 2025 were low was due to the fact that (i) in accordance with regulations concerning asset and liability constraints on state-owned enterprises, related enterprises significantly reduced their undertaking of public-private partnership projects; (ii) China has strictly controlled approvals for urban rail transit construction, resulting in a noticeable slowdown in progress of urban rail transit construction, with some projects being suspended or delayed; (iii) in overseas markets, affected by the global economic slowdown, the ongoing Russia – Ukraine war, continued conflicts in the Middle East and uncertainties arising from China-U.S. trade tensions, China has tightened controls over outbound investments, leading to a contraction in certain overseas railway projects undertaken by Chinese enterprises, and given the overall unfavourable market environment, the Company's business with related enterprises has also declined accordingly.

4. The Proposed Caps

The Board proposed the annual caps for the three years ending 31 December 2028 for the transactions under the Machinery Equipment and Accessories Sales Framework Agreement (the "**Proposed Caps**") as follows:

RMB million	**Years ending 31 December**		
	2026	**2027**	**2028**
Proposed annual caps	350	350	350

We note that, in arriving at the above proposed caps, the Company has considered the currently available market data, the procurement plan of fixed assets of CRCC and its subsidiaries (including the Company) formulated by CRCC, the transaction amounts of the Group's sales of large railway track maintenance machines, other machines and railway equipment, facilities and materials and other related or ancillary products and services to CRCC and/or its associates are expected to reach approximately RMB221 million, approximately RMB204 million and approximately RMB177 million for each of the three years ending 31 December 2028.

Further, the Company has also taken into consideration the buffer of RMB150 million for possible changes in the trade volume due to market condition changes. In view of the Company's deep participation in CRCC's railway engineering projects and the fact that the aggregate transaction amounts of the Group's sales of various kinds of large railway track maintenance machines, sales of machines and railway equipment, facilities and materials, and provision of other related or ancillary products and services to CRCC and its associates amounted to RMB648.09 million, RMB295.25 million and RMB98.63 million, respectively, for FYE2023, FYE2024 and the six months ended 30 June 2025, the Company believes that an enough buffer is necessary.

In assessing the fairness and reasonableness of the Proposed Caps, we have reviewed the historical transaction amounts under the Machinery Equipment and Accessories Sales Framework Agreement and noted the fluctuation from approximately RMB648.09 million for FYE2023 to RMB295.25 million for FYE2024, representing a decrease of 54.44% over the period. The continuing connected transaction amounts for the year 2025 based on the annualized transaction amount for the six months ended 30 June 2025 suggested further decrease of 33.19% over the period. The low utilization of the previous annual caps suggests that the continuing connected transaction amounts between the CRCC and/or its associates and the Company has been on a decline given the regulations concerning asset and liability constraints on state-owned enterprises, slowdown in urban rail transit construction and global economic slowdown affecting overseas markets of the Group.

We have also discussed with management of the Group about the basis of the estimated sales of products and services to CRCC and/or its associate for the three years ending 31 December 2028 and noted the estimation is based on (i) the down trend in the changes in the continuing connected transactions between CRCC and/or its associates and the Company for FYE2024 and the financial year ending 31 December 2025 and low utilization rate of the previous annual caps, (ii) the contracts on hand for various categories of products and services such as the proposed sales of various kinds of large railway track maintenance machines, machinery and track equipment and other related or ancillary products and services (ii) the expected potential increase in new demand for various categories of products and services based on preliminary discussion and indications of interests and given the reasonable long period of time for further increase in transactions till end of 2028, and (iii) the Company's understanding of the business operations and procurement plan of fixed assets of CRCC and/or its associates.

We note that the Proposed Caps of RMB350 million is the approximate average of the estimated transaction amounts and the buffer per year namely the average of RMB371 million, RMB354 million and RMB327 million for each of the three years ending 31 December 2028. The buffer is added to safeguard against the potential increase in transaction due to change in market conditions. We consider it appropriate and prudent to consider a buffer in formulating the Proposed Caps as such are only based on current estimations and that reasonable long period of time is available for changes in market conditions that may affect changes in demand till the end of 2028.

Further, the amount of buffer is adequate as the resulting Proposed Caps sufficiently covers the majority of the average of the declining historical transaction amount of the continuing connected transactions between CRCC and/or its associate and the Company of approximately RMB380.2 million for the two financial years ended FYE2023 and FYE2024 and for the year 2025 based on the annualized transaction amount for the six months ended 30 June 2025. Given the declining trend exhibited in the recent past, the majority coverage is considered adequate. In view of the above, we consider it reasonable to reduce the Proposed Caps for the three years ending 31 December 2028 and prudent to factor in a buffer in the Proposed Caps.

Given the principal business of the Group and its long term relationship with the CRCC and/or its associates, the business cooperation will allow the Group to better maintain its stable revenue streams, develop its professional expertise, and enhance the overall industry competitiveness, we concur with the Board's view that the Proposed Caps of the transactions under the Machinery Equipment and Accessories Sales Framework Agreement for each of the three years ending 31 December 2028 are fair and reasonable.

5. Internal control procedures

We note that the Company has adopted the following internal control measures to ensure that the terms of the Machinery Equipment and Accessories Sales Framework Agreement are fair and reasonable and such transactions are on normal commercial terms:

- the Company has adopted and implemented a management system on connected transactions. Under the relevant system, the Company's finance department is responsible for preparing draft agreements and conducting reviews on compliance with relevant laws, regulations, the Company's policies and the Listing Rules in respect of the Machinery Equipment and Accessories Sales Framework Agreement, including reviews prior to signing the agreement and monthly reviews thereafter. In addition, the draft agreement is subject to internal reviews by the Company's Board office, legal department, and management, covering terms (including but not limited to comparisons of terms with independent third parties and terms of previous agreements), the counterparty, and the transaction type. An external review from a compliance perspective is also conducted by the Company's external legal advisors. Subsequently, the party committee and the general manager's office conduct a final internal review and approval before issuing authorization to proceed with the agreement. All relevant business departments of the Company are jointly responsible for evaluating the transaction terms under such agreement, in particular, the fairness of the pricing terms under such agreement;

- the independent non-executive Directors have also reviewed and will continue to review the continuing connected transactions to ensure that the transactions have been entered into on normal commercial terms and according to the Machinery Equipment and Accessories Sales Framework Agreement and that they are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and provide confirmation in the Company's annual report; and

- the auditor of the Company will also conduct an annual review on the pricing policies and annual caps of such agreement, and provide confirmation in the Company's annual report.

In light of the above and our review of various continuing connected transactions conducted under the Previous Machinery Equipment and Accessories Sales Framework Agreement in particular, terms of the relevant sales agreements and their approval procedures, we are of the view that are sufficient internal control procedures to ensure that the transactions under the Machinery Equipment and Accessories Sales Framework Agreement will be conducted on normal commercial terms.

RECOMMENDATION

We are of the view that (i) the entering into the Machinery Equipment and Accessories Sales Framework Agreement is in the ordinary and usual course of business of the Company, on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and Independent Shareholders as a whole; and (ii) the Proposed Caps are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advice the Independent Shareholders, to vote in favour of the relevant resolutions approving the Machinery Equipment and Accessories Sales Framework Agreement at the EGM.

Yours faithfully,
For and on behalf of
Messis Capital Limited

Angus Au-Yeung
Managing Director

Angus is a licensed person registered with the Securities and Futures Commission of Hong Kong to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulatory activity under the SFO and has over 20 years of experience in corporate finance industry.

I. RESPONSIBILITY STATEMENTS

This supplemental 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 issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental 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 supplemental circular misleading.

II. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024, the date to which the latest published audited consolidated financial statements of the Group were made up.

III. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' INTEREST IN SHARES OF THE COMPANY

As at the Latest Practicable Date, none of the Directors, Supervisors and chief executive of the Company and their respective associates had any interests and/or short positions in the shares, underlying shares and debentures of the Company and its associated corporations which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they have taken or which they are deemed to have taken under such provisions of the SFO), or which were required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise required to be notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix C3 of the Listing Rules.

As at the Latest Practicable Date, Mr. Lyu Jing and Mr. Xie Huagang, being non-executive Directors of the Company, concurrently holds positions in CRCC (both also serving as directors of other CRCC subsidiaries). Save as disclosed above, none of the other Directors, Supervisors and chief executive was a director, supervisor or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

IV. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective close associates (as defined in the Listing Rules) was interested in any business (apart from the Group's business) which competes or is likely to compete either directly or indirectly with the Group's business (as would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them were a controlling Shareholder).

V. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or terminable by the employer within a year without payment of any compensation (other than statutory compensation)).

VI. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors or Supervisors had any interest in any assets which have been, since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or Supervisors was materially interested in any contract or arrangement subsisting at the date of this supplemental circular, which is significant in relation to the business of the Group.

VII. EXPERT'S QUALIFICATION AND CONSENT

(a) The following is the qualification of the expert who has given its opinion or advice which is contained in this supplemental circular:

Name	Qualifications
Messis Capital Limited	a licensed corporation to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO

(b) As at the Latest Practicable Date, the expert mentioned in paragraph (a) above did not have any shareholding in the Group nor any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Group.

(c) The expert has on 12 September 2025 given and has not withdrawn its written consent to the issue of this supplemental circular with the inclusion of its letter and opinion dated 12 September 2025 and reference to its name in the form and context in which they appear.

(d) The letter and recommendation given by Messis Capital Limited are given as of the date of this supplemental circular for incorporation herein.

(e) The expert has no direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

VIII. DOCUMENTS ON DISPLAY

The Machinery Equipment and Accessories Sales Framework Agreement is available on display (i) on the website of the Company at http://www.crcce.com.cn/and (ii) on the website of the Stock Exchange at www.hkexnews.com.hk for 14 days from the date of this supplemental circular.

中国铁建

CRCC High-Tech Equipment Corporation Limited

中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

SUPPLEMENTAL NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the notice (the "**EGM Notice**") of 2025 first extraordinary general meeting (the "**EGM**") and the circular dated 15 August 2025 of CRCC High-Tech Equipment Corporation Limited (the "**Company**") containing details of resolutions to be proposed at the EGM on 30 September 2025 in relation to the amendments to the Articles of Association of the Company, the Rules of Procedure for General Meetings of the Company and the Rules of Procedure for Board Meetings of the Company for Shareholders' consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM, which will be held as originally scheduled at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Tuesday, 30 September 2025 for the purposes of considering, and if thought fit, passing the following resolution, in addition to the resolutions set out in the EGM Notice. Unless otherwise indicated, capitalised terms used in this supplemental notice and the following resolution shall have the same meanings as those defined in the supplemental circular of the Company dated 12 September 2025 (the "**Circular**").

ORDINARY RESOLUTION

To consider and approve:

(1) the entering into of the machinery equipment and accessories sales framework agreement dated 30 July 2025 between the Company and CRCC, the transactions contemplated thereunder and the proposed annual caps; and

(2) any one of the Directors be and is hereby authorized to do, approve and transact all such acts and things as the Director may in his/her discretion consider necessary or desirable in connection therewith. (Please refer to the Circular for details.)

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Tong Pujiang
Chairman

Kunming, the PRC, 12 September 2025

As at the date of this supplemental notice, the Board of the Company comprises Mr. Tong Pujiang, Mr. Xiang Daqiang, Mr. Chen Yongxiang and Mr. Mo Bin, as executive Directors; Mr. Lyu Jing and Mr. Xie Huagang, as non-executive Directors; and Mr. Wu Yuntian, Mr. Na Pengjie and Ms. Chu Ching, as independent non-executive Directors.

Notes:

(a) The H Share register of members of the Company will be closed from Thursday, 25 September 2025 to Tuesday, 30 September 2025 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to attend the EGM, all share transfers, 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 for registration not later than 4:30 p.m. on Wednesday, 24 September 2025. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Tuesday, 30 September 2025, being the record date, are entitled to attend and vote at the EGM after completing the registration procedures for attending the EGM.

The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

(b) Holders of H Shares and Domestic Shares of the Company, who intend to attend the EGM, must complete the reply slip for attending the EGM and return the same to the office of the Board no later than Wednesday, 24 September 2025.

Details of the office of the Board are as follows:

No. 384, Yangfangwang
Jinma Town, Kunming City
Yunnan Province
PRC
Postal code: 650215
Fax: +86 871 6383 1000

(c) Each holder of H Shares of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM.

(d) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorized by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising the attorney to sign, or other documents of authorization, shall be notarially certified.

(e) To be valid, for holders of H Shares of the Company, the revised form of proxy, and if the revised form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authorization documents, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at the 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. 9:00 a.m. on Monday, 29 September 2025) or any adjournment thereof.

(f) Each holder of Domestic Shares of the Company is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (c) and (d) also apply to holder of Domestic Shares, only that the revised form of proxy or other documents of authorization must be delivered to the office of the Board, the address of which is set out in Note (b) above, not less than 24 hours before the time fixed for holding the EGM (i.e. 9:00 a.m. on Monday, 29 September 2025) or any adjournment thereof in order for such documents to be valid.

(g) If a proxy attends the EGM on behalf of a Shareholder, he shall produce his identification document and the instrument or document signed by the appointer or his legal representative specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the EGM, such representative shall produce his identification document and the notarised copy of the resolution passed by the board of directors or other authority or other notarised copy of the license issued by such legal person Shareholder.

(h) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.