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中国石化
SINOPEC

SINOPEC KANTONS HOLDINGS LIMITED
（中石化冠德控股有限公司）*

(incorporated in Bermuda with limited liability)

(Stock Code: 934)

DISCLOSEABLE TRANSACTION IN RELATION TO THE CONSOLIDATION OF CAOFEIDIAN SHIHUA

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE CRUDE OIL JETTY SERVICES FRAMEWORK AGREEMENTS

DISCLOSEABLE AND CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE FINANCIAL SERVICES AGREEMENT

AND

FURTHER INFORMATION IN RELATION TO THE FIRE SERVICES AGREEMENT

THE EXCLUSIVE OPERATION AGREEMENT AND THE CONSOLIDATION

On 12 February 2026, the Board announces that, Sinomart Development, a wholly-owned subsidiary of the Company, has entered into the Exclusive Operation Agreement with Caofeidian Port Group, pursuant to which Caofeidian Shihua shall provide crude oil terminal operation services exclusively to Sinomart Development or customers designated by Sinomart Development. Although the equity interests in Caofeidian Shihua held by Sinomart Development and Caofeidian Port Group remain unchanged at 90% and 10%, respectively, following the entering into of the Exclusive Operation Agreement and after reassessing the Group's relationship with Caofeidian Shihua in accordance with applicable accounting standards, Caofeidian Shihua has become an indirect non-wholly-owned subsidiary of the Company and its financial results will be consolidated into the consolidated financial statements of the Group.

* *For identification purposes only*

DISCLOSEABLE AND CONTINUING CONNECTED TRANSACTIONS

As a result of the Consolidation, Caofeidian Shihua has become a subsidiary of the Company, and transactions between Caofeidian Shihua and members of the Sinopec Group will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

In order to regulate different categories of such transactions in a structured and transparent manner and to ensure ongoing compliance with the Listing Rules, Caofeidian Shihua has entered into (i) the Crude Oil Jetty Services Framework Agreements with certain members of the Sinopec Group in relation to the provision of crude oil jetty services; and (ii) the Financial Services Agreement with Sinopec Finance Tianjin Branch in relation to the acceptance of deposit and other financial services.

LISTING RULES IMPLICATIONS

The Exclusive Operation Agreement and the Consolidation

As one or more of the applicable percentage ratios in respect of the Consolidation exceed 5% but are less than 25%, the Consolidation constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements thereunder.

Discloseable And Continuing Connected Transactions

As at the date of this announcement, Sinopec Group Company is the controlling shareholder of Sinopec Corp., which indirectly holds the entire issued share capital of SKI. Sinopec Group Company is therefore an indirect controlling Shareholder of the Company and holds approximately 60.33% of the issued share capital of the Company.

As each of Sinopec Beijing Yanshan Branch, Sinopec Shijiazhuang Branch and Sinopec Cangzhou Branch is a branch company of Sinopec Corp., each of Sinopec Tianjin and Sinopec Petroleum Marketing Company is a wholly-owned subsidiary of Sinopec Corp., Sinopec Petroleum Reserve Company is a wholly-owned subsidiary of Sinopec Group Company, and Sinopec Finance Tianjin Branch is a branch company of Sinopec Finance which is controlled by Sinopec Group Company, the controlling Shareholder, each of the above parties is an associate of SKI and therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Accordingly, the transactions contemplated under each of the Crude Oil Jetty Services Framework Agreements and the Financial Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Crude Oil Jetty Services Framework Agreements

Pursuant to Rule 14A.81 of the Listing Rules, if a series of connected transactions are all entered into or completed within a same 12-month period or are otherwise related with each other, such transactions shall be calculated on an aggregate basis and treated as a single transaction. Having considered the transactions of the same nature between the Company and its subsidiaries and Sinopec Group Company and its associates which were entered into within the past 12 months, as one or more of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the proposed annual caps for the transactions contemplated under the Crude Oil Jetty Services Framework Agreements exceed 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will disclose the relevant details in its next published annual report in accordance with Rule 14A.49 of the Listing Rules.

Financial Services Agreement

In respect of the transactions contemplated under the Financial Services Agreement:

(i) Deposit services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua thereunder also constitute financial assistance to be provided by the Group to a connected person under Rule 14.04(1)(e) of the Listing Rules. As one or more of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the maximum outstanding balance of deposits on an annual basis exceed 5% but are all below 25%, such transactions also constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement;

(ii) in view that the loan services and bill acceptance and discount services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms or better than those offered by Independent Third Parties for comparable services in the PRC, and will not be secured by the assets of the Group, such services, which also constitute financial assistance received by the Group, are fully exempt under Rule 14A.90 of the Listing Rules from reporting, annual review, announcement and Independent Shareholders' approval requirements. As such, no annual caps have been set for such services; and

(iii) in view that the entrustment loans and other financial services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms and on terms similar to or more favourable than those offered by Independent Third Parties for comparable services in the PRC, and that all of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the total fees payable for such services on an annual basis fall within the de minimis threshold of 0.1% as stipulated under Rule 14A.76(1)(a) of the Listing Rules, such transactions are fully exempt from all reporting, annual review, announcement and Independent Shareholders' approval requirements. The Company will comply with the relevant requirements of the Listing Rules if and when such applicable percentage ratios exceed the relevant threshold.

GENERAL

The Company will convene the SGM to seek Independent Shareholders' approval for (i) the Crude Oil Jetty Services Framework Agreements and (ii) the Financial Services Agreement, and the transactions contemplated thereunder (including the annual caps thereunder).

The Company has established the Independent Board Committee comprising the four independent non-executive Directors, namely Mr. Fong Chung, Mark, Dr. Wong Yau Kar, David, Ms. Wong Pui Sze, Priscilla and Mr. Ye, James Zheng to consider and advise the Independent Shareholders on the Crude Oil Jetty Services Framework Agreements, the Financial Services Agreement and the transactions contemplated thereunder (including the annual caps thereunder). The Company has appointed Maxa Capital Limited as the Independent Financial Adviser to advise and make recommendations to the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (i) further details of the Crude Oil Jetty Services Framework Agreements and the transactions contemplated thereunder, (ii) further details of the Financial Services Agreement and the transactions contemplated thereunder, (iii) a letter from the Independent Board Committee, (iv) a letter of advice from the Independent Financial Adviser, and (v) a notice of the SGM, is expected to be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

FURTHER INFORMATION IN RELATION TO THE FIRE SERVICES AGREEMENT

Reference is made to the announcement of the Company dated 29 December 2025 in relation to the Fire Services Agreement. In order to enhance the regulatory framework governing the transaction contemplated thereunder, the Company will manage and treat the transaction under the Fire Services Agreement as continuing connected transaction of the Company in accordance with Chapter 14A of the Listing Rules.

THE EXCLUSIVE OPERATION AGREEMENT AND THE CONSOLIDATION

On 12 February 2026, the Board announces that, Sinomart Development, a wholly-owned subsidiary of the Company, has entered into the Exclusive Operation Agreement with Caofeidian Port Group, pursuant to which Caofeidian Shihua shall provide crude oil terminal operation services exclusively to Sinomart Development or customers designated by Sinomart Development.

Although the equity interests in Caofeidian Shihua held by Sinomart Development and Caofeidian Port Group remain unchanged at 90% and 10%, respectively, following the entering into of the Exclusive Operation Agreement and after reassessing the Group's relationship with Caofeidian Shihua in accordance with applicable accounting standards, Caofeidian Shihua has become an indirect non-wholly-owned subsidiary of the Company and its financial results will be consolidated into the consolidated financial statements of the Group.

1. Principal Terms of the Exclusive Operation Agreement

Parties

(i) Sinomart Development; and

(ii) Caofeidian Port Group.

Exclusive service arrangement

Pursuant to the Exclusive Operation Agreement, with effect from the date of execution thereof, Caofeidian Shihua shall provide crude oil terminal operation services exclusively to Sinomart Development or customers designated by Sinomart Development, and the operation volume and schedule shall be determined in accordance with the instructions of Sinomart Development. Where Caofeidian Shihua intends to provide such services to parties other than Sinomart Development or its designated customers, the prior written consent of Sinomart Development shall be required.

Term

Five years commencing from the effective date of the Exclusive Operation Agreement, renewal subject to mutual agreement of the parties.

Effectiveness

The Exclusive Operation Agreement shall become effective upon being duly signed by the legal representatives or authorised representatives of both parties (or affixed with the chops of the legal representatives) and affixed with the company chops of both parties.

2. Reasons for and Benefits of entering into the Exclusive Operation Agreement

Although the equity structure of Caofeidian Shihua has not changed, the entering into of the Exclusive Operation Agreement enables the Company to strengthen its operational coordination and management over Caofeidian Shihua's crude oil terminal business. In particular, the Exclusive Operation Agreement allows the Company to exercise greater influence over customer resource management, crude oil unloading coordination and operational scheduling, thereby improving overall operational efficiency, enhancing cost control and optimising the utilisation of terminal resources. The Directors consider that such arrangements are conducive to the long-term, stable and efficient operation of Caofeidian Shihua and are in the interests of the Company and its Shareholders as a whole.

As a result of the enhanced operational control obtained through the Exclusive Operation Agreement and following a reassessment in accordance with the applicable requirements of the HKFRS, Caofeidian Shihua will be consolidated into the consolidated financial statements of the Group and become an indirect non-wholly-owned subsidiary of the Company. The Consolidation more accurately reflects the economic substance of the Group's control over Caofeidian Shihua, enhances the transparency, comparability and completeness of the Group's financial reporting, and provides more comprehensive and reliable financial information to the Shareholders.

None of the Directors, including the independent non-executive Directors, has any material interest in the Consolidation and required to abstain from voting on the relevant Board resolution.

The Directors, including the independent non-executive Directors, are of the opinion that the Consolidation is carried out on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

3. Accounting Implication of entering into the Exclusive Operation Agreement

Prior to the entering into of the Exclusive Operation Agreement, Caofeidian Shihua was held as to 90% by Sinomart Development and 10% by Caofeidian Port Group. Notwithstanding Sinomart Development's majority equity interest, pursuant to the articles of association of Caofeidian Shihua, certain key operating decisions were subject to unanimous approval of the shareholders. Accordingly, Caofeidian Shihua had historically been treated as a joint venture and was not consolidated into the consolidated financial statements of the Group.

Following the entering into of the Exclusive Operation Agreement, the Company reassessed the Group's interest in Caofeidian Shihua in accordance with the requirements of HKFRS, in particular HKFRS 10. Under HKFRS 10, an investor controls an investee when the investor (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) has the ability to use its power to affect the amount of the investor's returns.

With reference to the above requirements and having regard to the substance of the Exclusive Operation Agreement, it was considered that, following the effectiveness of the Exclusive Operation Agreement, the Group has obtained the power to direct the key operating decisions of Caofeidian Shihua and hence obtained control over Caofeidian Shihua within the meaning of HKFRS 10. Accordingly, Caofeidian Shihua has become an indirect non-wholly-owned subsidiary of the Company and its financial results will be consolidated into the consolidated financial statements of the Group with effect from the effective date of the Exclusive Operation Agreement.

4. Information on Caofeidian Shihua

Caofeidian Shihua was established as a limited liability company in the PRC on 22 April 2011. As at the date of this announcement, Caofeidian Shihua is held as to 90% by Sinomart Development and 10% by Caofeidian Port Group, respectively.

On 3 December 2011, Sinomart Development entered into an equity acquisition agreement in relation to, among others, the acquisition of a 90% equity interest in Caofeidian Shihua from Sinopec Group Company at a consideration of approximately RMB273.31 million, and the acquisition was completed in October 2012. Details of such acquisition are set out in the announcements of the Company dated 3 December 2011 and 2 November 2012, and the circular of the Company dated 14 December 2011.

Caofeidian Shihua is principally engaged in the loading and unloading of crude oil and jetty services. It currently operates a 300,000-ton crude oil terminal and its ancillary facilities located in Caofeidian, Tangshan, the PRC, which were constructed by Sinopec Corp. in 2008. The total approved annual design handling capacity of the terminal is 20 million tonnes of crude oil, as approved by the National Development and Reform Commission of the PRC.

As at 31 December 2025, the unaudited total assets of Caofeidian Shihua amounted to RMB432 million and its unaudited net assets amounted to RMB429 million.

The financial information of Caofeidian Shihua for the three financial years ended 31 December 2025 is set out below:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ended 31 December 2025**
	RMB million	*RMB million*	*RMB million*
	Audited	*Audited*	*Unaudited*
Revenue	140.87	130.55	125.66
Profit before taxation	70.61	50.59	57.40
Profit after taxation	52.87	37.85	42.95

5. Information on the Parties to the Exclusive Operation Agreement

Sinomart Development, a wholly-owned subsidiary of the Company, was incorporated in Hong Kong with limited liability. The Company, a non-wholly owned subsidiary of Sinopec Corp., is an exempted company incorporated in Bermuda with limited liability and the Shares are listed on the Stock Exchange. The principal activities of the Group include, among others, the operation of crude oil and petroleum products terminals and their ancillary facilities and the provision of logistics services including storage, logistics, transportation and terminal services on a global basis.

Caofeidian Port Group, a company incorporated in the PRC with limited liability, is principally engaged in the development and construction of ports (including port area ancillary facilities) and related shipping channels, railways and ancillary facilities, as well as the development and construction of port-adjacent facilities, and the provision of terminal facilities for vessels. Caofeidian Port Group is owned as to 55% by Caofeidian Port Group Co., Ltd. (曹妃甸港集團有限公司), 35% by Shenzhen Yantian Port Holdings Co., Ltd. (深圳市鹽田港股份有限公司) and 10% by Caofeidian Holding Group Co., Ltd. (曹妃甸控股集團有限公司) Caofeidian Port Group Co., Ltd. is a wholly-owned subsidiary of Hebei Port Group Co., Ltd. (河北港口集團有限公司), the ultimate beneficial owner of which is the State-owned Assets Supervision and Administration Commission of the People's Government of Hebei Province. Shenzhen Yantian Port Holdings Co., Ltd. is a non-wholly owned subsidiary of Shenzhen Port Group Co., Ltd. (深圳港集團有限公司), the ultimate beneficial owner of which is the State-owned Assets Supervision and Administration Commission of the People's Government of Shenzhen Municipality. Caofeidian Holding Group Co., Ltd. is a non-wholly owned subsidiary of Caofeidian State-owned Investment Group Co., Ltd. (曹妃甸國控投資集團有限公司), the ultimate beneficial owner of which is the State-owned Assets Supervision and Administration Commission of the People's Government of Tangshan Municipality. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Caofeidian Port Group and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

6. Listing Rules Implications

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Consolidation exceed 5% but are less than 25%, the Consolidation constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements thereunder.

DISCLOSEABLE AND CONTINUING CONNECTED TRANSACTIONS

As a result of the Consolidation, Caofeidian Shihua has become a subsidiary of the Company, and transactions between Caofeidian Shihua and members of the Sinopec Group will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

In order to regulate different categories of such transactions in a structured and transparent manner and to ensure ongoing compliance with the Listing Rules, Caofeidian Shihua has entered into (i) the Crude Oil Jetty Services Framework Agreements with certain members of the Sinopec Group in relation to the provision of crude oil jetty services; and (ii) the Financial Services Agreement with Sinopec Finance Tianjin Branch in relation to the acceptance of deposit and other financial services.

A. THE CRUDE OIL JETTY SERVICES FRAMEWORK AGREEMENTS

1. Principal Terms

The Crude Oil Jetty Services Framework Agreements comprise the following three framework agreements entered into by Caofeidian Shihua with different counterparties within the Sinopec Group in relation to the provision of crude oil jetty: (a) a framework agreement entered into between Caofeidian Shihua and the relevant branches and subsidiary of Sinopec Corp.; (b) a framework agreement entered into between Caofeidian Shihua and Sinopec Petroleum Reserve Company; and (c) a framework agreement entered into between Caofeidian Shihua and Sinopec Petroleum Marketing Company.

Date

12 February 2026

Parties

(i) Caofeidian Shihua; and

(ii) (a) Sinopec Beijing Yanshan Branch, Sinopec Tianjin, Sinopec Shijiazhuang Branch and Sinopec Cangzhou Branch; (b) Sinopec Petroleum Reserve Company; and (c) Sinopec Petroleum Marketing Company

As each of Sinopec Beijing Yanshan Branch, Sinopec Shijiazhuang Branch and Sinopec Cangzhou Branch is a branch company of Sinopec Corp., each of Sinopec Tianjin and Sinopec Petroleum Marketing Company is a wholly-owned subsidiary of Sinopec Corp., Sinopec Petroleum Reserve Company is a wholly-owned subsidiary of Sinopec Group Company, the controlling Shareholder, each of the above parties is an associate of SKI and therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Term

Each of the Crude Oil Jetty Services Framework Agreements shall become effective upon being approved by the Independent Shareholders at the SGM and shall remain in force until 31 December 2028.

Nature of transactions

Pursuant to the Crude Oil Jetty Services Framework Agreements, Caofeidian Shihua shall provide crude oil jetty and related services to the relevant members of the Sinopec Group (including Sinopec Beijing Yanshan Branch, Sinopec Tianjin, Sinopec Shijiazhuang Branch, Sinopec Cangzhou Branch, Sinopec Petroleum Reserve Company and Sinopec Petroleum Marketing Company) and/or their respective subsidiaries, including unloading crude oil for oil tankers berthed at the terminal of Caofeidian Shihua, oil tanker berthing and docking, and related services.

Caofeidian Shihua shall from time to time enter into definitive agreements with the relevant counterparties under the Crude Oil Jetty Services Framework Agreements and/or their respective subsidiaries in respect of the above services, for which the parties shall negotiate with reference to, among other factors, applicable laws and regulations, market conditions, normal commercial terms, trade customs and the principle of fairness.

Pricing

Pursuant to the Crude Oil Jetty Services Framework Agreements, the service fees payable by Sinopec Beijing Yanshan Branch, Sinopec Tianjin, Sinopec Shijiazhuang Branch, Sinopec Cangzhou Branch, Sinopec Petroleum Reserve Company, and Sinopec Petroleum Marketing Company and/or their respective subsidiaries to Caofeidian Shihua shall be determined on the following basis:

(i) if the services are subject to State-prescribed prices of the PRC, the service fees shall be charged on the basis of such State-prescribed prices;

(ii) if the services are subject to government-approved prices of the PRC, Caofeidian Shihua may, after negotiation among the relevant parties and having considered the factors and basis set out in item (iii) below, apply to the competent government authorities for approval to adjust the relevant service fees, and Sinopec Beijing Yanshan Branch, Sinopec Tianjin, Sinopec Shijiazhuang Branch, Sinopec Cangzhou Branch, Sinopec Petroleum Reserve Company, and Sinopec Petroleum Marketing Company shall provide (and shall procure their respective subsidiaries to provide) such assistance as may be required by Caofeidian Shihua;

(iii) if the service fees were previously charged on the basis of State-prescribed prices or government-approved prices, but subsequently, (I) there are no applicable State-prescribed prices or government-approved prices; or (II) such State-prescribed prices or government-approved prices are abolished or declared invalid, the service fees shall be determined based on:

a. the market price determined in accordance with item (iv) below; or

b. if no market price is available, the service fees shall be based on the State-prescribed prices or government-approved prices at which Caofeidian Shihua provided the relevant services in the preceding year, plus a margin not exceeding the product of the rate of increase of the price index for the most recent year as announced by the relevant PRC authorities and the State-prescribed prices or government-approved prices for the preceding year;

(iv) the service fees shall be determined by the parties after arm's length negotiations based on the market price. When determining the market price, the primary factors and pricing basis that the parties shall take into account include:

a. the actual and direct costs incurred by Caofeidian Shihua in providing the crude oil jetty services;

b. the prevailing market price charged by any third party providing the same or similar services in the vicinity; and

c. the fees charged by Caofeidian Shihua for providing the same services to any third party, or (if not available) the fees charged by Caofeidian Shihua for providing similar services to any third party.

In any event, the final market price determined shall be (A) no less than the actual and direct costs incurred by Caofeidian Shihua in providing the crude oil jetty services; and (B) no less than the prevailing market price charged by any third party providing the same or similar services in the vicinity, or, if applicable, no less than the fees charged by Caofeidian Shihua for providing the same or similar services to any third party.

Primary basis for price determination: For the crude oil unloading services provided by Caofeidian Shihua, there are no applicable State-prescribed or government-approved prices, the service fees are determined after arm's length negotiations with reference to the actual and direct costs incurred by Caofeidian Shihua in providing such services, plus an appropriate gross profit margin. In determining the appropriate gross profit margin, Caofeidian Shihua takes into account (i) the gross profit margins publicly disclosed by comparable listed companies engaged in similar businesses in the market over the past three years; and (ii) the average gross profit margin levels of its own crude oil unloading business for the same period, to ensure that the resulting rate reflects prevailing industry norms and remains on normal commercial terms. The average gross profit margin of Caofeidian Shihua's crude oil unloading business for 2023, 2024 and the first half of 2025 was approximately 59.99%, 49.08% and 56.54% respectively, which is not less favourable

than the overall gross profit margins of the Group (approximately 42.36% in 2023, 48.53% in 2024 and 50.63% in the first half of 2025). Caofeidian Shihua has not provided similar services to independent third-party customers.

Historical transaction amounts

The following table sets out the historical transaction amounts received by Caofeidian Shihua in respect of the provision of crude oil jetty services to relevant members of the Sinopec Group for each of the three financial years ended 31 December 2025, based on unaudited management accounts:

	For the year ended		
	31 December 2023	**31 December 2024**	**31 December 2025**
	(approx. RMB (approx. HK$))		
Transaction amounts received by Caofeidian Shihua	RMB133,350,000 (HK$149,885,000)	RMB123,637,000 (HK$138,967,000)	RMB119,078,000 (HK$133,843,000)

Annual caps

The following table sets out the proposed annual caps of the transaction amounts estimated to be received by Caofeidian Shihua under the Crude Oil Jetty Services Framework Agreements for each of the three years ending 31 December 2026, 31 December 2027 and 31 December 2028:

	For the year ending		
	31 December 2026	**31 December 2027**	**31 December 2028**
	(approx. RMB (approx. HK$))		
Annual caps	RMB155,000,000 (HK$174,220,000)	RMB155,000,000 (HK$174,220,000)	RMB155,000,000 (HK$174,220,000)

In arriving at the above annual caps, the Directors have taken into account, among other things: (i) the historical transaction amounts in respect of the provision of crude oil jetty services by Caofeidian Shihua to the relevant members of Sinopec Group; (ii) the pricing of RMB10.35 per ton charged by Caofeidian Shihua for providing crude oil unloading service as determined on arm's length basis; (iii) the expected demand for crude oil jetty services of not more than 15 million tonnes arising from the crude oil import and logistics arrangements of the relevant members of Sinopec Group, taking into account the existing throughput volume and operational capacity of the crude oil terminal operated by Caofeidian Shihua, and considering the future completion of the local crude oil storage base in Caofeidian; and (iv) the need to maintain an appropriate buffer to cater for potential fluctuations in throughput volume and operational requirements during the term of the Crude Oil Jetty Services Framework Agreements.

The payment terms of the transactions contemplated under the Crude Oil Jetty Services Framework Agreements will be determined by the parties on a transaction-by-transaction basis, in accordance with market norms and on normal commercial terms, with reference to the applicable pricing policies and mechanisms set out in the relevant Crude Oil Jetty Services Framework Agreements.

Reasons and benefits of the transactions

Caofeidian Shihua operates a crude oil terminal and related facilities located in Caofeidian, Tangshan, the PRC, which serve as an important logistics node for the import, unloading and handling of crude oil by certain members of Sinopec Group. The crude oil terminal and ancillary facilities of Caofeidian Shihua are geographically proximate to the operational areas of such members of Sinopec Group, and the crude oil import, unloading and logistics arrangements of those members of Sinopec Group are closely aligned and coordinated from time to time. Accordingly, Caofeidian Shihua has been providing crude oil jetty unloading, berthing and related services to certain members of Sinopec Group. on a recurring basis in the ordinary and usual course of its business, with such members of Sinopec Group constituting major customers of Caofeidian Shihua for crude oil jetty services.

The entering into of the Crude Oil Jetty Services Framework Agreements enable the Group to continue capturing stable business opportunities arising from the crude oil import and logistics activities of certain members of Sinopec Group, enhance the utilisation efficiency of the crude oil terminal and related facilities operated by Caofeidian Shihua, and generate stable operating income for the Group. The Directors (excluding the Directors who have abstained from voting) consider that the transactions contemplated under the Crude Oil Jetty Services Framework Agreements are conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole, after taking into account the factors stated in this announcement.

Internal control measures for the transactions

To ensure that the continuing connected transactions contemplated under the Crude Oil Jetty Services Framework Agreements and the Financial Services Agreement are conducted on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, the Company has adopted the following internal control measures:

(i) **Established connected transaction management system:** The Company has formulated and implemented internal policies and procedures governing connected transactions, including the Listing Affairs Management System of Sinopec Kantons Holdings Limited and the Management Measures of Connected Transactions of Sinopec Kantons Holdings Limited, pursuant to which the Company conducts regular assessment of connected transactions and the effectiveness of the related internal control systems, so as to ensure that connected transactions are conducted on a regulated basis under fair and reasonable pricing principles and transaction methods.

(ii) **Ongoing monitoring of connected transactions:** The risk control department and the finance department of the Company conduct regular monitoring, including monthly review, of the types and transaction amounts of connected transactions to ensure consistency between the actual transactions and the relevant agreements. A transaction cap alert mechanism, which is generally set at approximately 80% of the applicable annual cap, is implemented to mitigate the risk of exceeding the approved annual caps.

(iii) **Management and Audit Committee oversight:** Relevant personnel of the Company report regularly to the audit committee of the Board on the implementation of connected transactions. Connected transactions are included within the scope of the Company's annual internal control assessment conducted by the risk control department and are covered in the risk management and internal control reports submitted to the audit committee, which conducts an annual review of the Company's risk management and internal control systems.

(iv) **Annual review by independent non-executive Directors:** The independent non-executive Directors of the Company conduct an annual review of the continuing connected transaction agreements and the transactions thereunder and confirm whether such transactions have been conducted (a) in the ordinary and usual course of business of the Group; (b) on normal or better commercial terms; and (c) in accordance with the terms of the relevant agreements which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(v) **Annual review by the auditors:** The auditors of the Company will conduct an annual review of the continuing connected transactions in accordance with the requirements of the Listing Rules and will provide a letter to the Board confirming that nothing has come to their attention that causes them to believe that such transactions (a) have not been approved by the Board; (b) were not, in all material respects, in accordance with the pricing policies set out in the relevant agreements; (c) were not carried out, in all material respects, in accordance with the terms of the relevant agreements; and (d) have exceeded the applicable annual caps.

B. FINANCIAL SERVICES AGREEMENT

Date

12 February 2026

Parties

(i) Caofeidian Shihua; and

(ii) Sinopec Finance Tianjin Branch

Sinopec Finance Tianjin Branch is a branch company of Sinopec Finance, which is owned as to 51% by Sinopec Group Company and 49% by Sinopec Corp. As Sinopec Group Company is the holding company of Sinopec Corp., which indirectly wholly owns SKI, the controlling Shareholder, Sinopec Finance Tianjin Branch is therefore an associate of SKI and hence a connected person of the Company under Chapter 14A of the Listing Rules.

Term

The agreement shall become effective upon being approved by the Independent Shareholders at the SGM and shall remain in force until 31 December 2028.

Nature of transactions

Pursuant to the Financial Services Agreement, Sinopec Finance Tianjin Branch shall provide financial services to Caofeidian Shihua, including loan services, deposit services, entrusted loan services, bill acceptance and discount services, and transfer settlement and relevant settlement services, and other financial services as requested or instructed by Caofeidian Shihua, provided that the provision of the relevant services by Sinopec Finance Tianjin Branch has been approved by the NFRA and is within the business scope of Sinopec Finance Tianjin Branch as registered with the relevant Administration for Market Regulation.

Caofeidian Shihua shall from time to time enter into definitive agreements with Sinopec Finance Tianjin Branch with respect to the above services, for which the parties shall negotiate with reference to, among other factors, laws and regulations, market conditions, normal commercial terms, trade customs and the principle of fairness.

Pricing

Sinopec Finance Tianjin Branch shall comply with the following principles when providing the aforementioned financial services to Caofeidian Shihua:

(i) loan services: Sinopec Finance Tianjin Branch shall provide loan services to Caofeidian Shihua, and the interest rates for such loans shall be determined with reference to the relevant lending rate standards promulgated by the PBOC from time to time. Subject to compliance with applicable laws and regulations, such lending rates may be adjusted downward by a certain percentage, but shall not be higher than the interest rates applicable to the same type of loan services offered by independent commercial banks to other members of the Sinopec Group. In determining the specific percentage of any downward adjustment to the applicable benchmark lending rate promulgated by the PBOC, Sinopec Finance Tianjin Branch will take into account a number of commercial factors, including, among others, the loan amount, term and nature of the facility, and the prevailing market interest rate environment at the time of the loan. The finance department of the Company will, prior to Caofeidian Shihua accepting any loan offer from Sinopec Finance Tianjin Branch, review the proposed lending rate against contemporaneous quotes from at least two independent commercial banks for similar facilities to ensure that the rate offered is fair and reasonable and not higher than the rate applicable to loans of a similar nature and term offered by such independent banks to other members of the Sinopec Group;

(ii) deposit services: when Sinopec Finance Tianjin Branch provides deposit services to Caofeidian Shihua, the deposit interest rates shall be determined with reference to the relevant deposit interest rate standards promulgated by the PBOC from time to time, but shall not be lower than the interest rates applicable to the same type of deposit services offered by independent commercial banks to other members of the Sinopec Group. In determining whether to accept the deposit service offered by Sinopec Finance Tianjin Branch, the finance department of the Company conducts regular market comparisons by obtaining contemporaneous quotations from at least two independent commercial banks for deposits of similar nature, amount and term;

(iii) entrusted loan services: when Sinopec Finance Tianjin Branch provides entrusted loan services to Caofeidian Shihua, it shall charge an entrusted loan handling fee calculated based on the outstanding principal balance of the loan, which shall not be higher than the fees applicable to the same type of services offered by independent commercial banks;

(iv) bill acceptance and discount services: when Sinopec Finance Tianjin Branch provides bill acceptance and bill discount services to Caofeidian Shihua, the discount rates shall be determined with reference to the rediscount rate prescribed by the PBOC, with a spread determined in accordance with market conditions, but shall not be higher than the interest rates applicable to the same type of loan services offered by independent commercial banks to other members of the Sinopec Group; and

(v) transfer settlement and relevant settlement services: Sinopec Finance Tianjin Branch shall handle the accounts opened by Caofeidian Shihua with Sinopec Finance Tianjin Branch and the settlement business conducted with members of the Sinopec Group without charging Caofeidian Shihua any service fees. Nevertheless, if independent commercial banks charge Sinopec Finance Tianjin Branch service fees for transfer and settlement services in the future, Sinopec Finance Tianjin Branch may charge Caofeidian Shihua service fees of the same amount for such services.

Historical transaction amounts – Deposit services

The following table sets out the maximum outstanding balance at any time (including any interest accrued therefrom) for the deposits placed by Caofeidian Shihua with Sinopec Finance Tianjin Branch for each of the three years ended 31 December 2023, 31 December 2024 and 31 December 2025, based on unaudited management accounts:

	For the year ended		
	31 December 2023	**31 December 2024**	**31 December 2025**
	(approx. RMB (approx. HK$))		
Maximum outstanding balance (including any interest accrued therefrom)	–	–	RMB130,330,000 (HK$146,490,000)

Annual caps – Deposit services

The following table sets out the annual caps in respect of the maximum outstanding balance at any time (including any interest accrued therefrom) for the deposits estimated to be placed by Caofeidian Shihua with Sinopec Finance Tianjin Branch under the Financial Services Agreement for each of the three years ending 31 December 2026, 31 December 2027 and 31 December 2028:

	For the year ending		
	31 December 2026	**31 December 2027**	**31 December 2028**
	(approx. RMB (approx. HK$))		
Annual caps	RMB150,000,000 (HK$168,600,000)	RMB150,000,000 (HK$168,600,000)	RMB150,000,000 (HK$168,600,000)

In arriving at the aforesaid annual caps, the following factors have been taken into account: (i) Caofeidian Shihua has started placing deposits with Sinopec Finance Tianjin Branch from 2025 in the ordinary and usual course of business, and proposed annual caps have taken into account the historical scale of such deposit activities. (ii) In order to enhance centralised fund management and improve the efficiency of fund utilisation, the Sinopec Group (including the Group) intends to continue to utilise the centralised fund management platform facilitated by Sinopec Finance Tianjin Branch, which allows members of the Sinopec Group (including the Group) to optimise internal fund allocation and liquidity management. (iii) Sinopec Finance Tianjin Branch is subject to the supervision of the NFRA and has maintained sound operational and financial conditions, robust internal controls and well-regulated management. The settlement and fund management systems of Sinopec Finance Tianjin Branch meet the safety standards applicable to domestic commercial banks in the PRC. (iv) Deposits placed by Caofeidian Shihua with Sinopec Finance Tianjin Branch are expected to generate interest income at rates no less favourable than those offered by independent commercial banks in the PRC for comparable deposit services. (v) In respect of the funds settlement services provided by Sinopec Finance Tianjin Branch, no service fees will be charged to Caofeidian Shihua, unless such fees are charged by independent commercial banks to Sinopec Finance Tianjin Branch, in which case Sinopec Finance Tianjin Branch will charge Caofeidian Shihua the same amount accordingly.

Loan services and bill acceptance and discount services

In view that the loan services and bill acceptance and discount services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms or better than those offered by Independent Third Parties for comparable services in the PRC, and will not be secured by the assets of Caofeidian Shihua, such services, which also constitute financial assistance received by the Group, are fully exempt from all reporting, annual review, announcement and Independent Shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules. As such, no annual caps have been set for such services.

Entrusted loan services and other financial services

The entrusted loan services and other financial services which may be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms and on terms similar to or better than those offered by Independent Third Parties for comparable services in the PRC. As all of the relevant percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the total fees payable by Caofeidian Shihua to Sinopec Finance Tianjin Branch for such entrusted loan services and other financial services on an annual basis are expected to be below the de minimis threshold prescribed under Rule 14A.76(1)(a) of the Listing Rules, such transactions are fully exempt from all reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules if and when the relevant percentage ratios exceed the applicable thresholds.

Reasons and benefits of the transactions

The Financial Services Agreement was entered into on the following basis:

(i) the interest rates and fees applicable to the financial services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua, including loan services and deposit services, will be no less favourable than those offered by independent commercial banks in the PRC for comparable services;

(ii) Sinopec Finance and Sinopec Finance Tianjin Branch are subject to the supervision of the NFRA and will provide the relevant financial services in accordance with the applicable laws, regulations and regulatory requirements;

(iii) Sinopec Finance Tianjin Branch is familiar with the operational characteristics and funding requirements of Caofeidian Shihua. As both parties are members of the Sinopec Group, Sinopec Finance Tianjin Branch is able to provide timely, flexible and cost-effective financial services that better align with the operational needs of Caofeidian Shihua;

(iv) the provision of financial services by Sinopec Finance Tianjin Branch facilitates the centralised management and settlement of funds among members of the Sinopec Group (including the Group), enhances the efficiency of fund utilisation and strengthens the Group's capital management and internal control;

(v) the arrangements are expected to reduce the time required for fund transfers, accelerate cash flow turnover and lower transaction and settlement costs, thereby improving the overall efficiency of capital utilisation;

(vi) the financial services to be provided by Sinopec Finance Tianjin Branch are consistent with market practices and will be conducted on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole;

(vii) pursuant to the applicable regulatory requirements of the NFRA, the customers of Sinopec Finance Tianjin Branch are limited to members of the Sinopec Group and their subsidiaries (including the Group), which reduces the credit and operational risks that may otherwise arise from dealings with unrelated third parties; and

(viii) Sinopec Finance Tianjin Branch undertakes to provide the relevant financial services, including repayment of deposits (together with accrued interest) and the provision of loan or entrusted loan services, in a timely manner in accordance with the terms of the relevant service agreements.

The Group and Sinopec Finance Tianjin Branch have adopted internal control measures to manage and mitigate the risks associated with the financial services arrangements.

Internal control measures for the transactions – Sinopec Finance Tianjin Branch

(i) in accordance with the applicable PRC laws and regulations, Sinopec Finance Tianjin Branch will ensure the safe and stable operation of its fund management information system. Such system has undergone relevant security testing in respect of its connection with online commercial banking platforms and meets the applicable national security standards for commercial banks;

(ii) Sinopec Finance and Sinopec Finance Tianjin Branch are subject to the supervision of the NFRA and are required to comply with the applicable regulatory requirements and risk monitoring indicators for financial institutions. In particular, Sinopec Finance Tianjin Branch is required to comply with the Measures for the Administration of Finance Companies of Enterprise Groups (the "**Measures**") (《企業集團財務公司管理辦法》) as amended from time to time, including requirements relating to risk management, internal control and prudential operation;

(iii) Sinopec Group Company has undertaken to the NFRA to provide capital support to Sinopec Finance as and when required in the event that Sinopec Finance encounters liquidity or payment difficulties;

(iv) in accordance with the applicable PRC laws and regulations, Sinopec Finance Tianjin Branch will permit Caofeidian Shihua to monitor the status of its deposits placed with Sinopec Finance Tianjin Branch, enabling Caofeidian Shihua to ensure that the maximum outstanding balance at any time (including any interest accrued therefrom) does not exceed the relevant annual cap;

(v) in the event of any material breach of applicable laws or regulations, Sinopec Finance Tianjin Branch shall notify Caofeidian Shihua in a timely manner and discuss the appropriate rectification and risk mitigation measures; and

(vi) Sinopec Finance Tianjin Branch only provides financial services to members of the Sinopec Group and has no record of default in payments to members of the Sinopec Group in the past.

Internal control measures for the transactions – the Group

(i) **Credit risk assessment prior to entering into deposit services:** Given that Sinopec Finance Tianjin Branch is not a public licensed bank, the Group has conducted, and will continue to conduct, structured credit risk assessments prior to placing any deposits with Sinopec Finance Tianjin Branch. In particular, the Group has regularly obtained and reviewed the annual reports and other publicly available financial information of Sinopec Finance to understand its financial position, capital adequacy and liquidity levels, and has reviewed and taken into account the Measures promulgated by the Original CBIRC to assess its compliance with the relevant prudential and risk control requirements.

(ii) **Ongoing monitoring of credit risks:** The Group has adopted its Fund Management Policy under which the finance department of the Company is responsible for daily treasury management. Pursuant to such policy, the finance department monitors in real time and analyses the performance and risk profile of all deposit products to ensure the safety of funds and enhance the efficiency of fund utilisation. The finance department also conducts periodic reviews of the creditworthiness of Sinopec Finance Tianjin Branch, taking into account the latest financial statements and regulatory disclosures.

(iii) **Financial capacity of Sinopec Group Company:** The Group has also considered the financial resources and standing of Sinopec Group Company, being the wholly-owned controlling shareholder of Sinopec Finance, and is satisfied that it possesses sufficient financial capacity to perform its commitment to the NFRA and to provide support to Sinopec Finance in the event of any liquidity stress.

(iv) **Effective connected transaction management system:** The Company has established and strictly implemented internal policies and procedures, including the Listing Affairs Management System of Sinopec Kantons Holdings Limited and the Management Measures of Connected Transactions of Sinopec Kantons Holdings Limited, to govern the identification, approval, monitoring and reporting of connected transactions. Such systems enable the Company to conduct regular assessments on connected transactions and the effectiveness of the relevant internal control systems, thereby ensuring that connected transactions are conducted in accordance with fair and reasonable pricing principles, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

(v) **Daily management and monitoring of connected transactions:** The risk control department and finance department of the Company conduct monthly reviews on the types and transaction amounts of connected transactions to ensure consistency between the transactions record and those actually carried out. In addition, a transaction cap monitoring mechanism is implemented, under which an alert is generally triggered when the transaction amount reaches approximately 80% of the relevant annual cap, so as to mitigate the risk of exceeding the applicable annual caps.

(vi) **Non-exclusivity of financial services:** Caofeidian Shihua is not precluded from obtaining similar financial services from other independent financial institutions, and the transactions contemplated under the Financial Services Agreement do not restrict the Group's ability to select financial service providers based on its operational and funding needs.

(vii) **Oversight by management and the Audit Committee:** Relevant personnel of the Company report regularly to the audit committee of the Board on the implementation of connected transactions. Connected transactions are included within the scope of the Company's annual internal control assessment and are covered in the risk management and internal control reports prepared by the risk control department for review by the audit committee, which also conducts an annual review of the Company's risk management and internal control systems.

(viii) **Annual review by independent non-executive Directors:** The independent non-executive Directors conduct an annual review of the continuing connected transaction agreements and the transactions contemplated thereunder, and confirm that such transactions have been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal or better commercial terms; and (c) in accordance with the terms of the relevant agreements, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(ix) **Annual review by the Auditor:** The auditor of the Company will conduct an annual review of the continuing connected transactions and provide a confirmation to the Board in accordance with the requirements of the Listing Rules as to whether anything has come to its attention that causes it to believe that such transactions (a) have not been approved by the Board; (b) were not, in all material respects, in accordance with the pricing policies adopted by the Group; (c) were not carried out, in all material respects, in accordance with the relevant agreements governing such transactions; or (d) have exceeded the applicable annual caps.

The Directors consider that the above internal control measures are adequate and effective to manage and control the risks associated with the continuing connected transactions contemplated under the relevant framework agreements, including the financial services provided by Sinopec Finance Tianjin Branch.

The Directors (excluding the Directors who have abstained from voting) consider that the transactions contemplated under the Financial Services Agreement are conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole, after taking into account the factors stated in this announcement.

C. INFORMATION ON THE PARTIES TO THE CRUDE OIL JETTY SERVICES FRAMEWORK AGREEMENTS AND THE FINANCIAL SERVICES AGREEMENT

For information on Caofeidian Shihua, please refer to the section headed "THE EXCLUSIVE OPERATION AGREEMENT AND THE CONSOLIDATION – 4. Information on Caofeidian Shihua" in this announcement.

Sinopec Beijing Yanshan Branch, Sinopec Shijiazhuang Branch and Sinopec Cangzhou Branch are branch companies of Sinopec Corp. incorporated under the laws of the PRC, while Sinopec Tianjin is a wholly-owned subsidiary of Sinopec Corp. Sinopec Corp. is a joint stock limited liability company incorporated in the PRC, the shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange. Each of Sinopec Beijing Yanshan Branch, Sinopec Shijiazhuang Branch, Sinopec Cangzhou Branch and Sinopec Tianjin is principally engaged in oil refining and related petrochemical production activities.

Sinopec Petroleum Reserve Company is a company incorporated under the laws of the PRC with limited liability and a wholly-owned subsidiary of Sinopec Group Company, which is principally engaged in the sale and storage of crude oil, the import and export of petrochemical products and the construction of oil reserve facilities.

Sinopec Petroleum Marketing Company is a company incorporated under the laws of the PRC with limited liability and a wholly-owned subsidiary of Sinopec Corp., which is principally engaged in the wholesale of crude oil and the storage and distribution of crude oil, petroleum, natural gas and other oil products.

Sinopec Finance Tianjin Branch is a branch company of Sinopec Finance, a non-banking financial institution incorporated in the PRC and owned as to 51% by Sinopec Group Company and 49% by Sinopec Corp. Sinopec Finance and Sinopec Finance Tianjin Branch are regulated by the National Financial Regulatory Administration of the PRC and are principally engaged in the provision of financial services, including deposit services, loan services, bill acceptance and discount services, entrusted loan services and settlement-related services, in accordance with the applicable laws, regulations and regulatory requirements.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the above parties (other than members of the Group) is an associate of the controlling Shareholder and a connected person of the Company under Chapter 14A of the Listing Rules.

D. LISTING RULES IMPLICATIONS

As at the date of this announcement, Sinopec Group Company is the controlling shareholder of Sinopec Corp., which indirectly holds the entire issued share capital of SKI. Sinopec Group Company is therefore an indirect controlling Shareholder of the Company and holds approximately 60.33% of the issued share capital of the Company.

As each of Sinopec Beijing Yanshan Branch, Sinopec Shijiazhuang Branch and Sinopec Cangzhou Branch is a branch company of Sinopec Corp., each of Sinopec Tianjin and Sinopec Petroleum Marketing Company is a wholly-owned subsidiary of Sinopec Corp., Sinopec Petroleum Reserve Company is a wholly-owned subsidiary of Sinopec Group Company, and Sinopec Finance Tianjin Branch is a branch company of Sinopec Finance which is controlled by Sinopec Group Company, the controlling Shareholder, each of the above parties is an associate of SKI and therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Accordingly, the transactions contemplated under each of the Crude Oil Jetty Services Framework Agreements and the Financial Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Crude Oil Jetty Services Framework Agreements

Pursuant to Rule 14A.81 of the Listing Rules, if a series of connected transactions are all entered into or completed within a same 12-month period or are otherwise related with each other, such transactions shall be calculated on an aggregate basis and treated as a single transaction. Having considered the transactions of the same nature between the Company and its subsidiaries and Sinopec Group Company and its associates which were entered into within the past 12 months, as one or more of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the proposed annual caps for the transactions contemplated under the Crude Oil Jetty Services Framework Agreements exceed 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will disclose the relevant details in its next published annual report in accordance with Rule 14A.49 of the Listing Rules.

Financial Services Agreement

In respect of the transactions contemplated under the Financial Services Agreement:

(i) Deposit services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua thereunder also constitute financial assistance to be provided by the Group to a connected person under Rule 14.04(1)(e) of the Listing Rules. As one or more of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the maximum outstanding balance of deposits on an annual basis exceed 5% but are all below 25%, such transactions also constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement;

(ii) in view that the loan services and bill acceptance and discount services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms or better than those offered by independent third parties for comparable services in the PRC, and will not be secured by the assets of the Group, such services, which also constitute financial assistance received by the Group, are fully exempt under Rule 14A.90 of the Listing Rules from reporting, annual review, announcement and Independent Shareholders' approval requirements. As such, no annual caps have been set for such services; and

(iii) in view that the entrustment loans and other financial services to be provided by Sinopec Finance Tianjin Branch to Caofeidian Shihua will be on normal commercial terms and on terms similar to or more favourable than those offered by Independent Third Parties for comparable services in the PRC, and that all of the applicable percentage ratios calculated on an aggregated basis (as defined under Rule 14.07 of the Listing Rules) in respect of the total fees payable for such services on an annual basis fall within the de minimis threshold of 0.1% as stipulated under Rule 14A.76(1)(a) of the Listing Rules, such transactions are fully exempt from all reporting, annual review, announcement and Independent Shareholders' approval requirements. The Company will comply with the relevant requirements of the Listing Rules if and when such applicable percentage ratios exceed the relevant threshold.

GENERAL

The Company intends to convene the SGM on 30 March 2026, Monday, to seek Independent Shareholders' approval for (i) the Crude Oil Jetty Services Framework Agreements and (ii) the Financial Services Agreement, and the transactions contemplated thereunder (including the annual caps thereunder).

As certain executive Directors, including Mr. Zhong Fuliang, Mr. Yang Yanfei, Mr. Ren Jiajun, Mr. Zou Wenzhi and Mr. Mo Zhenglin, are considered to have a material interest in the transactions contemplated under the (i) the Crude Oil Jetty Services Framework Agreements and (ii) the Financial Services Agreement due to their other executive posts within the Sinopec Group, they have abstained from voting on the board resolutions to approve such agreements.

The Company has established the Independent Board Committee comprising the four independent non-executive Directors, namely Mr. Fong Chung, Mark, Dr. Wong Yau Kar, David, Ms. Wong Pui Sze, Priscilla and Mr. Ye, James Zheng to consider and advise the Independent Shareholders on the Crude Oil Jetty Services Framework Agreements, the Financial Services Agreement and the transactions contemplated thereunder (including the annual caps thereunder). The Company has appointed Maxa Capital Limited as the Independent Financial Adviser to advise and make recommendations to the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (i) further details of the Crude Oil Jetty Services Framework Agreements and the transactions contemplated thereunder, (ii) further details of the Financial Services Agreement and the transactions contemplated thereunder, (iii) a letter from the Independent Board Committee, (iv) a letter of advice from the Independent Financial Adviser, and (v) a notice of the SGM, is expected to be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

FURTHER INFORMATION IN RELATION TO THE FIRE SERVICES AGREEMENT

Reference is made to the announcement of the Company dated 29 December 2025 in relation to the Fire Services Agreement. In order to enhance the regulatory framework governing the transaction contemplated thereunder, the Company will manage and treat the transaction under the Fire Services Agreement as continuing connected transaction of the Company in accordance with Chapter 14A of the Listing Rules.

The consideration under the Fire Services Agreement comprises a fixed service fee for a term of two years in an aggregate amount of approximately RMB12.04 million, representing an annual service fee of approximately RMB6.02 million. The transaction contemplated under the Fire Services Agreement will be subject to the annual review by the independent non-executive Directors and the auditors in accordance with the requirements applicable to continuing connected transactions under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS AND THE RECORD DATE

The register of members of the Company will be closed from 25 March 2026, Wednesday to 30 March 2026, Monday (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending the SGM and casting votes at the meeting, all Share transfers, accompanied by the relevant share certificates, must be lodged with Tricor Investor Services Limited, the branch share registrar of the Company, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:00 p.m. on 24 March 2026, Tuesday. Shareholders whose names are recorded in the register of members of the Company as of 30 March 2026 shall be entitled to attend the SGM.

DEFINITIONS

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

"associate(s)"	has the meaning ascribed to it in the Listing Rules
"Board"	the board of Directors
"Caofeidian Port Group"	曹妃甸港集團股份有限公司 (Caofeidian Port Group Co., Ltd.**), a company incorporated in the PRC with limited liability
"Caofeidian Shihua"	唐山曹妃甸實華原油碼頭有限公司 (Caofeidian Shihua Crude Oil Terminal Co., Ltd.**), a company incorporated in the PRC with limited liability, which is held as to 90% by Sinomart Development and 10% by Caofeidian Port Group as at the date of this announcement
"Company"	Sinopec Kantons Holdings Limited (中石化冠德控股有限公司*), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it in the Listing Rules
"Consolidation"	the consolidation of the financial results of Caofeidian Shihua into the consolidated financial statements of the Group following the effectiveness of the Exclusive Operation Agreement

"continuing connected transaction(s)"	has the meaning ascribed to it in the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Crude Oil Jetty Services Framework Agreements"	the three framework agreements dated 12 February 2026 entered into by Caofeidian Shihua with (a) certain branches and subsidiary of Sinopec Corp. (b) Sinopec Petroleum Reserve Company and (c) Sinopec Petroleum Marketing Company in relation to the provision of crude oil jetty and related services
"Director(s)"	the director(s) of the Company
"Exclusive Operation Agreement"	the agreement entered into between Sinomart Development and Caofeidian Port Group in relation to the exclusive provision of crude oil terminal operation services by Caofeidian Shihua
"Financial Services Agreement"	the framework agreement dated 12 February 2026 entered into between Caofeidian Shihua and Sinopec Finance Tianjin Branch in relation to the provision of deposit and other financial services
"Fire Services Agreement"	the fire services agreement dated 29 December 2025 entered into between Huade Petrochemical and Sinopec Henan Petroleum Exploration in relation to the fire-fighting and related services, details of which have been disclosed in the Company's announcement dated 29 December 2025
"Group"	the Company and its subsidiaries
"HKFRS"	Hong Kong Financial Reporting Standards
"HKFRS 10"	Hong Kong Financial Reporting Standard 10 Consolidated Financial Statements
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Huade Petrochemical"	惠州市大亞灣華德石化有限公司 (Huade Petrochemical Company Limited** in Huizhou Daya Bay), a company incorporated under the laws of the PRC with limited liability, and a wholly-owned subsidiary of the Company

"Independent Board Committee"	the independent board committee of the Board, comprising all independent non-executive Directors, namely Mr. Fong Chung, Mark, Dr. Wong Yau Kar, David, Ms. Wong Pui Sze, Priscilla and Mr. Ye, James Zheng, established for the purpose of considering and advising the Independent Shareholders on the Crude Oil Jetty Services Framework Agreements, the Financial Services Agreement and the transactions contemplated thereunder
"Independent Financial Adviser"	Maxa Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Crude Oil Jetty Services Framework Agreements, the Financial Services Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholders other than SKI and, if any, any other Shareholder(s) who has a material interest and is required to abstain from voting on the relevant resolution(s) at the SGM pursuant to the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"NFRA"	National Financial Regulatory Administration (國家金融監督管理總局)
"Original CBIRC"	originally China Banking and Insurance Regulatory Commission(中國銀行保險監督管理委員會), currently known as National Financial Regulatory Administration
"PBOC"	the People's Bank of China
"PRC"	the People's Republic of China, but for the purposes of this announcement and for geographical reference purposes (unless otherwise indicated) excludes Taiwan, Macau and Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"SGM"	the special general meeting to be convened on 30 March 2026, Monday, for the purpose of considering, and if thought fit, passing ordinary resolutions regarding the entering into of the Crude Oil Jetty Services Framework Agreements, the Financial Services Agreement
"Share(s)"	the ordinary share(s) of the Company with a nominal value of HK$0.10 each

"Shareholder(s)"	the holder(s) of the Share(s)
"Sinomart Development"	Sinomart KTS Development Limited(經貿冠德發展有限公司), a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of the Company
"Sinopec Beijing Yanshan Branch"	中國石油化工股份有限公司北京燕山分公司 (China Petroleum & Chemical Corporation Beijing Yanshan Branch**), a branch company of Sinopec Corp. incorporated under the laws of the PRC
"Sinopec Cangzhou Branch"	中國石油化工股份有限公司滄州分公司 (China Petroleum & Chemical Corporation Cangzhou Branch**), a branch company of Sinopec Corp. incorporated under the laws of the PRC
"Sinopec Corp."	China Petroleum & Chemical Corporation (中國石油化工股份有限公司) (stock code: 386), a joint stock limited liability company incorporated in the PRC, the shares of which are listed on the Stock Exchange and Shanghai Stock Exchange, the indirect controlling Shareholder holding approximately 60.33% of the issued share capital of the Company
"Sinopec Finance"	中國石化財務有限責任公司 (Sinopec Finance Company Limited**), a company incorporated under the laws of the PRC with limited liability and is owned as to 51% by Sinopec Group Company and 49% by Sinopec Corp.
"Sinopec Finance Tianjin Branch"	中國石化財務有限責任公司天津分公司 (Sinopec Finance Company Limited Tianjin Branch**), a branch company of Sinopec Finance
"Sinopec Group"	Sinopec Group Company, its subsidiaries and its associated companies and affiliates, including the Group
"Sinopec Group Company"	China Petrochemical Corporation (中國石油化工集團有限公司, formerly known as 中國石油化工總公司), an enterprise established under the laws of the PRC, being the controlling shareholder of Sinopec Corp. and the ultimate controlling Shareholder of the Company
"Sinopec Petroleum Marketing Company"	中石化石油銷售有限責任公司 (Sinopec Petroleum Marketing Company Limited**), a company incorporated under the laws of the PRC with limited liability and a wholly-owned subsidiary of Sinopec Corp.
"Sinopec Petroleum Reserve Company"	中國石化集團石油商業儲備有限公司 (Sinopec Petroleum Reserve Company Limited**), a company incorporated under the laws of the PRC with limited liability and a wholly-owned subsidiary of Sinopec Group Company

"Sinopec Shijiazhuang Branch"	中國石油化工股份有限公司石家莊煉化分公司 (China Petroleum & Chemical Corporation Shijiazhuang Refining and Chemical Branch**), a branch company of Sinopec Corp. incorporated under the laws of the PRC
"Sinopec Tianjin"	中石化(天津)石油化工有限公司 (Sinopec (Tianjin) Petrochemical Co., Ltd. **), a wholly-owned subsidiary of Sinopec Corp. incorporated under the laws of the PRC
"SKI"	Sinopec Kantons International Limited, a company incorporated with limited liability in the British Virgin Islands, being the controlling Shareholder of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning ascribed to it in the Listing Rules

In this announcement, unless the context otherwise requires, the terms "associate(s)", "connected person(s)", "continuing connected transaction(s)", "controlling shareholder(s)" and "subsidiary(ies)" shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

Translation of RMB into HK$ is based on the approximate exchange rate of RMB1.000 to HK$1.124 for information purposes only. Such translation should not be construed as representations that the relevant amounts have been, could have been, or could be converted at that rate or any other rate or at all.

** *The English translation of the names of companies incorporated or established in the PRC referred to in this announcement is for reference only. The official names of those companies are in Chinese.*

By order of the Board
Sinopec Kantons Holdings Limited
Zhong Fuliang
Chairman

Hong Kong, 12 February 2026

As at the date of this announcement, the Board comprises the following:

Executive Directors:
Mr. Zhong Fuliang *(Chairman)*
Mr. Yang Yanfei
Mr. Ren Jiajun
Mr. Zou Wenzhi
Mr. Mo Zhenglin
Mr. Sang Jinghua *(General Manager)*

Non-executive Director
Mr. Tu Yikai

Independent non-executive Directors:
Mr. Fong Chung, Mark
Dr. Wong Yau Kar, David
Ms. Wong Pui Sze, Priscilla
Mr. Ye, James Zheng