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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker 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 China Infrastructure & Logistics Group Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders**



Halcyon Capital Limited

Capitalised terms used in this cover page shall have the same meanings as defined in this circular unless otherwise specified.

A notice convening the EGM of the Company to be held at Conference Room, 3/F, Administration Building, Wuhan International Container Company Limited, 8 Pingjiang Avenue, Yangluo Street, Xinzhou District, Wuhan, Hubei Province, China on Monday, 9 March 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM is also enclosed in this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

13 February 2026

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DEFINITIONS

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

“2023 CIL Comprehensive Port Logistics Services Framework Agreement”	the comprehensive port logistics services framework agreement dated 25 April 2023 entered into between the Company and Hubei Port in relation to the provision of the Comprehensive Port Logistics Services by the Group to the Hubei Port Group
“2023 Comprehensive Port Logistics Services Framework Agreements”	collectively, the 2023 CIL Comprehensive Port Logistics Services Framework Agreement and the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement
“2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement”	the comprehensive port logistics services framework agreement dated 25 April 2023 entered into between the Company and Hubei Port in relation to the provision of the Comprehensive Port Logistics Services by the Hubei Port Group to the Group
“2026 CIL Comprehensive Port Logistics Services Framework Agreement”	the comprehensive port logistics services framework agreement dated 22 December 2025 entered into between the Company and Hubei Port in relation to the provision of the Comprehensive Port Logistics Services by the Group to the Hubei Port Group
“2026 Comprehensive Port Logistics Services Framework Agreements”	collectively, the 2026 CIL Comprehensive Port Logistics Services Framework Agreement and the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement
“2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement”	the comprehensive port logistics services framework agreement dated 22 December 2025 entered into between the Company and Hubei Port in relation to the provision of the Comprehensive Port Logistics Services by the Hubei Port Group to the Group
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Infrastructure & Logistics Group Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1719)
“Comprehensive Port Logistics Services”	port logistics integrated services, including but not limited to port loading and unloading, stockpiling, storage, drayage, transportation, leasing, container management, agency, power and other services

DEFINITIONS

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Conference Room, 3/F, Administration Building, Wuhan International Container Company Limited, 8 Pingjiang Avenue, Yangluo Street, Xinzhou District, Wuhan, Hubei Province, China on Monday, 9 March 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions)
“Group”	the Company and its subsidiaries
“Hannan Port”	the Hannan Port (漢南港) is located along the Yangtze River in Wuhan, adjacent to the Shanghai-Chengdu, Beijing-Zhuhai Expressway and is within 80 kilometers of the Beijing-Guangzhou and Beijing-Kowloon rail link
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hubei Port”	Hubei Port Group Company Limited* (湖北港口集團有限公司), a company incorporated in the PRC with limited liability and is the holding company of Hubei Port (Hong Kong) as at the Latest Practicable Date
“Hubei Port Group”	Hubei Port and its subsidiaries but excluding the Group
“Hubei Port (Hong Kong)”	Hubei Port (Hong Kong) International Limited (湖北港口(香港)國際有限公司), a company incorporated in Hong Kong with limited liability and is the controlling shareholder of the Company as at the Latest Practicable Date
“Independent Board Committee”	an independent board committee comprising all independent non-executive Directors, namely Mr. Chau Kwok Keung, Mr. Fu Xiping and Dr. Mao Zhenhua, formed to advise the Independent Shareholders in relation to the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions)

DEFINITIONS

“Independent Financial Adviser”	Halcyon Capital Limited, a licensed corporation permitted under the SFO to carry out type 6 (advising on corporate finance) regulated activities under the SFO, which has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions)
“Independent Shareholders”	the Shareholders other than the Hubei Port Group and other shareholders with a material interest in the transactions contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements
“Independent Third Party(ies)”	individual(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected with the Company or its connected person
“Individual Agreement(s)”	the specific individual agreement(s) that may be entered into between members of the Group and the Hubei Port Group in accordance with the principles and terms of the 2026 Comprehensive Port Logistics Services Framework Agreements
“Latest Practicable Date”	10 February 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“WIT Port”	the WIT Port (武漢陽邏港) is located along the Yangtze River in the Yangluo Economic Development Zone, Wuhan, Hubei Province, the PRC
“%”	per cent.

Note: For the purpose of illustration only and unless otherwise stated, conversion of RMB to HK\$ in this circular is calculated at the exchange rate of RMB1.00 to HK\$1.085. Such conversion rate should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.

** For identification purpose only*

LETTER FROM THE BOARD



China Infrastructure & Logistics Group Ltd.
中國通商集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1719)

Executive Directors:

Mr. Fei Benjun (*Chairman*)

Mr. Qiao Yun

Non-executive Directors:

Mr. Li Wei

Ms. Yu Ling

Independent Non-executive Directors:

Mr. Chau Kwok Keung

Mr. Fu Xinping

Dr. Mao Zhenhua

Registered office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Head office and Principal place of
business in Hong Kong:*

Unit A, 7/F.,

On Hing Building

No. 1 On Hing Terrace

Central

Hong Kong

13 February 2026

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 December 2025.

The purpose of this circular is to provide the Shareholders with (i) further information on the 2026 Comprehensive Port Logistics Services Framework Agreements; (ii) the recommendation of the Independent Board Committee; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM.

LETTER FROM THE BOARD

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

References are made to the announcement of the Company dated 25 April 2023 and the circular of the Company dated 9 June 2023 in relation to the 2023 Comprehensive Port Logistics Services Framework Agreements.

As the term of each of the 2023 Comprehensive Port Logistics Services Framework Agreements expired on 31 December 2025, on 22 December 2025, the Company entered into the 2026 Comprehensive Port Logistics Services Framework Agreements with Hubei Port to renew the 2023 Comprehensive Port Logistics Services Framework Agreements for a term of three years commencing from 1 January 2026 to 31 December 2028 (both days inclusive).

A. 2026 CIL COMPREHENSIVE PORT LOGISTICS SERVICES FRAMEWORK AGREEMENT

Principal terms of the 2026 CIL Comprehensive Port Logistics Services Framework Agreement are set out below.

Date: 22 December 2025

Parties: (i) The Company; and
(ii) Hubei Port.

Nature of transaction: Under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement, the Group will provide Comprehensive Port Logistics Services to the Hubei Port Group, with a greater focus on port loading and unloading, among other services, at Phase I of Yangluo port area in the WIT Port and from Hannan port to Phase II and Phase III of Yangluo Port area in the WIT Port, and leasing and power services within the Hannan Port.

Individual Agreements: It is envisaged that from time to time and as required, Individual Agreement(s) will be entered into between the relevant respective members of the Group and the Hubei Port Group. Each Individual Agreement may only contain provisions which are in all material respects consistent with the terms set out in the 2026 CIL Comprehensive Port Logistics Services Framework Agreement.

Term: The 2026 CIL Comprehensive Port Logistics Services Framework Agreement has a fixed term commencing from 1 January 2026 to 31 December 2028 (both days inclusive).

LETTER FROM THE BOARD

Payment: The framework agreement does not specify any payment term for the service fees payable for the provision of Comprehensive Port Logistics Services by Hubei Port Group to the Group, but under the Individual Agreements, the service fees are generally payable on a monthly basis by bank transfer. The payment terms for Comprehensive Port Logistics Services shall be negotiated on arm's length basis between the parties thereto and be determined based on normal commercial terms. The terms shall be no less favorable to the Group than those given by the Group to Independent Third Parties.

Pricing Policy and Other Terms

As a general principle, the service fees payable under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement for the provision of the Comprehensive Port Logistics Services shall be determined based on arm's length negotiations, with reference to (i) the prevailing market price of similar services; (ii) the pricing standards of previous transactions; (iii) the operational costs (including labor and administrative costs) to be borne by the Group for the provision of the Comprehensive Port Logistics Services; and (iv) the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions concerned issued by the relevant PRC government authorities. In particular, the Group and the Hubei Port Group shall adhere to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC. The statutory caps applicable to different categories of services and products vary, depending on the specific types of services and products involved. It is mandatory for the Group and Hubei Port Group to comply with the statutory caps as set out in the abovementioned regulatory notice.

Pursuant to the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC, port charges are subject to statutory caps which is updated by the relevant PRC government authorities from time to time without any fixed schedule. If any new regulatory notice is promulgated, the new regulatory notice shall prevail. The statutory caps on services charges can be categorized into government-prescribed pricing, government-guidance pricing and market-regulated pricing. Pursuant to the abovementioned regulatory notice, the "port operation package fee" and "container storage and handling fee" are subject to market-regulated pricing, which shall be determined with reference to (i) market demand, (ii) production and operational costs incurred and (iii) the scope of services provided.

- (i) *Market demand:* The Company will adjust its pricing based on throughput, changes in shipping routes, and competitive landscape to strike a balance between revenue and market share, while taking into account the pricing of other port areas in Hubei Province and similar ports along the Yangtze River (such as Yueyang Port and Jiujiang Port).

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- (ii) *Production and operating costs*: The Company will take into account the composition and allocation of fixed costs, variable costs and compliance costs. In any event, the lump-sum fee for operations must cover the costs of the entire process, including loading and unloading, light transport and tallying.
- (iii) *Scope of services provided*: Basic services, such as loading and unloading and storage of ordinary containers, will be charged at standard rates. Value-added services, such as refrigerated container power supply and special operations for dangerous goods, will be charged separately or charged in a lump-sum fee. For example, for special operations such as dangerous goods and oversized cargo, additional fee will be charged taking into account the risk and operational difficulty.

The relevant member of the Group shall (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if available).

Each Individual Agreement under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement shall be negotiated on arm's length basis and on normal commercial terms that are fair and reasonable.

Historical Annual Caps and Historical Transaction Amount

For each of the three financial years ending 31 December 2025, the annual cap of the Comprehensive Port Logistics Services under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement was RMB15,520,000 (approximately HK\$17,690,000), RMB18,310,000 (approximately HK\$20,870,000) and RMB20,380,000 (approximately HK\$23,230,000), respectively.

For each of the financial years ended 31 December 2023 and 2024 and the eleven months ended 30 November 2025, the actual amount of service fees payable by the Hubei Port Group to the Group under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement was approximately RMB11,017,000 (approximately HK\$12,155,000), RMB10,987,000 (approximately HK\$11,681,000) and RMB9,299,000 (approximately HK\$10,090,000), respectively.

As at the date of this circular, the annual cap under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement for each of the three financial years ending 31 December 2025 has not been exceeded.

LETTER FROM THE BOARD

Annual Caps and Basis of Determination

The proposed maximum service fees payable by the Hubei Port Group to the Group under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement for the three years ending 31 December 2028 are expected not to exceed RMB19,201,000 (approximately HK\$20,833,000), RMB20,717,000 (approximately HK\$22,478,000) and RMB23,113,000 (approximately HK\$25,078,000) respectively, which were determined after arm's length negotiations with reference to the historical transaction amounts, the expected transaction amounts, the prevailing market price, the service fees charged by Independent Third Party service providers in the provision of similar Comprehensive Port Logistics Services and with reference to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment), to ensure that the terms offered to the Hubei Port Group shall not be more favorable than those offered by the Group to Independent Third Parties. In arriving at the proposed annual caps as mentioned above, the Board has also considered the following factors:

- (i) the expected increase in demand for the Comprehensive Port Logistics Services taking into account China's 2025 gross domestic product (GDP) growth target of around 5% and the government's initiatives pursuant to the 15th Five-Year Plan for National Economic and Social Development adopted by the Fourth Plenary Session of the 20th Central Committee of the Communist Party of China in October 2025 (the "**15th Five-Year Plan**") to sustain economic growth. Hubei Port Group is expanding into new businesses such as green shipping, smart ports, and multi-modal transport pursuant to the 15th Five-Year Plan and state-owned enterprise reform. The Company will continue to deepen international cooperation to boost competitiveness and expand its "Belt and Road" route network;
- (ii) the expected increase in transaction amount due to the expansion of Hubei Port Group into new businesses and the anticipated increase in container volume that requires the Comprehensive Port Logistics Services from the Group. Yangluo Port Logistics Company Limited has expanded its agency logistics business for the China-Europe Railway Express under the Belt and Road Initiative, which is expected to result in an increase demand in container transportation services, and loading and unloading services. The anticipated transaction amount in respect of this new business amounts to approximately RMB2,500,000, RMB3,000,000 and RMB3,000,000, representing approximately 13.02%, 14.48% and 12.98% of the proposed annual caps for the three years ending 31 December 2028 respectively. In addition, Hubei Port Group has expanded its business to crushed stone business and the Group will provide agencies services to the Hubei Port Group, including the loading and unloading arrangements for bulk commodities such as crushed stone; and
- (iii) the expected increase in transaction amount due to the internal coordination of Hubei Port Group, which would result in the increase in resource allocation for the Comprehensive Port Logistics Services to be provided by the Group. Hubei Port Group has mobilized all resources to substantially support the Group in optimizing resource allocation and strengthening internal synergies. In terms of domestic and overseas supply chain operations, the Group will stay focused on its core businesses, harnessing Hubei Port Group's strengths in multi-modal transportation – combining ports, railways, and shipping – to steadily conduct business and reinforce its position in the bulk commodity supply chain. Examples include the cooperation among Wuhan Datong,

LETTER FROM THE BOARD

Zhonggang Logistics, Yangluo Comprehensive Bonded Zone and Hubei Port, as well as the cooperation among Yangluo Port Logistics Company Limited and Yangluo Comprehensive Bonded Zone, the first phase of rail-water intermodal transport and Wuhan Port Container Terminal. The anticipated transaction amount in respect of the internal coordination within Hubei Port Group amounts to approximately RMB2,900,000, RMB3,110,000 and RMB3,320,000, representing approximately 15.10%, 15.01% and 14.36% of the proposed annual caps for the three years ending 31 December 2028 respectively.

Taking into account of the above assessment, the Board considers that the proposed annual caps and the basis of determination of the proposed annual caps of the 2026 CIL Comprehensive Port Logistics Services Framework Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

B. 2026 HUBEI PORT COMPREHENSIVE PORT LOGISTICS SERVICES FRAMEWORK AGREEMENT

Principal terms of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement are set out below.

Date: 22 December 2025

Parties: (a) The Company; and
(b) Hubei Port.

Nature of transaction: Under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement, the Hubei Port Group will provide Comprehensive Port Logistics Services to the Group, with a greater focus on container management, among other services, at Phase II and Phase III of Yangluo Port area in the WIT Port, and agency services in the Hannan Port.

Individual Agreements: It is envisaged that from time to time and as required, Individual Agreement(s) will be entered into between the relevant respective members of the Group and the Hubei Port Group. Each Individual Agreement may only contain provisions which are in all material respects consistent with the terms set out in the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement.

Term: The 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement has a fixed term commencing from 1 January 2026 to 31 December 2028 (both days inclusive).

LETTER FROM THE BOARD

Payment: The framework agreement does not specify any payment term for the service fee payable for the provision of Comprehensive Port Logistics Services by the Group to the Hubei Port Group, but under the Individual Agreements, the service fees are generally payable on a monthly and quarterly basis by bank transfer. The payment terms for Comprehensive Port Logistics Services shall be negotiated on arm's length basis between the parties thereto and be determined based on normal commercial terms. The terms shall be no less favorable to the Group than those obtained by the Group from other Independent Third Parties.

Pricing Policy and Other Terms

As a general principle, the service fees payable under each of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the provision of the Comprehensive Port Logistics Services shall be determined based on arm's length negotiations, with reference (but not limited) to (i) the prevailing market price of similar services, (ii) the pricing standards of previous transactions, (iii) the operational costs (including labor and administrative costs) to be borne by the Hubei Port Group for the provision of the Comprehensive Port Logistics Services and (iv) the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions concerned issued by the relevant PRC government authorities. In particular, the Group and the Hubei Port Group shall adhere to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC. The statutory caps applicable to different categories of services and products vary, depending on the specific types of services and products involved. It is mandatory for the Hubei Port Group and the Group to comply with the statutory caps as set out in the abovementioned regulatory notice.

Pursuant to the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC, port charges are subject to statutory caps which is updated by the relevant PRC government authorities from time to time without any fixed schedule. If any new regulatory notice is promulgated, the new regulatory notice shall prevail. The statutory caps on services charges can be categorized into government-prescribed pricing, government-guidance pricing and market-regulated pricing. Pursuant to the abovementioned regulatory notice, the "port operation package fee" and "container storage and handling fee" are subject to market-regulated pricing, which and shall be determined with reference to (i) market demand, (ii) production and operational costs incurred and (iii) the scope of services provided.

- (i) *Market demand:* The Company will adjust its pricing based on throughput, changes in shipping routes, and competitive landscape to strike a balance between revenue and market share, while taking into account the pricing of other port areas in Hubei Province and similar ports along the Yangtze River (such as Yueyang Port and Jiujiang Port).

LETTER FROM THE BOARD

- (ii) *Production and operating costs*: The Company will take into account the composition and allocation of fixed costs, variable costs and compliance costs. In any event, the lump-sum fee for operations must cover the costs of the entire process, including loading and unloading, light transport and tallying.
- (iii) *Scope of services provided*: Basic services, such as loading and unloading and storage of ordinary containers, will be charged at standard rates. Value-added services, such as refrigerated container power supply and special operations for dangerous goods, will be charged separately or charged in a lump-sum fee. For example, for special operations such as dangerous goods and oversized cargo, additional fee will be charged taking into account the risk and operational difficulty.

The relevant member of the Group shall (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if available).

Each Individual Agreement under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement shall be negotiated on arm's length basis and on normal commercial terms that are fair and reasonable.

Historical Annual Caps and Historical Transaction Amount

For each of the three financial years ending 31 December 2025, the annual cap of the Comprehensive Port Logistics Services under the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement was RMB22,070,000 (approximately HK\$25,160,000), RMB23,540,000 (approximately HK\$26,830,000) and RMB25,700,000 (approximately HK\$29,300,000), respectively.

For each of the financial years ended 31 December 2023 and 2024 and the eleven months ended 30 November 2025, the actual amount of service fees payable by the Group to the Hubei Port Group under the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement was approximately RMB12,432,000 (approximately HK\$13,716,000), RMB15,224,000 (approximately HK\$16,186,000) and RMB23,347,000 (approximately HK\$25,331,000), respectively.

As at the date of this circular, the annual cap under the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement for each of the three financial years ending 31 December 2025 has not been exceeded.

LETTER FROM THE BOARD

Annual Caps and Basis of Determination

The proposed maximum service fees payable by the Group to the Hubei Port Group under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the three years ending 31 December 2028 are expected not to exceed RMB38,060,000 (approximately HK\$41,295,000), RMB40,390,000 (approximately HK\$43,823,000) and RMB44,220,000 (approximately HK\$47,979,000) respectively, which were determined after arm's length negotiations with reference to the historical transaction amounts, the expected transaction amounts, the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment), to ensure that the relevant pricing terms are on normal commercial terms and no more favorable than those being agreed with Independent Third Party service providers for comparable transactions. In arriving at the proposed annual caps as mentioned above, the Board has also considered the following factors:

- (i) the expected increase in demand for the Comprehensive Port Logistics Services taking into account China's 2025 gross domestic product (GDP) growth target of around 5% and the government's initiatives pursuant to the 15th Five-Year Plan to sustain economic growth. Hubei Port Group is expanding into new businesses such as green shipping, smart ports, and multi-modal transport pursuant to 15th Five-Year Plan and state-owned enterprise reform. The Company will continue to deepen international cooperation to boost competitiveness and expand its "Belt and Road" route network;
- (ii) the historical transaction amount in respect of port loading and unloading services provided by Independent Third Parties were RMB 5,520,000, RMB 4,540,000, and RMB 4,400,000 for the three years ended 31 December 2025, respectively. With the change of supplier in 2026, such services will be provided by the Hubei Port Group under the Comprehensive Port Logistics Services;
- (iii) the expected increase in transaction amount in respect of container management due to the anticipated increase in container volume that requires the Comprehensive Port Logistics Services from the Hubei Port Group. The Company is actively pursuing suitable projects to promote bulk-to-container business, aiming to establish new container sources and stable flow patterns, thereby driving simultaneous growth in port container volume and revenue. The Group has signed respective container management agreements with Singapore Hailing Shipping Co., Ltd. (新加坡海領船務有限公司), Hong Kong Gaoteng Shipping Co., Ltd. (香港高騰航運有限公司), and Summit Shipping Co., Ltd. (薩米特航運有限公司). The coverage of port container management has been extended. The anticipated transaction amount in respect of container management amounts to RMB11,400,000, RMB12,160,000 and RMB13,020,000, representing 29.95%, 30.11% and 29.44% of the proposed annual caps for the three years ending 31 December 2028 respectively;
- (iv) the expected increase in transaction amount in respect of agency services taking in account the Group's expansion into international breakbulk business with GEM (格林美), which requires the Comprehensive Port Logistics Services from the Hubei Port Group. In June 2025, CIL has developed the international breakbulk business with GEM (格林美), 17 inbound voyages with 88,400 tonnes and 15 outbound voyages with 130,100 cubic meters. The Group has intensified efforts in breakbulk, bulk cargo, and bulk-to-container business. It efficiently managed the

LETTER FROM THE BOARD

loading and unloading of breakbulk and bulk cargo projects, including Daming steel coils (大明鋼卷), Shandong corn starch, potassium fertilizer, and raw sugar, enhancing port service capabilities and boosting loading and unloading revenues. The anticipated transaction amount in respect of the international breakbulk business with GEM (格林美) amounts to approximately RMB3,400,000, RMB3,700,000 and RMB4,000,000. The anticipated transaction amount in respect of agency services amounts to RMB12,650,000, RMB13,750,000 and RMB14,950,000, representing 33.24%, 34.04% and 33.81% of the proposed annual caps for the three years ending 31 December 2028 respectively; and

- (v) the expected increase in transaction amount due to the internal coordination of Hubei Port Group, which would result in the increase in resource allocation for the Comprehensive Port Logistics Services to be provided by the Hubei Port Group. Hubei Port Group has mobilized all resources to substantially support the Group in optimizing resource allocation and strengthening internal synergies. In terms of domestic and overseas supply chain operations, the Group will stay focused on its core businesses, harnessing Hubei Port Group's strengths in multi-modal transportation – combining ports, railways, and shipping – to steadily conduct business and reinforce its position in the bulk commodity supply chain. Examples include the cooperation among Wuhan Datong, Zhonggang Logistics, Yangluo Comprehensive Bonded Zone and Hubei Port, as well as the cooperation among Yangluo Port Logistics Company Limited and Yangluo Comprehensive Bonded Zone, the first phase of rail-water intermodal transport and Wuhan Port Container Terminal. The anticipated transaction amount in respect of the internal coordination within Hubei Port Group amounts to approximately RMB5,000,000, RMB5,700,000 and RMB6,500,000, representing approximately 13.14%, 14.11% and 14.70% of the proposed annual caps for the three years ending 31 December 2028 respectively. By optimizing global resource deployment, innovating service offerings, and strengthening risk controls, the Group aims to enhance the resilience and value-generating potential of its industrial and supply chains, thereby fueling sustained high-quality development.

Taking into account of the above assessment, the Board considers that the proposed annual caps and the basis of determination of the proposed annual caps of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The reasons for the difference in the annual caps for the service fees payable under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement and those under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement are mainly due to (1) the business volume will be different to meet the demands for the Comprehensive Port Logistics Services required at each port, with anticipation that the demands for such services to be provided by Hubei Port Group will be higher at the WIT Port and the Hannan Port; and (2) the service fees payable by the Group to the Hubei Port Group is estimated to be higher than the estimated service fees to be received by the Group, mainly based on the higher volume of the container management services within the WIT Port and the agency services within the WIT Port and Hannan Port with reference to the pricing standards as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment).

LETTER FROM THE BOARD

INTERNAL CONTROL MEASURES

The Company has adopted the following internal control measures with respect to the transactions contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements in order to safeguard the interests of the Shareholders:

- (a) Before entering into each Individual Agreement, the business unit of the Company will, after considering the timing required and any special requirements, (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if applicable).
- When the Group provides services to the Hubei Port Group, finance and legal department of the Company shall review the proposed terms for such transactions to ensure that they are conducted on normal commercial terms and in accordance with the terms and pricing policies of the respective 2026 Comprehensive Port Logistics Services Framework Agreements and are no less favorable to the Group than those given by the Group to Independent Third Parties. The Group compares the terms with similar transactions provided by the Group to other Independent Third Parties to determine a reasonable margin and ensure that its terms are competitive.
 - Similarly, when the Group procures services from the Hubei Port Group, finance and legal department of the Company shall review the proposed terms for such transactions to ensure that they are conducted on normal commercial terms and in accordance with the terms and pricing policies of the respective 2026 Comprehensive Port Logistics Services Framework Agreements and are no less favorable to the Group than those obtained by the Group from other Independent Third Parties.

The comparison will be submitted to the finance and legal department of the Company for approval prior to entering into Individual Agreement.

- (b) The finance and legal department of the Company will ensure that, in any event, the proposed terms for such transactions templated under the respective 2026 Comprehensive Port Logistics Services Framework Agreements shall adhere to the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions and the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC.

LETTER FROM THE BOARD

- (c) The finance and legal department of the Company will continue to monitor the transactions after approval on a monthly basis to evaluate if the services are provided pursuant to the terms of the Individual Agreements entered into.
- (d) The finance department of the Company is responsible for monitoring the transaction amount of connected transactions of the Company on a quarterly basis for the first three quarters and on a monthly basis in the fourth quarter. It shall conduct quarterly monitoring of the transaction amounts and, as the year-end approaches, increase the frequency of monitoring to a monthly basis. The financial department of the Company will issue warnings if it is anticipated that the relevant annual cap may be exceeded. If an adjustment to the cap is necessary, the finance department will report to the management and independent Directors of the Company and propose a remedial plan, and will comply with the relevant approval and/or disclosure procedures as required by the Listing Rules.
- (e) The independent non-executive Directors will conduct annual review to confirm that the transactions pursuant to the 2026 Comprehensive Port Logistics Services Framework Agreements are (1) in the ordinary and usual course of business of the Group; (2) on normal commercial terms or better; and (3) in accordance with the said agreements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.
- (f) The Company will engage an external auditor to conduct annual review on such continuing connected transactions.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2026 COMPREHENSIVE PORT LOGISTICS SERVICES FRAMEWORK AGREEMENTS

The principal activities of the Group are investment in and development, operation and management of containers and other ports, and the provision of port related, logistics and other services, including integrated logistics, port and warehouse leasing and supply chain management and trading business, which are mainly conducted through various ports. By entering into the 2026 Comprehensive Port Logistics Services Framework Agreements, the Group will be able to elevate its branding and customer rating as a service provider for the provision of Comprehensive Port Logistics Services, particularly at the ports located in the Yangtze River Basin in Hubei Province, the PRC.

The Company believes that, by providing the Comprehensive Port Logistics Services to the Hubei Port Group at the ports where the Group has a large market share, the Group can further expand and diversify its business and broaden the Group's revenue base, enhancing the Group's profitability and bringing better returns to the Shareholders. At the same time, by cooperating with the Hubei Port Group to provide the Comprehensive Port Logistics Services to the Group at the WIT Port and the Hannan Port, the Group can benefit from the experience and expertise of the Hubei Port Group in handling port related, logistics and other services for the Group at such other ports.

As the Group has been providing the Comprehensive Port Logistics Services to the Hubei Port Group and vice versa, the Board considered that by entering into the 2026 Comprehensive Port Logistics Services Framework Agreements with the Hubei Port Group, it will further expand the Group's geographical coverage in Wuhan, Hubei Province, whilst increasing the volume of business handled by the Group through its existing ports in the Yangtze River Basin, both of which are conducive to the synergy and long-term development of the Group's core business in light of the promising prospects of economic growth in Wuhan.

LETTER FROM THE BOARD

APPROVAL OF THE BOARD

In light of the above, the Board (excluding Mr. Qiao Yun, executive Director, and Ms. Yu Ling and Mr. Li Wei, non-executive Directors, who are considered to have material interests in the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder) considered that the terms of each of the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions) are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

Mr. Qiao Yun is an executive director of the Company and the party secretary and chairman of Wuhan Xingang Hanjiang Container Co., Ltd.* (武漢新港漢江集裝箱股份有限公司), a company indirectly controlled by Hubei Port Group and principally engaged in the provision of freight and warehousing logistics related services. Ms. Yu Ling is a non-executive director of the Company and the general manager of the finance department of Hubei Port Group. Mr. Li Wei is a non-executive director of the Company, the head of the production business department of Hubei Port Group and the chairman of the supervisory board of Wuhan New Port JiangBei Railway Co., Ltd.* (武漢新港江北鐵路有限責任公司), which is an associate of Hubei Port Group. As at the Latest Practicable Date, as each of Mr. Qiao Yun, Ms. Yu Ling and Mr. Li Wei held positions with Hubei Port and its associates, they had abstained from voting on the Board resolutions approving the entering into of the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Hubei Port (Hong Kong) is the controlling shareholder of the Company, holding approximately 74.98% of the total issued share capital of the Company and is therefore a connected person of the Company. Hubei Port (Hong Kong) is a wholly owned subsidiary of Hubei Port and therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the provision of the Comprehensive Port Logistics Services by the Group to the Hubei Port Group and vice versa under the 2026 Comprehensive Port Logistics Services Framework Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Based on the information that is publicly available to the Company and to the knowledge of the Directors as at the Latest Practicable Date, the Company has maintained a sufficient public float as required under the Listing Rules.

As the highest applicable percentage ratios in respect of the proposed annual caps under each of the 2026 Comprehensive Port Logistics Services Framework Agreements is more than 5%, each of the 2026 Comprehensive Port Logistics Services Framework Agreements is subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

INFORMATION OF THE PARTIES

Information on the Company and the Group

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The principal activities of the Group are investment in and development, operation and management of containers and other ports, and the provision of port related, logistics and other services, including integrated logistics, port and warehouse leasing and supply chain management and trading business, which are mainly conducted through various ports, including the WIT Port, the Multi-Purpose Port (通用港口) and the Hannan Port, all located in the Yangtze River Basin in Hubei Province, the PRC.

Information on Hubei Port

Hubei Port is the holding company of Hubei Port (Hong Kong) (the controlling shareholder of the Company) incorporated in the PRC with limited liability and is ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Hubei Provincial People's Government* (湖北省人民政府國有資產監督管理委員會) as to 50.8% and the State-owned Assets Supervision and Administration Commission of the Wuhan Municipal People's Government* (武漢市人民政府國有資產監督管理委員會) as to 49.2%. Hubei Port is principally engaged in the investment in and construction of infrastructures and the operation of ports, as well as the provision of other services including integrated logistics and supply chain management.

EGM

The Company will convene and hold the EGM at Conference Room, 3/F, Administration Building, Wuhan International Container Company Limited, 8 Pingjiang Avenue, Yangluo Street, Xinzhou District, Wuhan, Hubei Province, China on Monday, 9 March 2026 at 11:00 a.m.. The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

To the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, as at the Latest Practicable Date, Hubei Port (Hong Kong) and its associates, together held 1,293,429,911 Shares, representing approximately 74.98% of the issued share capital of the Company, is required to abstain from voting on the resolution approving each of the 2026 Comprehensive Port Logistics Services Framework Agreements at the EGM.

Save as disclosed above, as at the Latest Practicable Date, and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no other Shareholder is required under the Listing Rules to abstain from voting at the EGM.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend the EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the EGM or any adjournment thereof if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the articles of association of the Company, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the EGM will be taken by way of poll.

An announcement on the poll results will be made by the Company after the conclusion of the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee set out on pages 21 to 22 of this circular and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 23 to 50 of this circular in connection with the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions) and the principal factors and reasons considered by the Independent Financial Adviser in arriving at such advice.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the terms of each of the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions) are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolutions to approve the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions) at the EGM as set out in the notice of the EGM.

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

Yours faithfully
By order of the Board
China Infrastructure & Logistics Group Ltd.
Mr. Fei Benjun
Executive Director and Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

13 February 2026

To the Independent Shareholders,

Dear Sir/Madam,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

We refer to the circular issued by the Company to the Shareholders dated 13 February 2026 (the “**Circular**”) which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee and to advise you on whether the terms of each of the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions) are fair and reasonable, 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, and how the Independent Shareholders should vote on the resolutions at the EGM. Halcyon Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the “Letter from the Board” set out on pages 5 to 20 of the Circular and the “Letter from the Independent Financial Adviser” set out on pages 23 to 50 of the Circular. Your attention is also drawn to the additional information set out in the appendix thereto.

Having taken into account (i) the terms and conditions of each of the 2026 Comprehensive Port Logistics Services Framework Agreements; and (ii) the factors and reasons considered by, and the advice and recommendations of, the Independent Financial Adviser as set out in its letter of advice, we are of the opinion that (i) the terms of each of the 2026 Comprehensive Port Logistics Services Framework Agreements (including the proposed annual caps) are fair and reasonable; (ii) the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions).

Yours faithfully,
Independent Board Committee

Mr. Chau Kwok Keung
*Independent non-executive
Director*

Mr. Fu Xinping
*Independent non-executive
Director*

Dr. Mao Zhenhua
*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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



HALCYON CAPITAL LIMITED

UNIT 3401
34TH FLOOR
HOPEWELL CENTRE
183 QUEEN'S ROAD EAST
WAN CHAI
HONG KONG

13 February 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sirs,

RENEWAL OF 2026 COMPREHENSIVE PORT LOGISTICS SERVICES FRAMEWORK AGREEMENTS

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the continuing connected transactions (the “**Continuing Connected Transactions**”) contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements and the corresponding proposed annual caps under the 2026 Comprehensive Port Logistics Services Framework Agreements (the “**Proposed Annual Caps**”). Details of the 2026 Comprehensive Port Logistics Services Framework Agreements are set out in the letter from the Board (the “**Board Letter**”) contained in the circular of the Company dated 13 February 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same respective meanings as defined in the Circular unless the context otherwise requires.

As the 2023 Comprehensive Port Logistics Services Framework Agreements will expire on 31 December 2025, and the Group and the Hubei Port Group will continue to provide Comprehensive Port Logistics Services to each other, on 22 December 2025, the Company and the Hubei Port entered into the 2026 Comprehensive Port Logistics Services Framework Agreements to renew the Comprehensive Port Logistics Services Framework Agreements for a term of three years commencing from 1 January 2026 to 31 December 2028 (both days inclusive).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, Hubei Port, through Hubei Port (Hong Kong), was interested in approximately 74.98% of the total issued share capital of the Company and is a controlling Shareholder within the meaning of the Listing Rules. Accordingly, Hubei Port is a connected persons of the Company and transactions contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the relevant percentage ratios (as defined under the Listing Rules) in respect of each of the Proposed Annual Caps exceed 5%, the Continuing Connected Transactions constitute non-exempt continuing connected transactions under the Listing Rules and are subject to the requirements of reporting, announcement, Independent Shareholders' approval and annual review under the Listing Rules.

Pursuant to Rule 14A.36 of the Listing Rules, any Shareholder with a material interest in the transaction and his/her/its associate(s) is (are) required to abstain from voting on the relevant resolutions at the EGM. Accordingly, Hubei Port and its associates (including Hubei Port (Hong Kong)) are required to abstain from voting on the resolutions to approve the 2026 Comprehensive Port Logistics Services Framework Agreements and the Proposed Annual Caps at the EGM.

The Independent Board Committee comprising all independent non-executive Directors, namely Mr. Chau Kwok Keung, Mr. Fu Xinping and Dr. Mao Zhenhua, has been established to advise the Independent Shareholders as to whether the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder, and the corresponding Proposed Annual Caps are fair and reasonable and, are in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to voting at the EGM. We have been appointed to advise the Independent Board Committee and the Independent Shareholders in these regards.

We have no relationship with or interest in the Company and any other parties to the 2026 Comprehensive Port Logistics Services Framework Agreements in the past two years that could reasonably be regarded as relevant to our independence. Apart from the normal professional fees paid to us in connection with our current appointment, no arrangements exists whereby we have received or will receive any fees or benefits from the Company or any party to the transactions, and therefore we consider such relationship would not affect our independence. We are hence independent from the Company pursuant to Rule 13.84 of the Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in connection with the Continuing Connected Transactions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have relied on the information, financial information and facts included in the Circular and supplied to us, and the representations expressed by the Directors and/or management of the Group, and have assumed that all such information, financial information, facts and any representations made to us, or referred to in the Circular, for which they are fully responsible, in all material aspects, were true, accurate and complete as at the time they were made and as at the date hereof, have been properly extracted from the relevant underlying accounting records (in the case of financial information) and made after due and careful inquiry by the Directors and/or the management of the Group. The Directors and/or the management of the Group have confirmed that, having made all reasonable enquiries and to the best of their knowledge and belief, all relevant information has been supplied to us and that no material facts have been omitted from the information supplied and representations expressed to us. We have also relied on certain information available to the public and have assumed such information to be accurate and reliable. We have no reason to doubt the completeness, truth or accuracy of the information and representations provided and we are not aware of any facts or circumstances which would render such information provided and representations made to us untrue, inaccurate or misleading.

Our review and analyses were based upon, among others, the information provided by the Group including the Circular, the 2026 Comprehensive Port Logistics Services Framework Agreements, the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”), the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”) and certain published information from the public domain. We have also discussed with the Directors and/or the management of the Group with respect to the terms of and the reasons for the Continuing Connected Transactions (including the Proposed Annual Caps), and considered that we have reviewed sufficient information to reach an informed view and to justify reliance on the information provided and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and supplied to us by the Directors and/or the management of the Group nor have we conducted any form of in-depth investigation into the businesses, affairs, financial position, internal control, profitability or prospects of the Group, the Hubei Port Group and each of their respective associates, and the parties involved in the Continuing Connected Transactions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the terms of the Continuing Connected Transactions, we have considered the following principal factors and reasons:

1. Information of the Group and the Hubei Port Group

1.1 Information of the Group

(a) Principal business

As stated in the 2024 Annual Report, the principal activities of Group are investment in and the development, operation and management of container and other ports (including the WIT Port (武漢陽邏港), the Multi-Purpose Port (通用港口) and the Hannan Port (漢南港), all located in the Yangtze River Basin in Hubei Province, the PRC), and the provision of port related integrated logistics, leasing of port-related warehouses, supply chain management, trading services and other services.

(b) Financial highlights

Set out below is the summary of key financial information of the Group for the two years ended 31 December 2023 and 2024 as extracted from the 2024 Annual Report and the six months ended 30 June 2024 and 2025 as extracted from the 2025 Interim Report:

	Six months ended 30 June		Year ended 31 December	
	2025	2024	2024	2023
	RMB'million (unaudited)	RMB'million (unaudited)	RMB'million (audited)	RMB'million (audited)
Revenue	157.9	157.2	396.5	361.3
Gross profit	38.4	37.4	61.6	77.7
Profit for the period/year attributable to owners of the Company	2.5	3.5	12.7	15.4

For the six months ended 30 June 2025

As illustrated in the table above, the revenue and the gross profit of the Group experienced a slight increase of approximately 0.4% and 2.7%, respectively, as compared to the six months ended 30 June 2024, while the profit for the period attributable to owners of the Company experienced a decrease of approximately 28.6% as compared to the six months ended 30 June 2024.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

According to the 2025 Interim Report, the increase in revenue was mainly driven by, among other things, the increase in integrated logistics service revenue which was principally attributable to the increase in business volume from the freight forwarding at the WIT Port. The decrease in profit attributable to owners of the Company was mainly driven by (i) the increase in a fair value loss from investment properties; (ii) the decrease in other income which was mainly due to the absence of one-off non-recurring gain on disposal of equity interest in a subsidiary; and (iii) the increase in income tax expenses, and partially offset by (i) the decrease in net finance costs; and (ii) the increase in gross profit.

For the year ended 31 December 2024

As illustrated in the table above, the revenue of the Group experienced an increase of approximately 9.7%, as compared to the year ended 31 December 2023, while the gross profit and the profit for the year attributable to owners of the Company experienced decrease of approximately 20.7% and 17.5%, respectively, as compared to the year ended 31 December 2023.

According to the 2024 Annual Report, the increase in revenue of the Group was principally driven by the increase in revenue from the supply chain management and trading business, mainly due to the continued strong demand for the rice and broken rice trading business. The decrease in gross profit and gross profit margin is primarily due to the increase in revenue from supply chain management and trading business with relatively lower gross profit margins, as well as the increase in direct labor costs and a write down of inventories. The decrease in the profit for the year attributable to owners of the Company was mainly attributable to (i) the decrease in gross profit; (ii) the increase in a fair value loss from investment properties; and (iii) the increase in income tax expense due to the recording of a one-off non-recurring gain on disposal of equity interest in a subsidiary and the deferred tax assets arising from the fair value loss on investment properties and the increase in expected credit loss of receivables, which was partially offset by (i) the increase in other income which was mainly attributable to the compensation income in relation to a historic construction contract and an one-off non-recurring gain on disposal of equity interest in a subsidiary; and (ii) the decrease in net finance costs.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(c) *Industry and outlook*

According to the 2025 Interim Report, in recent years, Yangluo Port has been expanding the radiation area of its terminals and vigorously developing “inter-regional logistics”, “rail-water transportation”, “river-sea route” and “direct shipment to the river and sea”. At the same time, Yangluo Port continued to promote the construction of a green and smart port, has built the first public terminal with the function of online container business in the middle and upper reaches of Yangtze River and Central China. Green energy-saving, safe and efficient new energy vehicles, gantry crane remote control system and other new technologies are gradually applied. The Group have developed and promoted the “one ship, one peg” service model to significantly improve port operation efficiency, reduce vessel standby time and effectively reduce operating costs.

In terms of port operations, Yangluo Port will advance intelligent and green port development across various fronts, including port management, customer service, safety and environmental protection, and production operations. It will also deepen international cooperation to boost competitiveness and expand its “Belt and Road” route network. Additionally, Yangluo Port will strengthen ties with cities along the Yangtze River to foster coordinated development of port, industry, and city, further solidifying its position as a shipping hub in the middle reaches of the Yangtze River. Hannan Port will capitalize on its status as a national first-tier port, prioritizing finished vehicle logistics, high-end equipment bonded services, and supply chain integration. It aims to create a modern port-vicinity industrial demonstration zone serving Central China, providing strong logistical backing for the development of the “China Auto Valley”.

In terms of domestic and overseas supply chain operations, the Group will stay focused on its core businesses, harnessing Hubei Port Group’s strengths in multi-modal transportation – combining ports, railways, and shipping – to steadily conduct business and reinforce its position in the bulk commodity supply chain. By optimizing global resource deployment, innovating service offerings, and strengthening risk controls, the Group aims to enhance the resilience and value-generating potential of its industrial and supply chains, thereby fueling sustained high-quality development.

Given Phase I of Yangluo Port is operated by the Group and Phases II and III of Yangluo Port are operated by the Hubei Port Group, and as a result of the integration of Phase I, Phase II and Phase III of Yangluo Port area, as mentioned in the 2024 Annual Report, price cutting competition ceased with synergy effect exerted, we concur with the Company’s view that the continuous development, expansion and improvement of service coverage of Yangluo Port, and the increase in cooperation with the Hubei Port Group shall result in increases in transaction volume between the Group and the Hubei Port Group. Therefore, the Group shall enter into the 2026 Comprehensive Port Logistics Services Framework Agreements with the Hubei Port Group and consider increasing the annual caps for the transactions contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1.2 Information of Hubei Port Group

As stated in the from the Board Letter, Hubei Port is the holding company of Hubei Port (Hong Kong) (the controlling shareholder of the Company) incorporated in the PRC with limited liability and is ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Hubei Provincial People's Government* (湖北省人民政府國有資產監督管理委員會) as to 50.8% and the State-owned Assets Supervision and Administration Commission of the Wuhan Municipal People's Government* (武漢市人民政府國有資產監督管理委員會) as to 49.2%. Hubei Port is principally engaged in the investment in and construction of infrastructures and the operation of ports, as well as the provision of other services including integrated logistics and supply chain management.

According to the State-owned Assets Supervision and Administration Commission of Hubei Provincial People's Government, Hubei Port is a provincial-level state-owned enterprise established with the approval of the Hubei Provincial Party Committee and the Provincial Government. The container throughput of Wuhan Port ranks first in the middle and upper reaches of the Yangtze River. The first phase of the railway-water transport is the first single project on the inland river to exceed 100,000 Twenty-foot Equivalent Units ("TEU"). Hubei Port Group was also named as China's Top 500 Service Enterprises in 2025* (2025中國服務業企業500強). According to the bond offering memorandum of Hubei Port dated 25 July 2025, the total assets of the Hubei Port Group amounted to approximately RMB69.5 billion as at 31 December 2024 and the revenue of the Hubei Port Group amounted to approximately RMB26.8 billion for the year ended 31 December 2024, representing an increase of approximately 24.2% as compared to 2023. In particular, the revenue of Hubei Port Group derived from freight-related agency services amounted to approximately RMB3,165.7 million for the year ended 31 December 2024, and the revenue of Hubei Port Group derived from the loading, unloading, storage and tallying operation business amounted to approximately RMB1,028.9 million for the year ended 31 December 2024.

2. Reasons for and benefit of entering into the 2026 Comprehensive Port Logistics Services Framework Agreements

As stated in the Board Letter, the principal activities of the Group are investment in and development, operation and management of containers and other ports, and the provision of port related, logistics and other services, including integrated logistics, port and warehouse leasing and supply chain management and trading business, which are mainly conducted through various ports. By entering into the 2026 Comprehensive Port Logistics Services Framework Agreements, the Group will be able to elevate its branding and customer rating as a service provider for the provision of Comprehensive Port Logistics Services, particularly at the ports located in the Yangtze River Basin in Hubei Province, the PRC.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Company believes that, by providing the Comprehensive Port Logistics Services to the Hubei Port Group at the ports where the Group has a large market share, the Group can further expand and diversify its business and broaden the Group's revenue base, enhancing the Group's profitability and bringing better returns to the Shareholders. At the same time, by cooperating with the Hubei Port Group to provide the Comprehensive Port Logistics Services to the Group at the WIT Port and the Hannan Port, the Group can benefit from the experience and expertise of the Hubei Port Group in handling port related, logistics and other services for the Group at such other ports.

As the Group has been providing the Comprehensive Port Logistics Services to the Hubei Port Group and vice versa, the Board considered that by entering into the 2026 Comprehensive Port Logistics Services Framework Agreements with the Hubei Port Group, it will further expand the Group's geographical coverage in Wuhan, Hubei Province, whilst increasing the volume of business handled by the Group through its existing ports in the Yangtze River Basin, both of which are conducive to the synergy and long-term development of the Group's core business in light of the promising prospects of economic growth in Wuhan.

Our view

According to the State-owned Assets Supervision and Administration Commission of Hubei Provincial People's Government, in terms of port services, Hubei Port Group boasts 48 port areas and 204 berths along the Yangtze and Han Rivers, covering a navigable distance of 1,545 kilometers. Hubei Port Group offers comprehensive services for container, commercial vehicle, general cargo, bulk cargo, and petrochemical storage and transportation. In terms of comprehensive logistics, Hubei Port Group boasts six national multimodal transport demonstration projects, 10 open ports, and three 5A-rated, 15 4A-rated, and 16 3A-rated logistics enterprises. Meanwhile, as stated above, Hubei Port Group was named as China's Top 500 Service Enterprises in 2025* (2025 中國服務業企業500強). Taking into account the strength and presence of the Hubei Port Group in the Yangtze River, and the variety of services offered by the Hubei Port Group, we concur with the reasons for entering into the 2026 Comprehensive Port Logistics Services Framework Agreements as stated above and consider that the receipt and provision of relevant services under the 2026 Comprehensive Port Logistics Services Framework Agreements are in the ordinary and usual course of business of the Group.

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3. Principal terms of Continuing Connected Transactions under the 2026 Comprehensive Port Logistics Services Framework Agreements

In assessing whether the terms of the Continuing Connected Transactions under the 2026 Comprehensive Port Logistics Services Framework Agreements are fair and reasonable, we have reviewed the principal terms of each of the 2026 Comprehensive Port Logistics Services Framework Agreements as discussed below.

3.1 2026 CIL Comprehensive Port Logistics Services Framework Agreement

Principal terms of the 2026 CIL Comprehensive Port Logistics Services Framework Agreement are set out below.

Date: 22 December 2025

Parties: (i) The Company; and
(ii) Hubei Port.

Nature of transaction: Under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement, the Group will provide Comprehensive Port Logistics Services to the Hubei Port Group, with a greater focus on port loading and unloading, among other services, at Phase I of Yangluo Port area in the WIT Port and from Hannan port to Phase II and Phase III of Yangluo Port area in the WIT Port, and leasing and power services within the Hannan Port.

Individual Agreements: It is envisaged that from time to time and as required, Individual Agreement(s) will be entered into between the relevant respective members of the Group and the Hubei Port Group. Each Individual Agreement may only contain provisions which are in all material respects consistent with the terms set out in the 2026 CIL Comprehensive Port Logistics Services Framework Agreement.

Term: The 2026 CIL Comprehensive Port Logistics Services Framework Agreement has a fixed term commencing from 1 January 2026 to 31 December 2028 (both days inclusive).

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Payment: The framework agreement does not specify any payment term for the service fees payable for the provision of Comprehensive Port Logistics Services by Hubei Port Group to the Group, but under the Individual Agreements, the service fees are generally payable on a monthly basis by bank transfer. The payment terms for Comprehensive Port Logistics Services shall be negotiated on arm's length basis between the parties thereto and be determined based on normal commercial terms. The terms shall be no less favorable to the Group than those given by the Group to Independent Third Parties..

Pricing Policy and Other Terms

As a general principle, the service fees payable under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement for the provision of the Comprehensive Port Logistics Services shall be determined based on arm's length negotiations, with reference to (i) the prevailing market price of similar services; (ii) pricing standards of previous transactions; (iii) the operational costs (including labor and administrative costs) to be borne by the Group for the provision of the Comprehensive Port Logistics Services; and (iv) the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions concerned issued by the relevant PRC government authorities. In particular, the Group and the Hubei Port Group shall adhere to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC.

Pursuant to the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC, port charges are subject to statutory caps which is updated by the relevant PRC government authorities from time to time without any fixed schedule. If any new regulatory notice is promulgated, the new regulatory notice shall prevail. The statutory caps on services charges can be categorized into government-prescribed pricing, government-guidance pricing and market-regulated pricing. Pursuant to the abovementioned regulatory notice, the "port operation package fee" and "container storage and handling fee" are subject to market-regulated pricing, which shall be determined with reference to (i) market demand, (ii) production and operational costs incurred and (iii) the scope of services provided.

- (i) **Market demand:** The Company will adjust its pricing based on throughput, changes in shipping routes, and competitive landscape to strike a balance between revenue and market share, while taking into account the pricing of other port areas in Hubei Province and similar ports along the Yangtze River (such as Yueyang Port and Jiujiang Port).

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- (ii) Production and operating costs: The Company will take into account the composition and allocation of fixed costs, variable costs and compliance costs. In any event, the lump-sum fee for operations must cover the costs of the entire process, including loading and unloading, light transport and tallying.
- (iii) Scope of services provided: Basic services, such as loading and unloading and storage of ordinary containers, will be charged at standard rates. Value-added services, such as refrigerated container power supply and special operations for dangerous goods, will be charged separately or charged in a lump-sum fee. For example, for special operations such as dangerous goods and oversized cargo, additional fee will be charged taking into account the risk and operational difficulty.

The relevant member of the Group shall (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if available).

Each Individual Agreement under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement shall be negotiated on arm's length basis and on normal commercial terms that are fair and reasonable.

In order to assess the fairness and reasonableness of the terms of the provision of Comprehensive Port Logistics Services to the Hubei Port Group and taking into the fact that Comprehensive Port Logistics Services revenue derived from the Hubei Port Group are mainly contributed by the provision of (i) port loading and unloading, (ii) container management, and (iii) leasing services, we have selected, based on the breakdown of Comprehensive Port Logistics Services revenue by member of the Hubei Port Group and by type of services for the nine months ended 30 September 2025, the largest customer for the nine months ended 30 September 2025 from each of the three types of services as stated above. We have further obtained and reviewed the agreements with such customer (the "**Hubei Port Revenue Documents**") for 2024 and 2025. We have further obtained and reviewed the relevant agreements in relation to the provision of comparable services by the Group to three independent customers (the "**Independent Revenue Documents**") in 2024 and 2025 on a random basis. Based on the above and the fact that each agreement reviewed sets out the relevant fee rate of services and covers a period of at least 12 months, and the revenue attributable to the Hubei Port Revenue Documents covered over 50% of revenue attributable to the Comprehensive Port Logistics Services recorded by the Group for the nine months ended 30 September 2025, we consider the review of the Hubei Port Revenue Documents and the Independent Revenue Documents to be sufficient.

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Based on our review of the Hubei Port Revenue Documents and the Independent Revenue Documents regarding (i) the port loading and unloading services, and (ii) the container management services, we noted that the terms (including the payment terms) of the Hubei Port Revenue Documents and the Independent Revenue Documents regarding (i) the port loading and unloading services, and (ii) the container management services are generally the same. The service fee is determined based on container type, weight, specific service, number of days, etc..

Regarding the leasing services, we have obtained and reviewed a lease agreement regarding the lease of the ro-ro terminal, the yard and the barge to the Hubei Port Group which represented over 90% of the transaction amount in the category for the nine months ended 30 September 2025. As advised by the Company, prior to the leasing of the relevant properties to the Hubei Port Group, these assets were leased to an independent customer. In this regard, we have obtained and reviewed the series of lease agreements entered into between the Group and such independent customer. We noted the rents of the ro-ro terminal, the yard and the barge charged to the Hubei Port Group and those charged to the independent customer were generally the same and are in line with the 2023 CIL Comprehensive Port Logistics Services Framework Agreement.

Based on our review of the agreements as stated above, we noted that the terms of the Hubei Port Revenue Agreements and the Independent Revenue Agreements were generally similar, and therefore, nothing came into our attention that the price of transactions contemplated under the Hubei Port Revenue Agreements were not determined in accordance with the 2023 Comprehensive Port Logistics Services Framework Agreements. Hence, taking into account the above and our analysis on the internal control measures as further set out below, we consider that the terms, including pricing basis, of the Hubei Port Revenue Agreements are on normal commercial terms which are fair and reasonable and the terms offered to the Hubei Port Group are not being more favorable than those offered by the Group to independent customers for similar transactions. Further, given that terms of the 2026 CIL Comprehensive Port Logistics Services Framework Agreement will also be generally consistent with the 2023 CIL Comprehensive Port Logistics Services Framework Agreement, we consider that the terms of 2026 CIL Comprehensive Port Logistics Services Framework Agreement to be on normal commercial terms which are fair and reasonable.

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3.2 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement

Principal terms of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement are set out below.

Date:	22 December 2025
Parties:	(a) The Company; and (b) Hubei Port.
Nature of transaction:	Under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement, the Hubei Port Group will provide Comprehensive Port Logistics Services to the Group, with a greater focus on container management, among other services, at Phase II and Phase III of Yangluo Port area in the WIT Port, and agency services in the Hannan Port.
Individual Agreements:	It is envisaged that from time to time and as required, Individual Agreement(s) will be entered into between the relevant respective members of the Group and the Hubei Port Group. Each Individual Agreement may only contain provisions which are in all material respects consistent with the terms set out in the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement.
Term:	The 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement has a fixed term commencing from 1 January 2026 to 31 December 2028 (both days inclusive).
Payment:	The framework agreement does not specify any payment term for the service fee payable for the provision of Comprehensive Port Logistics Services by the Group to the Hubei Port Group, but under the Individual Agreements, the service fees are generally payable on a monthly and quarterly basis by bank transfer. The payment terms for Comprehensive Port Logistics Services shall be negotiated on arm's length basis between the parties thereto and be determined based on normal commercial terms. The terms shall be no less favorable to the Group than those obtained by the Group from other Independent Third Parties.

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Pricing Policy and Other Terms

As a general principle, the service fees payable under each of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the provision of the Comprehensive Port Logistics Services shall be determined based on arm's length negotiations, with reference (but not limited) to (i) the prevailing market price of similar services, (ii) pricing standards of previous transactions, (iii) the operational costs (including labor and administrative costs) to be borne by the Hubei Port Group for the provision of the Comprehensive Port Logistics Services and (iv) the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions concerned issued by the relevant PRC government authorities. In particular, the Group and the Hubei Port Group shall adhere to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC.

Pursuant to the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC, port charges are subject to statutory caps which is updated by the relevant PRC government authorities from time to time without any fixed schedule. If any new regulatory notice is promulgated, the new regulatory notice shall prevail. The statutory caps on services charges can be categorized into government-prescribed pricing, government-guidance pricing and market-regulated pricing. Pursuant to the abovementioned regulatory notice, the "port operation package fee" and "container storage and handling fee" are subject to market-regulated pricing, which and shall be determined with reference to (i) market demand, (ii) production and operational costs incurred and (iii) the scope of services provided.

- (i) Market demand: The Company will adjust its pricing based on throughput, changes in shipping routes, and competitive landscape to strike a balance between revenue and market share, while taking into account the pricing of other port areas in Hubei Province and similar ports along the Yangtze River (such as Yueyang Port and Jiujiang Port).
- (ii) Production and operating costs: The Company will take into account the composition and allocation of fixed costs, variable costs and compliance costs. In any event, the lump-sum fee for operations must cover the costs of the entire process, including loading and unloading, light transport and tallying.
- (iii) Scope of services provided: Basic services, such as loading and unloading and storage of ordinary containers, will be charged at standard rates. Value-added services, such as refrigerated container power supply and special operations for dangerous goods, will be charged separately or charged in a lump-sum fee. For example, for special operations such as dangerous goods and oversized cargo, additional fee will be charged taking into account the risk and operational difficulty.

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The relevant member of the Group shall (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if available).

Each Individual Agreement under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement shall be negotiated on arm's length basis and on normal commercial terms that are fair and reasonable.

In order to assess the fairness and reasonableness of the terms of the Comprehensive Port Logistics Services provided by the Hubei Port Group to the Group and taking into the fact that Comprehensive Port Logistics Services fees paid to the Hubei Port Group are mainly contributed by the provision of (i) port loading and unloading, (ii) container management, and (iii) agency services, we have selected, based on the breakdown of Comprehensive Port Logistics Services fees by member of the Hubei Port Group and by type of services for the nine months ended 30 September 2025, the largest supplier for the nine months ended 30 September 2025 from each of the three types of services as stated above. We have further obtained and reviewed the agreements with such supplier (the "**Hubei Port Costs Documents**") regarding the fee rate in 2024 and 2025. Given the costs attributable to the Hubei Port Costs Documents covered over 50% of costs attributable to the Comprehensive Port Logistics Services charged to the Group for the nine months ended 30 September 2025, we consider the review of the Hubei Port Costs Documents to be sufficient.

In respect of the port loading and unloading services, we noted that the business with the relevant supplier commenced in 2020 when each of the Company and the supplier was not controlled by Hubei Port. Meanwhile, as advised by the management of the Group, the Group did not engage other suppliers to provide port loading and unloading services in 2024 and 2025. We have obtained and reviewed the relevant agreement in 2020 and noted that the fee rate charged by such supplier at the material time was higher than the current fee rate charged to the Group. In 2022, each of the Company and the relevant supplier became members of the Hubei Port Group. We have further discussed with the management of the Company and noted that the Group cooperated with the relevant supplier to promote and secure customers to transport from the hinterland of Jingkai Port by way of ship, as opposed to the more expensive mode of transport by road, to Yangluo Port area. Under the arrangement, the customers shall enter into agreements with the Group for the fees and services in both Jingkai Port (which is owned by the relevant supplier, who is currently a connected person) and Yangluo Port, and the Group shall share 50% of the fee charged to the relevant supplier. Taking into account the relevant services involve two ports, we concur with the management of the Company that the fee split, being an equal split of 50%, for each of the port is fair and reasonable.

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Regarding the container management service, according to the Hubei Port Costs Documents, to facilitate the uniform and efficient operation of the whole Yangluo Port, the Group is going to enter into agreements with customers on behalf of the whole Yangluo Port, and then distribute the container management works to the Hubei Port Group. The service fee charged on the customers of Yangluo Port would be first collected by the Group and then allocated to the Hubei Port Group. We consider such arrangement would enable the Group to maintain and control the efficient operation of Yangluo Port and is consistent with the aim to integrate the port resources and realise the unified operation of Yangluo Port. Taking into account the nature of such arrangement and as confirmed by the Company, the Group did not enter into similar arrangements with any independent third parties. Further, as advised by the management of the Company, the service fee charged was determined with reference to the number of containers to be handled and a service fee rate per container. We have further obtained and reviewed the range of container management service fee rates of another port (which is not owned by the Group or the Hubei Port Group) along the Yangtze River, and noted that the service fee rate applied by the Company in determining the container management service fee falls within such range.

Regarding the agency services, the agency service principally refers to the related services involved in the process of the service provider picks up the containers from the place of origin and transports the containers to the designated place. As set out in the Hubei Port Costs Documents, the relevant service fees shall be charged in accordance with the notice published “Yangluo Port Industrial Park Site Fee Rate Table*” (陽邏港園區場地費目費率表). We have obtained and reviewed the notice and noted that the notice was addressed to all resident units and enterprises of the area, and the service fees were standardised for the purpose of standardising the management of the Yangluo Port Industrial Park and the business operation fee standard for residing units and enterprises. Accordingly, all enterprises using their services are subject to the same fee rate, and, as confirmed with the Company, there is no other independent service provider providing comparable services in the area.

Based on our review of the agreements as stated above, nothing came into our attention that the price of transactions contemplated under the Hubei Port Costs Agreements were not determined in accordance with the 2023 Comprehensive Port Logistics Services Framework Agreements. Hence, taking into account the above and our analysis on the internal control measures as further set out below, we consider that the terms, including pricing basis, of the Hubei Port Costs Agreements are on normal commercial terms which are fair and reasonable. Further, given that terms of the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement will also be generally consistent with the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement, we consider that the terms of 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement to be on normal commercial terms which are fair and reasonable.

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4. The Proposed Annual Caps

4.1 Proposed Annual Caps

(a) *Background on the annual caps and historical transaction amounts*

The following table set out (i) the historical or existing annual caps for each of the years ending 31 December 2025; (ii) the historical transaction amounts for each of the two years ended 31 December 2024 and the eleven months ended 30 November 2025; (iii) the utilisation rates of the historical or existing annual caps; and (iv) the Proposed Annual Caps for the three years ending 31 December 2028:

(approximately RMB'000 unless specified)

2023/2026 CIL Comprehensive Port Logistics Services Framework Agreement

	2023	For the year ended/ending 31 December				2028
		2024	2025	2026	2027	
Historical or existing annual caps	15,520	18,310	20,380	N/A	N/A	N/A
Historical transaction amounts	11,017	10,987	9,299 (up to 30 November 2025)	N/A	N/A	N/A
Utilisation rate for the year	71.0%	60.0%	49.8% (up to 30 November 2025) ^(Note)	N/A	N/A	N/A
Proposed Annual Caps	N/A	N/A	N/A	19,201	20,717	23,113

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2023/2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement

	For the year ended/ending 31 December					
	2023	2024	2025	2026	2027	2028
Historical or existing annual caps	22,070	23,540	25,700	N/A	N/A	N/A
Historical transaction amounts	12,432	15,224	23,347 (up to 30 November 2025)	N/A	N/A	N/A
Utilisation rate for the year	56.3%	64.7%	99.1% (up to 30 November 2025) ^(Note)	N/A	N/A	N/A
Proposed Annual Caps	N/A	N/A	N/A	38,060	40,390	44,220

Note: The utilization rate for the eleven months ended 30 November 2025 was calculated by annualizing the transaction amount for the eleven months ended 30 November 2025.

As stated in the Board Letter, the proposed maximum service fees payable by the Hubei Port Group to the Group under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement for the three years ending 31 December 2028 were determined after arm's length negotiations with reference to the historical transaction amounts, the expected transaction amounts, the prevailing market price, the service fees charged by Independent Third Party service providers in the provision of similar Comprehensive Port Logistics Services and with reference to the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment), to ensure that the terms offered to the Hubei Port Group shall not be more favorable than those offered by the Group to Independent Third Parties. In arriving at the proposed annual caps as mentioned above, the Board has also considered the following factors (i) the expected increase in demand for the Comprehensive Port Logistics Services taking into account China's 2025 gross domestic product ("GDP") growth target of around 5% and the government's initiatives; (ii) the expected increase in transaction amount due to the expansion of Hubei Port Group into new businesses and the anticipated increase in container volume that requires the Comprehensive Port Logistics Services from the Group; and (iii) the expected increase in transaction amount due to the internal coordination of Hubei Port Group, which would result in the increase in resource allocation for the Comprehensive Port Logistics Services to be provided by the Group.

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The proposed maximum service fees payable by the Group to the Hubei Port Group under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the three years ending 31 December 2028 were determined after arm's length negotiations with reference to the historical transaction amounts, the expected transaction amounts, the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment), to ensure that the relevant pricing terms are on normal commercial terms and no more favorable than those being agreed with Independent Third Party service providers for comparable transactions. In arriving at the proposed annual caps as mentioned above, the Board has also considered the following factors (i) the expected increase in demand for the Comprehensive Port Logistics Services taking into account China's 2025 GDP growth target of around 5% and the government's initiatives to sustain economic growth; (ii) the historical transaction amount in respect of port loading and unloading services provided by independent third parties, which will be covered under the Comprehensive Port Logistics Services to be provided by the Hubei Port Group; (iii) the expected increase in transaction amount in respect of container management due to the anticipated increase in container volume that requires the Comprehensive Port Logistics Services from the Hubei Port Group; (iv) the expected increase in transaction amount in respect of agency services taking in account the Group's expansion into international breakbulk business with GEM (格林美), which requires the Comprehensive Port Logistics Services from the Hubei Port Group; and (v) the expected increase in transaction amount due to the internal coordination of Hubei Port Group, which would result in the increase in resource allocation for the Comprehensive Port Logistics Services to be provided by the Hubei Port Group.

We have obtained and reviewed the calculation of the Annual Caps and discussed with the management of the Company, and noted that the information contained in the calculation of the Annual Caps is in line with the basis as stated above. For further details, please refer to the sub-paragraph of this section headed " (c) Our view" below. Meanwhile, as discussed with the management of the Company, in determining the Annual Caps, the Company has to ensure that the relevant fee charges will not exceed the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment), and the increases in Annual Caps are primarily driven by the increase in transactions with customers or new customers, internal coordination of Hubei Port Group instead of increase in fee charges rates.

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(b) *Utilisation of the existing annual caps under the 2023 Comprehensive Port Logistics Services Framework Agreements*

We noted that the utilisation rates of the annual caps under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement for the two years ended 31 December 2024 was approximately 71.0% and 60.0%, respectively, and that for the eleven months ended 30 November 2025 (calculated by annualizing the amount) was approximately 49.8%; and the utilisation rates of the annual caps under the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the two years ended 31 December 2024 was approximately 53.0% and 64.7%, respectively, and that for the eleven months ended 30 November 2025 (calculated by annualizing the amount) was approximately 99.1%.

As advised by the Company, the historical annual transaction amounts under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement was relatively stable, as compared to the considerable growth previously expected. On the other hand, the integration of Yangluo Port has resulted in increase in the transactions between the Group and the Hubei Port Group given Phase I of Yangluo Port is operated by the Group and Phases II and III of Yangluo Port are operated by the Hubei Port Group. For example, the business of Container Freight Station Operation Management Center and the Container Manager Center of Phases II and III of Yangluo Port was previously managed under the Hubei Port Group, while such function had been transferred to the Group for unified external contracting, and then distributed to the original related companies according to the historical workload standards. As a result, there are notable differences in the annualised utilisation rate under the 2023 CIL Comprehensive Port Logistics Services Framework Agreement and the 2023 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the year ending 31 December 2025.

(c) *Our view*

We have further obtained and reviewed the calculation of the Annual Caps and discussed with the management of the Company, and noted that the basis of which was consistent with the basis as set out in the Board Letter.

In particular, we noted that the calculation is based on the forecast transaction amount with each customer/potential customer or supplier/potential supplier by service segment, which is further summarised below (for the avoidance of doubt, the following breakdown is not included in the 2026 Comprehensive Port Logistics Services Framework Agreements and therefore there is no separate annual caps for each of the following type of services):

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Annual caps under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement

	Year ending 31 December			
	2025 ^(Note)	2026	2027	2028
	<i>RMB'million</i>	<i>RMB'million</i>	<i>RMB'million</i>	<i>RMB'million</i>
Port loading and unloading	1.2	4.8	5.2	5.6
Agency	0.6	3.7	4.4	4.6
Container management	0.6	1.2	1.3	1.3
Leasing and power	7.7	9.5	9.8	11.6
	10.1	19.2	20.7	23.1
Total	10.1	19.2	20.7	23.1

Note: The transaction amounts for the year ending 31 December 2025 represent the annualised transaction amount based on the actual transaction amount for the eleven months ended 30 November 2025.

We noted that the increases in the Proposed Annual Caps under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement are mainly driven by the expected increase in revenue derived from (i) leasing and power services, (ii) port loading and unloading services and (iii) agency services. The expected increase in revenue derived from leasing and power services of approximately RMB1.8 million for the year ending 31 December 2026 as compared to 2025 is mainly driven by the increase in rent regarding the ro-ro terminal, the yard and the barge. As advised by the Company, the parties have preliminarily agreed on the increases, and we have obtained and reviewed the relevant document with no inconsistency noted. The expected increase in revenue from port loading and unloading services is mainly driven by the increases in internal coordination of Hubei Port Group such that certain members of Hubei Port Group will transact with the Group directly, and such expected increase is mainly attributable to two customers and determined based on the estimated volume of containers handled in 2025 for the relevant services and the relevant estimated transaction amount in 2025, with an aggregate expected increase in revenue of approximately RMB2.8 million for the year ending 31 December 2026 as compared to 2025, estimated based on the transaction volume of approximately 24,000 TEU in 2025 for one of these two customers and estimated transaction amount of approximately RMB1.6 million in 2025 for another. The expected increase in revenue derived from agency service is mainly driven by the expected increase in sea freight booking service after the cargoes of the China Railway Express arrive at the port, and the related short-haul station transportation services of approximately RMB2.4 million for the year ending 31 December 2026 as compared to 2025, estimated based on additional processing of approximately 10,000 TEU which is in line with the development of businesses related to the railways in recent years, and the increase in container shipping and trucking services of approximately RMB0.6 million for the year ending 31 December 2026 as compared to 2025 due to the increases in internal coordination of Hubei Port Group. The aforesaid are expected to result in an increase in revenue from Hubei Port Group of approximately RMB7.6 million. Taking into account

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such increments, the preliminary estimated GDP growth in the first three quarters of 2025 of approximately 5.2% and a reasonable buffer of not more than 10%, we consider that the proposed annual caps for the year ending 31 December 2026 under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement, which represents an increase of approximately 90.0% as compared to the annualised actual transaction amount for the year ending 31 December 2025 and represents only less than 2.3% of the revenue of the Group for the year ended 31 December 2024, is fair and unreasonable.

Further, we noted that the Annual Cap for the year ending 31 December 2027 represents a growth of approximately 7.8% as compared to 2026 and the Annual Cap for the year ending 31 December 2028 represents a growth of approximately 11.6% as compared to 2027. We noted that according to the preliminary estimation of National Bureau of Statistics of China, the GDP in the first three quarters of 2025 increased by approximately 5.2% year on year at constant prices. After taking out the effect of the GDP growth, the increase in Annual Caps in 2026 and 2027 represented a buffer of less than 10%. We further noted that the largest Annual Caps under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement represent approximately 5.8% of the revenue of the Group for the year ended 31 December 2024.

Annual caps under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement

	Year ending 31 December			
	2025 ^(Note)	2026	2027	2028
	<i>RMB'million</i>	<i>RMB'million</i>	<i>RMB'million</i>	<i>RMB'million</i>
Container management	9.5	11.4	12.2	13.0
Port loading and unloading	8.3	13.2	14.3	15.4
Agency	7.6	12.7	13.7	15.0
Other	0.0	0.8	0.2	0.8
	25.4	38.1	40.4	44.2
Total	25.4	38.1	40.4	44.2

Note: The transaction amounts for the year ending 31 December 2025 represent the annualised transaction amount based on the actual transaction amount for the eleven months ended 30 November 2025.

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We noted that the increases in the Proposed Annual Caps under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement are mainly driven by the expected increase in costs in (i) port loading and unloading services and (ii) agency services. The expected increase in costs in port loading and unloading services is mainly driven by the expected shifting of diesel supplier to a member of under the Hubei Port Group. Based on the estimated amount of diesel purchased and to be purchased from independent third parties for the year ending 31 December 2025 of approximately RMB5.0 million, it is estimated that the Group will source diesel amounting to approximately RMB5.2 million from Hubei Port Group in 2026. The expected increase in cost in agency services for the year ending 31 December 2026 was mainly attributable to (i) the expected increase in transactions due to the increases in internal coordination of Hubei Port Group and growth in business collaboration with two existing suppliers as a result of the continuous development of rail-water transportation with an expected increase of approximately RMB2.4 million in aggregate; (ii) the expected increase in costs of approximately RMB1.4 million mainly driven by the expected increase in revenue agency service in relation to sea freight booking service after the cargos of the China Railway Express arrives at the port, and the related short-haul station transportation services; and (iii) the expected increase in transactions relating to the international breakbulk business with GEM (格林美) taking into account the expected tally fee based on the estimated amount of goods to be handled and the usage of yard for imported metal ore project, with an aggregate expected increase of approximately RMB1.6 million. The increase in business transactions with GEM (格林美) has already been disclosed in the recent financial report of the Company. For instance, as stated in the 2025 Interim Report, the Group had developed the international breakbulk business with GEM (格林美), achieving, by June 2025, 17 inbound voyages with 88,400 tonnes and 15 outbound voyages with 130,100 cubic meters. GEM (格林美) is principally engaged in recycling and manufacturing critical metal resources and recycling lithium-ion batteries, as well as a global leader in manufacturing new energy materials. A Shares of GEM (格林美) have been listed on the Shenzhen Stock Exchange and the revenue of GEM (格林美) reach over RMB30 billion in 2024. Taking into account the above factors, the preliminary estimated GDP growth in the first three quarters of 2025 of approximately 5.2% and a reasonable buffer of not more than 10%, we considered that the annual cap under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement for the year ending 31 December 2026 is fair and reasonable.

Further, we noted that the Annual Cap for the year ending 31 December 2027 represents a growth of approximately 6.0% as compared to 2026 and the Annual Cap for the year ending 31 December 2028 represents a growth of approximately 9.4% as compared to 2027. We noted that according to the preliminary estimation of National Bureau of Statistics of China, the GDP in the first three quarters of 2025 increased by approximately 5.2% year on year at constant prices. After taking out the effect of the GDP growth, the increase in Annual Caps in 2026 and 2027 represented a buffer of less than 10%. We further noted that the largest Annual Caps under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement represent approximately 13.2% of the costs of the Group for the year ended 31 December 2024.

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Taking into account of the above, in particular (i) the recent financial performance and outlook of the Group; (ii) historical transaction amount under the 2023 Comprehensive Port Logistics Services Framework Agreements for the years ended 31 December 2023 and 2024 and eleven months ended 30 November 2025; and (iii) as stated in the 2024 Annual Report, Hubei Port Group has mobilized all resources to substantially support the Group in optimizing resource allocation and strengthening internal synergies and the size and business of Hubei Port Group as stated above, we consider that the Proposed Annual Caps are fair and reasonable.

5. Internal Control and Reporting Requirements and Conditions of the Continuing Connected Transactions

5.1 Internal control measures

The Company has adopted the following internal control measures with respect to the transactions contemplated under the 2026 Comprehensive Port Logistics Services Framework Agreements in order to safeguard the interests of the Shareholders:

- (i) Before entering into each Individual Agreement, the business unit of the Company will, after considering the timing required and any special requirements, (i) conduct market research on (if available) at least three other Independent Third Parties in the neighboring ports where the Comprehensive Port Logistics Services are rendered and make reference to the prevailing fees charged by such Independent Third Parties for providing similar services in the same industry from time to time; (ii) obtain any standard fees designated by the relevant regulatory authorities (if applicable); (iii) obtain at least two other contemporaneous transactions entered into by the Group for similar Comprehensive Port Logistics Services carried out with Independent Third Parties (if available); and (iv) obtain such other fees of similar transactions conducted by other service providers in the PRC which the Group considers to be matching, fair and competitive (if applicable).
- When the Group provides services to the Hubei Port Group, finance and legal department of the Company shall review the proposed terms for such transactions to ensure that they are conducted on normal commercial terms and in accordance with the terms and pricing policies of the respective 2026 Comprehensive Port Logistics Services Framework Agreements and are no less favorable to the Group than those given by the Group to Independent Third Parties. The Group compares the terms with similar transactions provided by the Group to other Independent Third Parties to determine a reasonable margin and ensure that its terms are competitive.

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- Similarly, when the Group procures services from the Hubei Port Group, finance and legal department of the Company shall review the proposed terms for such transactions to ensure that they are conducted on normal commercial terms and in accordance with the terms and pricing policies of the respective 2026 Comprehensive Port Logistics Services Framework Agreements and are no less favorable to the Group than those obtained by the Group from other Independent Third Parties.

The comparison will be submitted to the finance and legal department of the Company for approval prior to entering into Individual Agreement.

- (ii) The finance and legal department of the Company will ensure that, in any event, the proposed terms for such transactions templated under the respective 2026 Comprehensive Port Logistics Services Framework Agreements shall adhere to the pricing standards and guidelines prescribed by the relevant regulatory notices applicable to pricing for the transactions and the statutory caps as set out in the Measures for Calculating Port Charges* (港口收費計費辦法) (2019 Amendment) and the Notice on Continued Implementation of the Measures for Calculating Port Charges* (關於延續實施《港口收費計費辦法》的公告) issued by the Ministry of Transport and National Development and Reform Commission of the PRC.
- (iii) The finance and legal department of the Company will continue to monitor the transactions after approval on a monthly basis to evaluate if the services are provided pursuant to the terms of the Individual Agreements entered into.
- (iv) The finance department of the Company is responsible for monitoring the transaction amount of connected transactions of the Company on a monthly basis. The financial department of the Company will issue warnings if it is anticipated that the relevant annual cap may be exceeded. If an adjustment to the cap is necessary, the finance department will report to the management and independent Directors of the Company and propose a remedial plan, and will comply with the relevant approval and/or disclosure procedures as required by the Listing Rules.
- (v) The independent non-executive Directors will conduct annual review to confirm that the transactions pursuant to the 2026 Comprehensive Port Logistics Services Framework Agreements are (1) in the ordinary and usual course of business of the Group; (2) on normal commercial terms or better; and (3) in accordance with the said agreements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.
- (vi) The Company will engage an external auditor to conduct annual review on such continuing connected transactions.

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5.2 *Our analysis on the internal control measures*

We have reviewed the internal control policy of the Group and discussed with the management of the Group to understand the procedures. With respect to each type of Continuing Connected Transactions, we have also obtained and reviewed the documents provided by the Company (including the Hubei Port Revenue Documents, the Independent Revenue Documents and the Hubei Port Costs Documents) as mentioned in the section headed “3. Principal terms of Continuing Connected Transactions under the 2026 Comprehensive Port Logistics Services Framework Agreements” and nothing came into our attention that the pricing policies or the internal control measures as described above are not being complied with.

Furthermore, according to the internal control measures, the finance department of the Company is responsible for monitoring the transaction amount of connected transactions of the Company on a monthly basis. The financial department of the Company will issue warnings if it is anticipated that the relevant annual cap may be exceeded. If an adjustment to the cap is necessary, the finance department will report to the management and independent Directors of the Company and propose a remedial plan, and will comply with the relevant approval and/or disclosure procedures as required by the Listing Rules. We have further discussed with the management of the Company and are being advised that the terminal and related businesses of the Group generally do not experience material fluctuations across all four quarters of the year.

In addition, pursuant to Rules 14A.55 to 14A.59 of the Listing Rules, the Continuing Connected Transactions are subject to the following annual review requirements:

- (a) the independent non-executive Directors must review the Continuing Connected Transactions every year and confirm in the annual report whether the Continuing Connected Transactions have been entered into:
 - (i) in the ordinary and usual course of business of the Group;
 - (ii) on normal commercial terms or better; and
 - (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole;

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- (b) the Company must engage its auditors to report on the Continuing Connected Transactions every year. The auditors of the Company must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the Continuing Connected Transactions:
 - (i) have not been approved by the Board;
 - (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the Continuing Connected Transactions involve the provision of goods or services by the Group;
 - (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the Continuing Connected Transactions; and
 - (iv) have exceeded the caps.
- (c) the Company must allow, and ensure that the counterparties to the Continuing Connected Transactions allow, the Company's auditors sufficient access to their records for the purpose of the reporting on the Continuing Connected Transactions; and
- (d) the Company must promptly notify the Stock Exchange and publish an announcement if the independent non-executive Directors and/or the Company's auditors cannot confirm the matters as required. The Stock Exchange may require the Company to re-comply with the announcement and the Shareholders' approval requirement and may impose additional conditions.

We noted from the annual reports of the Company for the year ended 31 December 2023 and 2024 that the auditors of the Company confirmed that, among other things, nothing has come to the auditor's attention that causes the auditor to believe that such continuing connected transactions: (a) have not been approved by the Board; (b) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services by the Group; (c) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (d) have exceeded the annual cap as set by the Company.

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5.3 Our view

Taking into account of the abovementioned internal control measures, our work performed and reporting requirements attached to the Continuing Connected Transactions, in particular, (i) the restriction of the value of the Continuing Connected Transactions by way of the Proposed Annual Caps; (ii) the on-going review of the Continuing Connected Transactions by the independent non-executive Directors and auditors of the Company; and (iii) the finance department monitors the amount of connected transactions on a monthly basis and report to the management and independent Directors if adjustment to the cap is considered necessary, we are of the view that appropriate measures thereof exist to monitor the conduct of the Continuing Connected Transactions and assist to safeguard the interests of the Independent Shareholders, nothing came into our attention to doubt the effectiveness of the internal control and pricing policies of the Company regarding the Continuing Connected Transactions, and there is sufficient measure to ensure the compliance of the Listing Rules requirements before the annual caps is exceeded.

RECOMMENDATION

Having considered the above principal factors and reasons, we consider (i) the Continuing Connected Transactions under the 2026 Comprehensive Port Logistics Services Framework Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole; and (ii) each of the Proposed Annual Caps is fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the 2026 Comprehensive Port Logistics Services Framework Agreements and the transactions contemplated thereunder and each of the Proposed Annual Caps.

Yours faithfully,
For and on behalf of
Halcyon Capital Limited
Terry Chu **Barton Lai**
Managing Director *Director*

Mr. Chu is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Chu has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

Mr. Lai is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Lai has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

1. DISCLOSURE OF INTERESTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were 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 short positions which they are taken or deemed to have under such provisions of the SFO); or were required pursuant to section 352 of the SFO to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 to the Listing Rules.

Saved as disclosed in this circular, as at the Latest Practicable Date, none of the Directors is a director or employee of a company which had, or was deemed to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

2. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which was not determinable by the Group within one year without payment of compensation (other than statutory compensation).

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there has not been any material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up.

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their close associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

5. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any interest, either directly or indirectly, in any assets which has since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up) up to the Latest Practicable Date, been 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.

6. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

As at the Latest Practicable Date, there is no other contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the business of the Group.

7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	Qualification
Halcyon Capital Limited	a corporation licensed under the SFO to carry out type 6 (advising on corporate finance) regulated activities under the SFO

Halcyon Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name in the form and context in which it appears.

The letter and recommendation is given by Halcyon Capital Limited as of the date of this circular for incorporation herein.

As at the Latest Practicable Date, Halcyon Capital Limited did not have (i) any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (ii) any direct or indirect interest in any assets which had, since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been 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.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.cilgl.com) for a period of 14 days from the date of this circular:

- (a) the 2026 CIL Comprehensive Port Logistics Services Framework Agreement;
- (b) the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement; and
- (c) the written consent from Halcyon Capital Limited referred to in paragraph 7 of this appendix.

9. MISCELLANEOUS

In the event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.

NOTICE OF EXTRAORDINARY GENERAL MEETING



China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the an extraordinary general meeting (the “EGM”) of China Infrastructure & Logistics Group Ltd. (the “Company”) will be convened and held at Conference Room, 3/F, Administration Building, Wuhan International Container Company Limited, 8 Pingjiang Avenue, Yangluo Street, Xinzhou District, Wuhan, Hubei Province, China on Monday, 9 March 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT**

- (a) the 2026 CIL Comprehensive Port Logistics Services Framework Agreement (as defined in the circular of the Company dated 13 February 2026 (the “Circular”)) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2028 for the transactions contemplated under the 2026 CIL Comprehensive Port Logistics Services Framework Agreement be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company (the “Director(s)”), or any two Directors if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts and things and sign, agree, ratify or execute all such documents which he/she/they in his/her/their discretion consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the 2026 CIL Comprehensive Port Logistics Services Framework Agreement and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of such Director(s), in the interest of the Company.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “**THAT**

- (a) the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2028 for the transactions under the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement be and are hereby approved, confirmed and ratified; and
- (c) any one Director, or any two Directors if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts and things and sign, agree, ratify or execute all such documents which he/she/they in his/her/their discretion consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the 2026 Hubei Port Comprehensive Port Logistics Services Framework Agreement and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of such Director(s), in the interest of the Company.”

By order of the Board
China Infrastructure & Logistics Group Ltd.
Mr. Fei Benjun
Executive Director and Chairman

Hong Kong, 13 February 2026

Registered office:
P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Head office and Principal place of business in Hong Kong:
Unit A, 7/F.,
On Hing Building
No. 1 On Hing Terrace
Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) For the purpose of determining the shareholders' rights to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 4 March 2026 to Monday, 9 March 2026 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Tuesday, 3 March 2026. The record date for determining the entitlement to attend and vote at the EGM is Monday, 9 March 2026.
- (v) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Fei Benjun and Mr. Qiao Yun as executive directors; Mr. Li Wei and Ms. Yu Ling as non-executive directors; and Mr. Chau Kwok Keung, Mr. Fu Jinping and Dr. Mao Zhenhua as independent non-executive directors.