

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHINA TIMBER RESOURCES GROUP LIMITED

(中國木業資源集團有限公司*)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Timber Resources Group Limited (the “Company”) will be held at the Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Thursday, 11 August 2011 at 11 a.m. for the purpose of considering the following resolutions:

AS ORDINARY BUSINESS

A. To consider and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions THAT:

1. To receive and consider the audited financial statements and the reports of directors of the Company (“Directors”) and of the auditors for the year ended 31 March 2011.
2. To re-elect the retiring Directors, Messrs Cao Zhong and Fung Tsun Pong as the executive Directors; Mr Neil Bush as a non-executive Director and Mr. Jing Baoli as an independent non-executive Director respectively.
3. To authorise the board of Directors (“Board”) to fix the Directors’ remuneration.
4. To re-appoint the retiring auditors BDO Limited for the ensuing year and to authorize the Board to fix their audit fee.

* *For identification purpose only*

AS SPECIAL BUSINESS

B. To consider and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions:

“THAT:

5. (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.01 each in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5 (a) and (b), **otherwise than pursuant to** (i) a Right Issue (as hereinafter defined), (ii) the exercise of any rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are otherwise convertible into Shares, (iii) the exercise of any options granted under a share option scheme or similar arrangement of the Company for the time being adopted by the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any script dividend scheme or similar arrangement providing for the allotment of Shares in accordance with the Memorandum and Articles of Association of the Company from time to time, **shall not exceed the aggregate of twenty per cent (20%)** of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval be limited accordingly; and

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the time of passing this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares and/or warrants on the respective registers of the Company on a fixed record date in proportion to their then holdings of such Shares and/or warrants (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

6. “**THAT** the authorised share capital of the Company be increased from HK\$300,000,000 divided into 30,000,000,000 ordinary shares of a par value of HK\$0.01 each to HK\$500,000,000 divided into 50,000,000,000 ordinary shares of a par value of HK\$0.01 each by the creation of an additional 20,000,000,000 new ordinary shares of a par value of HK\$0.01 each, which shall rank pari passu in all respect with the existing issued and unissued shares in the capital of the Company; and any one Director be and is hereby authorised to execute all such documents, instruments and agreements and to do all such acts and deeds as he may deem necessary or desirable for or in connection with the increase in the authorised share capital of the Company and the matters contemplated thereunder.”

C. To consider and, if thought fit, passing with or without amendments, the following resolutions as Special Resolutions:

7. “**THAT** subject to and conditional upon the approval by the Registrar of Companies in the Cayman Islands, the Company’s name be changed from “China Timber Resources Group Limited” to “China Resources and Transportation Group Limited” and the Chinese name “中國資源交通集團有限公司” be adopted as part of its registered name.”

8. (A) “**THAT** the Memorandum of Association of the Company (the “Memorandum”) be and are hereby amended in the following manner:

(1) subject to the approval of resolution numbered 7 above:

(a) by deleting the existing Clause 1 of the Memorandum in its entirety and substituting therefor the following:

“The name of the Company is China Resources and Transportation Group Limited (中國資源交通集團有限公司).”

(b) by deleting the existing Clause 3 in its entirety and substituting therefor the following:

“The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law, Cap. 22 as amended.”

(c) by deleting the existing Clause 4 in its entirety and substituting therefor the following:

“The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Companies Law, Cap. 22 as amended.”

(d) by deleting the existing Clause 5 in its entirety and substituting therefor the following:

“Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Law (2009 Revision) (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law (2008 Revision) (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law (2003 Revision) (as amended).

- (2) subject to the approval of resolution numbered 6 above, by deleting the words “HK\$300,000,000 divided into 30,000,000,000” in the existing Clause 8 of the Memorandum and substituting therefor the words “HK\$500,000,000 divided into 50,000,000,000”.
- (B) “**THAT** the Articles of Association of the Company (the “Articles of Association”) be and are hereby amended in the following manner:
- (1) subject to the approval of resolution numbered 7 above, by deleting the existing definition of “the Company” or “this Company” in Article 2 of the Articles of Association in its entirety and substituting therefor the following:
- ““the Company” or “this Company” shall mean China Resources and Transportation Group Limited (中國資源交通集團有限公司).”
- (2) subject to the approval of resolution numbered 6 above, by deleting the existing Article 4 of the Articles of Association in its entirety and substituting therefor the following:
- “4. The authorised share capital of the Company shall be HK\$500,000,000 divided into 50,000,000,000 shares of a par value of HK\$0.01 each.”
- (C) the amended and restated Memorandum and Articles of Association in the form of the document marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, which consolidates and incorporates all of the proposed amendments referred to above and all previous amendments made pursuant to resolutions passed by the shareholders of the Company in general meetings be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association, and any Director or a person duly authorised by the Board be authorised to execute all documents, instruments and to do all such acts and deeds as he may deem necessary or desirable for or in connection with the adoption of the amended and restated Memorandum and Articles of Association.”

By Order of the Board

Cao Zhong

Chairman

Hong Kong, 8 July 2011

Principal place of business:

Room 1801-07, China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member.
- (b) If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
- (c) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a member from attending and voting at the meeting if he so wishes. In the event that he attends the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.
- (d) With respect to the resolution no. 5, approval is being sought from shareholders of the Company for a general mandate to issue Shares to be given to the Directors. The Directors wish to state that they have no immediate intention to issue any new Shares. Approval is being sought from the shareholders of the Company as a general mandate for the purpose of compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (e) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

As at the date of this notice, the Board comprises three executive Directors, namely Messrs Cao Zhong, Fung Tsun Pong and Tsang Kam Ching, David; a non-executive Director, namely Mr. Neil Bush and three independent non-executive Directors, namely Messrs Yip Tak On, Jing Baoli and Bao Liang Ming.