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CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED

中國資源交通集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources and Transportation Group Limited (the “**Company**”) will be held at Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (香港灣仔港灣道26號華潤大廈18樓1801-07室), on Tuesday, 19 July 2016 at 11 a.m., for the purpose of considering the following ordinary resolutions:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 29 June 2016 (the “**Circular**”), unless the context otherwise requires.

ORDINARY RESOLUTIONS

“THAT

- (A) the entering into of the Amendment Agreement, a copy of which is produced to the meeting marked “A” and initialled by the Chairman of the EGM for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated thereunder, including the Proposed Amendments, be and are hereby approved, confirmed and ratified;

- (B) subject to the Stock Exchange having approved the Proposed Amendments and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares, the Board be and is hereby granted a Specific Mandate for the allotment and issue of not more than 3,500,000,000 Conversion Shares upon exercise of the conversion rights attaching to the 2016 Convertible Bonds, and that the Specific Mandate shall supersede the Original Specific Mandate; and
- (C) any one director of the Company be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Agreement including but not limited to the execution of any deeds or the affixation of any seal or the issue of any certificate.”

By Order of the Board
China Resources and Transportation Group Limited
Cao Zhong
Chairman

Hong Kong, 29 June 2016

Principal place of business:

Room 1801-07,
18/F., China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Monday, 18 July 2016 to Tuesday, 19 July 2016, both days inclusive. No transfer of shares of the Company will be registered during that period. In order to qualify to attend and vote at the EGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company’s branch share register in Hong Kong, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 July 2016.
- (b) 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.
- (c) 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.

- (d) 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.
- (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.
- (f) The EGM is expected not to exceed half an hour, and all member and proxies shall be responsible for their own travelling expenses.

As at the date of this notice, the board of directors of the Company comprises five executive Directors, namely Mr. Cao Zhong, Mr. Fung Tsun Pong, Mr. Duan Jingquan, Mr. Tsang Kam Ching, David and Mr. Gao Zhiping; a non-executive Director namely Mr. Suo Suo Stephen; and three independent non-executive Directors, namely Mr. Yip Tak On, Mr. Jing Baoli and Mr. Bao Liang Ming.