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China Resources and Transportation Group Ltd  
中國資源交通集團有限公司

## **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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all the resolutions proposed at the EGM held on 26 August 2013 were duly passed.

Reference is made to the notice of an extraordinary general meeting (the “**EGM**”) of the Company (the “**Notice**”) and the circular of the Company (the “**Circular**”) both dated 30 July 2013. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS**

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions as set out in the Notice were duly passed by way of poll at the EGM held on 26 August 2013. As at the date of the EGM, the Company had 25,605,783,895 Shares in issue and all Shareholders were entitled to attend and vote for or against the ordinary resolutions except the Second CB Subscriber, China Life Insurance (Overseas) Company Limited, which is interested in 1,189,900,000 (4.65%) Shares. The Second CB Subscriber is the subscriber to the Second CB Agreement, thus it is required to abstain from voting for the resolution proposed to approve the Second CB Agreement and the Capital Increase Agreement. As such, the Second CB Subscriber is only entitled to attend and vote against the ordinary resolutions No. 1 and 3 at the EGM.

Details of the poll result in respect of the ordinary resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of votes represented by Shares (%)	
		For	Against
1.	To approve the Capital Increase Agreement and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Capital Increase Agreement.	4,475,403,864 (100%)	0 (0%)
2.	To approve the First CB Agreement and the issue of the conversion shares upon the conversion of the First Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the First CB Agreement.	4,475,403,864 (100%)	0 (0%)
3.	To approve the Second CB Agreement and the issue of the conversion shares upon the conversion of the Second Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Second CB Agreement.	4,475,403,864 (100%)	0 (0%)
4.	To approve the Third CB Agreement and the issue of the conversion shares upon the conversion of the Third Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Third CB Agreement.	4,475,403,864 (100%)	0 (0%)
5.	To approve the Fourth CB Agreement and the issue of the conversion shares upon the conversion of the Fourth Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Fourth CB Agreement.	4,475,403,864 (100%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>Number of votes represented by Shares (%)</b>	
		<b>For</b>	<b>Against</b>
6.	To approve the Fifth CB Agreement and the issue of the conversion shares upon the conversion of the Fifth Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Fifth CB Agreement.	4,475,403,864 (100%)	0 (0%)
7.	To approve the Sixth CB Agreement and the issue of the conversion shares upon the conversion of the Sixth Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Sixth CB Agreement.	4,475,403,864 (100%)	0 (0%)
8.	To approve the Seventh CB Agreement and the issue of the conversion shares upon the conversion of the Seventh Convertible Bonds and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Seventh CB Agreement.	4,475,403,864 (100%)	0 (0%)
9.	To approve the First Share Agreement and the issue of the First Subscription Shares and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the First Share Agreement.	4,475,403,864 (100%)	0 (0%)
10.	To approve the Second Share Agreement and the issue of the Second Subscription Shares and to approve and authorise any one director of the Company to do all such acts or things and sign all documents necessary in connection with the matters contemplated in the Second Share Agreement.	4,475,403,864 (100%)	0 (0%)

Tricor Progressive Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 26 August 2013

*As at the date of this announcement, the Board comprises five executive Directors, namely Messrs Cao Zhong, Fung Tsun Pong, Duan Jingquan, Tsang Kam Ching, David and Gao Zhiping; and three independent non-executive Directors, namely Messrs Yip Tak On, Jing Baoli and Bao Liang Ming.*