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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Resources and Transportation Group Limited (the “**Company**”) will be held at 17th Floor, China Railway South Headquarters Building, No.3333 Zhongxin Road (Shenzhen Bay Section), Nanshan District, Shenzhen, PRC (深圳市南山區中心路3333號(深圳灣段)中鐵南方總部大廈17樓), on 18 August 2015 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 (the “**Directors**”) and of the auditors for the year ended 31 March 2015.
2. To re-elect Mr. Duan Jingquan as an executive Director and each of Mr. Bao Liang Ming and Mr. Jing Baoli as an independent non-executive Director.
3. To authorise the board of Directors (the “**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.

AS SPECIAL BUSINESS

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

“THAT:

- 5(1) (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 (the “**Shares**”) and to make or grant whether conditionally or unconditionally, 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(1)(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:**
- (i) 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

- (ii) subject to the passing of the resolution no.5(2), the nominal amount of any share capital repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of resolution no.5(2)),

and the authority pursuant to paragraph (a) of this resolution shall 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; or
- (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).

- 5(2) (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as herein hereinabove) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Future Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph 5(2)(a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the approval pursuant to paragraph 5(2)(a) of this resolution shall be limited accordingly.”

C. To consider and, if thought fit, passing with or without amendments, the following resolution as a Special Resolution:

- 6(1) “**THAT** the Memorandum of Association of the Company (the “Memorandum”) be and are hereby amended in the following manner:
- (a) by deleting the word “Caledonian” in Paragraph 2 of the Memorandum and substituting therefor “Sterling”; and
- (b) by deleting the words “HK\$500,000,000 divided into 50,000,000,000” in Paragraph 8 of the Memorandum and substituting therefor “HK\$700,000,000 divided into 70,000,000,000”.”
- 6(2) “**THAT** the Articles of Association of the Company (the “Articles of Association”) be and are hereby amended by deleting the words “HK\$500,000,000 divided into 50,000,000,000” in Article 4 of the Articles of Association and substituting therefor “HK\$700,000,000 divided into 70,000,000,000”.”

- 6(3) “**THAT** 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 authorized by the Board be authorized 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
China Resources and Transportation Group Limited
Cao Zhong
Chairman

Hong Kong, 16 July 2015

Principal place of business:

Room 1801-07, 18/F

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 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.

- (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 five executive Directors, namely Messrs. Cao Zhong, Fung Tsun Pong, Duan Jingquan, Tsang Kam Ching, David and Gao Zhiping; a non-executive Director namely Mr. Suo Suo Stephen; and three independent non-executive Directors, namely Messrs. Yip Tak On, Jing Baoli and Bao Liang Ming.