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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 (the “**EGM**”) 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 (中國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 Monday, 16 April 2018 at 11:00 a.m. for the purpose of considering the following ordinary resolution. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 March 2018 of which the notice convening the EGM forms part.

To consider and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

(1) “**THAT**

(A) the entering into of the Disposal Agreement A, 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 but not limited to Disposal A and the undertaking of the Buy-back Obligation) be and are hereby approved, confirmed and ratified; and

- (B) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where execution under seal is required) and to take all such steps which in his/her/their opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions contemplated under Disposal Agreement A.”

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

Hong Kong, 26 March 2018

Principal place of business:

Room 1801-05, 18/F.,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Friday, 13 April 2018 to Monday, 16 April 2018, 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 Thursday, 12 April 2018.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy 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 authorised 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 of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share 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 six executive Directors, namely Mr. Cao Zhong, Mr. Fung Tsun Pong, Mr. Duan Jingquan, Mr. Tsang Kam Ching, David, Mr. Gao Zhiping and Mr. Jiang Tao; a non-executive Director namely Mr. Suo Suo Stephen; and four independent non-executive Directors, namely Mr. Yip Tak On, Mr. Jing Baoli, Mr. Bao Liang Ming and Mr. Xue Baozhong.