



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31 October 2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Resources and Transportation Group LimitedDate Submitted 5 November 2018**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 269 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>0.20</u>	<u>4,000,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>0.20</u>	<u>4,000,000,000</u>

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	_____	Description :	_____
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	_____	Description :	_____
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : **4,000,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>7,442,395,970</u>	<u>-</u>	<u>-</u>	<u>-</u>
Increase/ (decrease) during the month	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>7,442,395,970</u>	<u>-</u>	<u>-</u>	<u>-</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share	Nil	Nil	Nil	34,833,324	Nil	Nil
Option Scheme adopted on (16/7/2004) ordinary shares (Note 1)						
2. Share	Nil	Nil	Nil	Nil	Nil	Nil
Option Scheme adopted on (28/08/2014) ordinary shares (Note 1)						
3.						
(/ /) shares (Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)	Nil					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
2. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
3. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____					N/A N/A N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. HKD\$800 million						
Convertible Bonds issued to China Life Insurance						
(Overseas) Company Limited	HK\$	800 million	Nil	800 million	Nil	Nil (Note i)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$1.07					
EGM approval date (dd/mm/yyyy)	(28/01/2015)					
2. HKD\$32 million						
Convertible Bonds issued to Cross-Strait Capital						
Limited	HK\$	32 million	Nil	32 million	Nil	Nil (Note i)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$1.07					
EGM approval date (dd/mm/yyyy)	(28/01/2015)					
3. HKD\$700 million						
Convertible Bonds issued to Strait CRTG Fund,						
L.P.	HK\$	700 million	Nil	700 million	Nil	Nil (Note ii)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.20					
EGM approval date (dd/mm/yyyy)	(19/07/2016)					
4. HKD\$800 million						
Convertible Bonds issued to Strait Capital Service						
Limited	HK\$	800 million	Nil	800 million	Nil	Nil (Note ii)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.20					
EGM approval date (dd/mm/yyyy)	(08/09/2016)					
5. HKD\$700 million						
Convertible Bonds issued to China Life Insurance						
(Overseas) Company Limited	HK\$	700 million	Nil	700 million	Nil	Nil (Note ii)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.20					
EGM approval date (dd/mm/yyyy)	(23/12/2016)					

6.			
	HK\$		
Stock code (if listed)			
Class of shares issuable (<i>Note 1</i>)			
Subscription price			
EGM approval date (dd/mm/yyyy)			
		Total C. (Ordinary shares)	Nil
		(Preference shares)	N/A
		(Other class)	N/A

Notes:

- i) The conversion rights attached to the debt securities lapsed after its maturity on 10 February 2016.
 ii) The conversion rights attached to the debt securities lapsed after its maturity on 24 January 2017.

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. A) The Sale and Purchase Agreement On 11 July 2017, the Company entered into a sale and purchase agreement (the “Sale and Purchase Agreement”) with 中信資產管理有限公司(CITIC Asset Management Corporation Ltd.*) and 10 other vendors (together, the “Vendors”), pursuant to which the Company has conditionally agreed to acquire from the Vendors the right and power to control over, and the right to enjoy the economic benefits in, the pawn loan business operated by 中安信邦資產管理有限公司(ZhongAn XinBang Asset Management Corporation Ltd.*) (the “Target Company”), its subsidiaries and branch companies through structured contracts (the “Acquisition”). The consideration for the Acquisition is HK\$3,281,768,760 and will be satisfied by the allotment and issue of 14,268,559,826 new Shares (the “Consideration Shares”) at the issue price of HK\$0.23 per Share (the “Issue Price”) to the Vendors and/or their nominee(s). B) The Subscription Agreement On 11 July 2017, the Company and 5 subscribers (the “Subscribers”) entered into a subscription agreement (the “Subscription Agreement”), pursuant to which the Subscribers have conditionally agreed to subscribe for (on a several but not joint basis) 3,521,738,478 new Shares (the “Subscription Shares”) at the Issue Price of HK\$0.23 per Share for an aggregate consideration of HK\$809,999,850 (the “Subscription”). C) The Proposed Placing The Company intends to place 3,478,260,869 new Shares (the “Placing Shares”) under a specific mandate proposed at the extraordinary general meeting to investors who are independent third parties and not acting in concert with the Vendors at the Issue Price of HK\$0.23 per Share (the “Placing”). The aggregate gross proceeds from the Placing would amount to approximately HK\$800,000,000. Completion of the Acquisition, the completion of the Subscription and the completion of the Placing would be inter-conditional. The completion of the Placing would be conditional upon all the conditions precedent in relation to the Acquisition and the Subscription having been fulfilled or otherwise waived. As announced on 27 September 2018, the Company is in discussion with the Vendors and Subscribers to terminate the Sale and Purchase Agreement and the Subscription Agreement respectively. In the event that the Sale and Purchase Agreement and the Subscription Agreement are terminated, the transactions contemplated thereunder will not take place. The Placing, which is conditional upon the completion of the Acquisition, will not take place. The Company will update the Shareholders and potential investors of the Company by publishing further announcement(s) in due course. Details on the Acquisition, the Subscription and the Placing are disclosed in the announcements of the Company dated 1 August 2017, 22 August 2017, 22 September 2017, 20 October 2017, 20 November 2017, 20 December 2017, 22 January 2018, 23 February 2018, 27 February 2018, 23 March 2018, 23 April 2018, 24 May 2018, 27 June 2018, 4 July 2018, 3 August 2018, 3 September 2018, 27 September 2018 and 29 October 2018.		

	(/ /)	
	shares (Note 1)	
2.		
	(/ /)	
	shares (Note 1)	
3.		
	(/ /)	
	shares (Note 1)	
	Total D. (Ordinary shares)	Nil
	(Preference shares)	N/A
	(Other class)	N/A

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency	Class of shares issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	N/A
2. Open offer	At price :	State currency	Class of shares issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	N/A
3. Placing	At price :	State currency	Class of shares issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	N/A
4. Bonus issue			Class of shares issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	N/A

5. Scrip dividend	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	N/A	
6. Repurchase of shares		Class of shares repurchased (<i>Note 1</i>) _____	Cancellation date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	N/A	
7. Redemption of shares		Class of shares redeemed (<i>Note 1</i>) _____	Redemption date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	N/A	
8. Consideration issue	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	AGM approval date: (dd/mm/yyyy) (/ /)	N/A	
9. Capital reorganisation		Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	N/A	

		Class of shares _____ issuable (<i>Note 1</i>)
10. Other (Subscription)	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (/ /) _____ N/A _____
		Total E. (Ordinary shares) _____ Nil (Preference shares) _____ N/A (Other class) _____ N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

[illegible]Submitted by: Tsang Kam Ching, David

Title: Director
(Director, Secretary or other duly authorised officer)

**for identification purposes only*

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*