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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of China Resources and Transportation Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the extraordinary general meeting (“EGM”) of China Resources and Transportation Group Limited (the “Company”) to be held at Room 401, Building 9, Yungu Phase 2, Pingshan 1st Road, Taoyuan Jie Dao, Nanshan District, Shenzhen, PRC (中國深圳市南山區桃源街道平山一路雲谷二期九棟401室), on Friday, 17 June 2022 at 11:00 a.m. is set out on pages 19 to 21 in this circular. A proxy form for use by the Shareholders at the EGM is enclosed with this circular. If you are not able to attend the EGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

16 March 2022

PRECAUTIONARY MEASURES FOR THE EGM

In view of an ongoing pandemic of the COVID-19, the Company will implement the following prevention and control measures at the EGM against the COVID-19 to protect the Shareholders from the risk of infection, including but not limited to:

- (a) conduct compulsory body temperature check and anyone with a body temperature of over 37.5 degrees Celsius will not be permitted to access to the meeting venue;
- (b) wear surgical mask prior to admission to the EGM venue and throughout the EGM;
- (c) seat on the designated seat assigned by the Company at the time of registration to ensure social distancing;
- (d) no refreshment packs or drinks will be provided; and
- (e) no souvenirs will be distributed.

Any person who does not comply with above requirements may be denied entry into the EGM venue or be required to leave the EGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of other attendees at the EGM. In our case, denied entry to the EGM venue also means that person will not be allowed to attend the EGM.

For the health and safety of the Shareholders, the Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account the current outbreak of the COVID-19, and strongly encourages the Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy.

The Company will closely monitor the current COVID-19 situation and may implement additional measures at short notice, which will be announced closer to the date of the EGM, if any.

If Shareholders have any questions relating to the EGM, please contact Tricor Progressive Limited, the Company's Hong Kong branch share registrar, as follows:

Tricor Progressive Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Tel: (852) 2980 1333

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“Board”	the board of Directors;
“Company”	China Resources and Transportation Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (Stock Code: 269);
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Room 401, Building 9, Yungu Phase 2, Pingshan 1st Road, Taoyuan Jie Dao, Nanshan District, Shenzhen, PRC (中國深圳市南山區桃源街道平山一路雲谷二期九棟401室), on Friday, 17 June 2022 at 11:00 a.m., a notice of which is set out on pages 19 to 21 of this circular, or any adjourned meeting thereof;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	14 March 2022;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular;
“Requisition”	the subject requisition contained in the Requisition Notice relating to, among other things, the proposed appointment and proposed removal as referred to in this circular;
“Requisition Notice”	a letter received on 24 February 2022 by the Company setting out the Requisition;
“Requisitionist”	HKSCC Nominees Limited, in its capacity as the nominee shareholder for Keywood Group Limited, interested in not less than one-twentieth of the paid up capital of the Company carrying the right of voting at general meetings of the Company as at the date of Requisition Notice;

DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Share(s) in issue;
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Fung Tsun Pong (*co-Chairman*)
Mr. Lu Zhiming (*co-Chairman*)
Mr. Gao Zhiping (*Chief Executive Officer*)
Mr. Jiang Tao
Mr. Duan Jingquan
Mr. Wang Gang

Independent Non-executive Directors:

Ms. Chan Chu Hoi
Mr. Jing Baoli
Mr. Bao Liang Ming
Mr. Xue Baozhong

Registered Office:

Sterling Trust (Cayman) Limited
Whitehall House
238 North Church Street
P.O. Box 1043
George Town
Grand Cayman
KY1-1102
Cayman Islands

Principal Place of Business:

Unit Nos. 11-12, Level 10
Tower 1, Millennium City 1
No. 388 Kwun Tong Road
Kwun Tong, Kowloon
Hong Kong

16 March 2022

To the Shareholders and for information only

Dear Sir or Madam,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolutions under the Requisition; (ii) recommendations from the Board; (iii) re-election of Directors proposed by the Company; and (iv) the Notice of EGM.

LETTER FROM THE BOARD

A. REQUISITIONS BY A SHAREHOLDER

The Board received the Requisition Notice on 24 February 2022 from HKSCC Nominees Limited as the nominee holder for Keyword Group Limited requesting the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolutions:

1. THAT Mr. Fung Tsun Pong be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
2. THAT Mr. Lu Zhiming be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
3. THAT Mr. Gao Zhiping be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
4. THAT Mr. Duan Jingquan be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
5. THAT Ms. Chan Chu Hoi be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
6. THAT Mr. Bao Liang Ming be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
7. THAT Mr. Xue Baozhong be and is hereby removed as a director of the Company pursuant to article 123 of the articles of association of the Company with immediate effect upon passing of this resolution;
8. THAT Mr. Li Wing Chiu be appointed as executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution;
9. THAT Mr. Li Shaofeng be appointed as executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution;
10. THAT Mr. Lin Chun Ho Simon be appointed as executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution;

LETTER FROM THE BOARD

11. THAT Mr. Lam Chun Kit be appointed as executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution;
12. THAT Mr. To Chun Wai be appointed as independent non-executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution;
13. THAT Mr. Li Kai Sing be appointed as independent non-executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution; and
14. THAT Mr. Tam Kin Yip be appointed as independent non-executive director of the Company pursuant to article 120 of the articles of association of the Company with immediate effect upon passing of this resolution.

RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to Section 73 of the Articles of Association, The Directors may, whenever they think fit, convene an extraordinary general meeting, and members holding at the date of deposit of the requisition not less than one-twentieth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. If the Directors do not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors shall be reimbursed to them by the Company.

In accordance with the relevant provisions under the Articles of Association, the Directors had proceed duly to convene the EGM within twenty-one (21) days from the date of deposit of the requisition of the Requisitionist.

PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS

The Requisition Notice has set out the biographical details of the proposed Director. The Company is required to disclose the details referred to under Rule 13.51(2) of the Listing Rules in respect of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Details of the proposed Director, which have been reproduced from and are solely based upon the information provided by the Requisitionist in the Requisition Notice, are set out in the Appendix A to this circular. Shareholders should note that the Board has not verified the particulars of the proposed Director stated in the Appendix A to this circular.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED RESOLUTIONS

Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

The Group is principally engaged in expressway operations, compressed natural gas stations operations, growing and sales of forage and agricultural products and timber operations. Due to the nature of the expressway operations and the overall business nature of the Group, the Directors are required to be equipped with the necessary expertise, knowledge, skills and experience in the industry which can only be acquainted from accumulation of skills and knowledge through long period of exposure in this industry.

The Board is of the view that the Directors proposed to be removed by the Requisitionist are equipped with the necessary expertise, knowledge, skills and experience as demonstrated in their biographical details set out in the Annual Report of the Company for the year ended 31 March 2021 and through their years of being actively involved in the management of the Company, which are important to drive the Group's success.

The Board would like to bring to Shareholders' special attention, that one of the directors proposed by the Requisitionist, Mr. Li Wing Chiu, had been appointed by the Company on 15 June 2021 as an executive director, and subsequently been removed by the Company on 15 November 2021, as the Board had found that Mr. Li's expertise and skills are not required by the Company.

The Board is of the view that Proposed Resolutions would not be beneficial to the Company and the Shareholders as a whole. It would seriously hamper management of the Group and the expressway business among other businesses of the Group. The Proposed Resolutions would significantly affect the Group's stability and ability to carry out its ordinary course of business as well as undergoing negotiation of debt restructuring.

B. RE-ELECTION OF DIRECTORS PROPOSED BY THE COMPANY

The Board currently comprises six executive directors, namely Messrs Fung Tsun Pong, Lu Zhiming, Gao Zhiping, Jiang Tao, Duan Jingquan and Wang Gang; and four independent non-executive directors, namely Messrs Jing Baoli, Bao Liang Ming, Xue Baozhong and Ms. Chan Chu Hoi.

Pursuant to Article 100 of the Articles of Association, any Director appointed to fill a causal vacancy or as an addition to the Board shall hold office only until the next general meeting. Accordingly, Mr. Lu Zhiming ("**Mr. Lu**") and Mr. Wang Gang ("**Mr. Wang**"), being the additional Directors appointed by the Board shall retire at the EGM and being eligible, offer himself for re-election.

Details of Directors proposed for Re-election are set out in Appendix B to this Circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM with the resolutions is set out on pages 19 to 21 of this circular. Whether or not you are able to attend the meeting or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you wish to do so.

No Shareholder will be required to abstain from voting on resolutions to be proposed at the EGM regarding Proposed Resolutions under Requisition.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the resolutions to be considered and, if thought fit, approved at the EGM will be taken by poll. The results of the poll will be published on the websites of the Company and the Stock Exchange following the EGM.

RECOMMENDATIONS

For reasons set out in the section above, the Board considers the Proposed Resolutions under the Requisition Notice is not in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote against ordinary resolution nos. 1 to 14 under Requisition to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on Friday, 17 June 2022 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Progressive Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 13 June 2022.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully
For and on behalf of the Board
Fung Tsun Pong
Co-Chairman

The details of the Proposed Directors proposed to be appointed at the EGM as set out in the Requisition Notice are provided below:

Mr. Li Wing Chiu (李永超)

Mr. Li Wing Chiu (“**Mr. Li WC**”) aged 56, graduated from Xiamen University with a doctoral degree in world economics.

Mr. Li WC was an executive director of the Company (“**Director(s)**”) from 15 June 2021 to 15 November 2021. Prior to joining the Company, from December 2006 to April 2009, Mr. Li WC was the chairman of Xiamen Heguan Company Limited* (廈門和冠實業有限公司), a company engaged in investment in mining and agricultural related businesses. During October 2008 to December 2010, Mr. Li WC was an independent non-executive director of China Renji Medical Group Limited (中國仁濟醫療集團有限公司) (Stock Code: 648), a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). From October 2011 to November 2013, Mr. Li WC served as the chairman of the board of directors and an executive director of Oriental Unicorn Agricultural Group Limited* (東麟農業集團有限公司) (Stock Code: 8120) (formerly known as China Medical and Bio Science Limited* (中華藥業生物科學有限公司)), a company listed on GEM of the Stock Exchange.

Subject to the passing of the ordinary resolutions for approving Mr. Li WC’s appointment, Mr. Li WC will enter into a service agreement with the Company as an executive Director for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Li WC’s appointment, which may be terminated by either the Company or Mr. Li WC by giving a three-month written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Li WC shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company. Under the service agreement entered between the Company and Mr. Li WC, Mr. Li WC is entitled to a remuneration of HK\$1,000,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. The remuneration of Mr. Li WC was determined having considered the experience, duties and responsibilities of Mr. Li WC and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the notice of the extraordinary general meeting (“**EGM Notice**”), Mr. Li WC does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

Up to the date of the EGM Notice, Mr. Li WC (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange Listing Rules, “**Listing Rules**”) of the Company; and (iv) does not have other major appointments or professional qualifications.

**APPENDIX A BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
PROVIDED BY THE REQUISITIONING SHAREHOLDER**

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Li WC that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Li Shao Feng (李少峰)

Mr. Li Shaofeng (“**Mr. Li SF**”), aged 55 was graduated in University of Science and Technology Beijing and held a bachelor degree in Automation. Mr. Li SF has more than 20 years of extensive experience in management of listed companies, investments and capital operation.

Mr. Li SF is currently the general manager of CTF VMS Smart City Development Limited. In the past, Mr. Li SF had served as a director in the following companies listed on either GEM or the main board of the Stock Exchange:

Name of the listed companies, stock code and position	Period of appointment
Shougang Concord Century Holdings Limited (stock code: 103) (as an executive director)	March 2000 - January 2018
Ev Dynamics (Holdings) Limited (stock code: 476) (as a non-executive director)	October 2007 - November 2015
Global Digital Creations Holdings Limited (stock code: 8271) (as an executive director)	May 2010 - June 2017
Shougang Concord Grand (Group) Limited (stock code: 730) (as an executive director)	May 2010 - June 2017
Shoucheng Holdings Limited (stock code: 697) (as an executive director)	May 2010 - November 2019
Shougang Fushan Resources Group Limited (stock code: 639) (as an executive director)	October 2011 - November 2019
BeijingWest Industries International Limited (stock code: 2339) (as an executive director)	January 2014 - November 2019

Subject to the passing of the ordinary resolutions for approving Mr. Li SF’s appointment, Mr. Li SF will enter into a service agreement with the Company as an executive Director for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Li SF’s appointment, which may be terminated by either the Company or Mr. Li SF by giving a three-month written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Li SF shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company. Under the service agreement entered between the Company and Mr. Li SF, Mr. Li SF is entitled to a remuneration of HK\$1,000,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. The remuneration of Mr. Li SF was determined having considered the experience, duties and responsibilities of Mr. Li SF and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. Li SF does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, Mr. Li SF (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Li SF that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lin Chun Ho (連鎮豪)

Mr. Lin Chun Ho Simon (“**Mr. Lin**”), aged 43, obtained a Bachelor’s Degree of Accountancy from the Hong Kong Polytechnic University in 2000 and a Master of Corporate Governance with distinction in 2020. He is also a fellow of the Association of Chartered Certified Accountant, a fellow of the Hong Kong Institute of Certified Public Account, an international associate of the American Institute of Certified Public Accountant and a fellow member of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute.

Mr. Lin has over 20 years of experience in accounting, financial management, auditing, mergers and acquisitions. Mr. Lin is at present the chief financial officer and executive director of Auto Italia Holdings Limited (Stock Code: 720) (“**AIH**”), a company listed on the main board of the Stock Exchange. He is also currently a director of certain subsidiaries of AIH.

Subject to the passing of the ordinary resolutions for approving Mr. Lin’s appointment, Mr. Lin will enter into a service agreement with the Company as an executive Director for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Lin’s appointment, which may be terminated by either the Company or Mr. Lin by giving a three-month written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Lin shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company. Under the service agreement entered between the Company and Mr. Lin, Mr. Lin is entitled to a remuneration of HK\$1,000,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. The remuneration of Mr. Lin was determined having considered the experience, duties and responsibilities of Mr. Lin and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. Lin does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, Mr. Lin (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Lin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lam Chun Kit (林俊傑)

Mr. Lam Chun Kit (“**Mr. Lam**”), aged 47, obtained a bachelor’s degree of Arts in Accountancy from the Hong Kong Polytechnic University. He is also a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Lam has over ten years of extensive experiences in finance, accounting, treasury, tax and corporate governance. Mr. Lam is currently the financial controller of VMS Investment Group Limited (“**VMSIG**”), which is an asset management company specializing in private equity, structured financing and M&A transactions. Prior to joining VMSIG, Mr. Lam had worked over 10 years including in a private group engaging in investment properties and oil and gas industry as head of finance control; and in audit firms.

Subject to the passing of the ordinary resolutions for approving Mr. Lam’s appointment, Mr. Lam will enter into a service agreement with the Company as an executive Director for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Lam’s appointment, which may be terminated by either the Company or Mr. Lam by giving a three-month written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Lam shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company. Under the service agreement entered between the Company and Mr. Lam, Mr. Lam is entitled to a remuneration of HK\$1,000,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. The remuneration of Mr. Lam was determined having considered the experience, duties and responsibilities of Mr. Lam and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. Lam does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, Mr. Lam (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

**APPENDIX A BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
PROVIDED BY THE REQUISITIONING SHAREHOLDER**

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Lam that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

To Chun Wai (杜振偉)

Mr. To Chun Wai (“**Mr. To**”), aged 65, spent most of his career with the Hong Kong Police, beginning in 1974 and rising up the ranks to Assistant Commissioner (Crime), being responsible for the overall charge of policy designs and operations of, among others, the Commercial Crime Bureau, Organized Crime & Triad Bureau, Criminal Intelligence Bureau, Financial Investigation Bureau (anti money-laundering), and Technology Crime Bureau, until his retirement in 2011. Mr. To was awarded the Police Meritorious Service Medal by the Chief Executive of the Hong Kong Special Administrative Region, in recognition of his long and staunch service and contribution to the Hong Kong society.

From 2011 to 2012, he served as a part-time tutor at the University of Hong Kong. Between April 2013 and August 2018, he served as the chief strategic officer, chief operating officer, and a non-executive director of Integrated Waste Solutions Group Holdings Limited, a company listed on the main board of the Stock Exchange (Hong Kong Stock Code: 923).

Mr. To is currently the chief executive officer of a Hong Kong registered consultancy company. Furthermore, Mr. To is an independent non-executive director of the following companies listed on the main board of the Stock Exchange:

<u>Name of the listed companies and stock code</u>	<u>Commencement of appointment</u>
Greenheart Group Limited (stock code: 94)	since July 2020
Auto Italia Holdings Limited (stock code: 720)	since September 2020
Synergis Holdings Limited (stock code: 2340)	since February 2021

Subject to the passing of the ordinary resolutions for approving Mr. To’s appointment, Mr. To will enter into a letter of appointment with the Company for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. To’s appointment, which may be terminated by either the Company or Mr. To by giving a three-month written notice or otherwise in accordance with the terms of the letter of appointment. Mr. To will receive a director’s fee of HK\$120,000 per annum which will be paid in proportion to the actual length of services to be provided by Mr. To to the Company, which is determined with reference to Mr. To’s experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. To does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**APPENDIX A BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
PROVIDED BY THE REQUISITIONING SHAREHOLDER**

Up to the date of the EGM Notice, Mr. To (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. To that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Li Kai Sing (李啟承)

Mr. Li Kai Sing (“**Mr. Li KS**”), aged 59, graduated from the Chinese University of Hong Kong in 1985 with a bachelor degree of social science and from the Hong Kong University of Science and Technology with an executive master degree of business administration in 2007. Mr. Li KS has been a member of the Hong Kong Institute of Certified Public Accountants since 1988, an associate of the Chartered Association of Certified Accountants in 1988 and a member of the Institute of Financial Planners of Hong Kong since 2004.

From July 1985 to January 1989, Mr. Li KS worked at Coopers & Lybrand, an accounting firm, with the last position held as a Supervisor II. From January 1989 to June 1992, he then worked at Management Investment & Technology Company Limited with the last position held as a senior accounting manager where he was responsible for planning and managing the daily accounting and financial operation of the company. From July 1992 to December 1993, Mr. Li KS was the vice-president, finance of Leading Spirit (Holdings) Company Limited. Mr. Li KS He was the financial controller of China Star Entertainment Limited (stock code: 326), a company listed on the main board of the Stock Exchange between June 1999 and July 2000. From August 2000 to September 2003, Mr. Li KS was the chief financial officer of Team Work Corporation Limited and was responsible for developing and implementing the strategic plans and monitoring the internal control system of the company.

Mr. Li KS has been (i) an independent non-executive director of In Technical Productions Holdings Limited (stock code: 8446), a company listed on GEM of the Stock Exchange since May 2017; and (ii) an independent non-executive director of Bexcellent Group Holdings Limited (Stock Code: 1775), a company listed on the main board of the Stock Exchange since June 2018. Furthermore, Mr. Li KS is currently an executive director of Focus Films Limited and has working experience in various fields including accounting, film and entertainment business.

Subject to the passing of the ordinary resolutions for approving Mr. Li KS’s appointment, Mr. Li KS will enter into a letter of appointment with the Company for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Li KS’s appointment, which may be terminated by either the Company or Mr. Li KS by giving a three-month written notice or otherwise in accordance with the terms of the letter of appointment. Mr. Li KS will

receive a director's fee of HK\$120,000 per annum which will be paid in proportion to the actual length of services to be provided by Li KS to the Company, which is determined with reference to Mr. Li KS's experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. Li KS does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, Mr. Li KS (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Li KS that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Tam Kin Yip (譚健業)

Mr. Tam Kin Yip ("**Mr. Tam**"), aged 47, is a practicing Barrister-At-Law in Hong Kong and has rich experience in litigation. Mr. Tam has been (i) an independent non-executive director of Shunten International (Holdings) Limited, a company listed on the main board of the Stock Exchange (Hong Kong Stock Code: 932) since March 2017; and (ii) an independent non-executive director of Jutal Offshore Oil Services Limited, a company listed on the main board of the Stock Exchange (Hong Kong Stock Code: 3303) since August 2021.

Subject to the passing of the ordinary resolutions for approving Mr. Tam's appointment, Mr. Tam will enter into a letter of appointment with the Company for an initial term of 2 years commencing from the date of passing of the ordinary resolutions for approving Mr. Tam's appointment, which may be terminated by either the Company or Mr. Tam by giving a three-month written notice or otherwise in accordance with the terms of the letter of appointment. Mr. Tam will receive a director's fee of HK\$120,000 per annum which will be paid in proportion to the actual length of services to be provided by Mr. Tam to the Company, which is determined with reference to Mr. Tam's experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the EGM Notice, Mr. Tam does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, Mr. Tam (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no information in relation to the appointment of Mr. Tam that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

** For identification purpose only*

The details of the Directors proposed to be re-elected at the EGM are provided below:

Mr. Lu Zhiming (陸志明)

Mr. Lu Zhiming (“**Mr. Lu**”), aged 47, is a graduate from Ningbo Polytechnic majoring in electricity and electronics. Mr. Lu has diversified management experience in the fields of petrochemical and electronic business in China. For the period from July 2002 to July 2004, he was an executive director of a Hong Kong listed company Yanchang Petroleum International Limited (previously also known as Minglun Group (Hong Kong) Limited) (stock code: 346). Mr. Lu was the vice general manager of LED International (Hong Kong) Company Limited from November 2006 to December 2009 and Shen Zhen Shi Ai Ying Zhuo Er Technology Company Limited from January 2010 to April 2011. From May 2011 to May 2017, Mr. Lu was the president of Guang Dong Jian Long Optoelectronic Company Limited. From January 2018, he has been appointed as the chief executive officer of Millennium Pacific Group Holdings Limited, a company listed on The Growth Enterprise Market of the Stock Exchange (Stock Code: 8147) (“**MPGHL**”). Mr. Lu informed the Company that he will resign as the chief executive officer of MPGHL from the date of appointment by the Company.

Mr. Lu does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Lu has not held any position in other companies listed on the Stock Exchange or The Growth Enterprise Market of the Stock Exchange or any other securities market in the last three years.

Save as disclosed, Mr. Lu does not hold any other position with the Company or other members of the Group nor has he had any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or any of their associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)).

Mr. Lu has entered into a service agreement with the Company for a term of 2 years commencing on 6 December 2021 and shall continue thereafter unless and until terminated by either one party. He is subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Mr. Lu is entitled to an annual salary of approximately HK\$2,500,000, discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. Mr. Lu’s remuneration was determined by reference to his duties and responsibilities, experience, performance and market conditions. Save as disclosed above, there is no other information in relation to the appointment of Mr. Lu that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Wang Gang (王剛)

Mr. Wang Gang (“**Mr. Wang**”), aged 50, is a graduate from Dongbei University of Finance in 2014 with an executive master’s degree in business administration. Mr. Wang has more than 20 years investment, real estate and management experience. Mr. Wang was the general manager of Sany (Zhuhai) Investment Co., Ltd. from 2014 to 2019. Mr. Wang is a member of the 50 expert group of Shenzhen Real Estate.

Mr. Wang is interested in 198,535,000 Shares in the Company and save as disclosed, he does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wang has not held any position in other companies listed on the Stock Exchange or The Growth Enterprise Market of the Stock Exchange or any other securities market in the last three years.

Save as disclosed, Mr. Wang does not hold any other position with the Company or other members of the Group nor has he had any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or any of their associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)).

Mr. Wang has entered into a service agreement with the Company for a term of 2 years commencing on 12 January 2022 and shall continue thereafter unless and until terminated by either one party. He is subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Mr. Wang is entitled to an annual salary of approximately HK\$1,000,000, discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. Mr. Wang’s remuneration was determined by reference to his duties and responsibilities, experience, performance and market conditions. Save as disclosed above, there is no other information in relation to the appointment of Mr. Wang that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Resources and Transportation Group Limited (the “**Company**”) as requisitioned by its shareholders in accordance with the articles of association of the Company (the “**Articles**”) will be convened and held at Room 401, Building 9, Yungu Phase 2, Pingshan 1st Road, Taoyuan Jie Dao, Nanshan District, Shenzhen, PRC (中國深圳市南山區桃源街道平山一路雲谷二期九棟401室) on Friday, 17 June 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

ORDINARY RESOLUTIONS

A. Proposed Resolutions By the Requisitionist

1. **THAT** Mr. Fung Tsun Pong be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
2. **THAT** Mr. Lu Zhiming be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
3. **THAT** Mr. Gao Zhiping be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
4. **THAT** Mr. Duan Jingquan be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
5. **THAT** Ms. Chan Chu Hoi be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
6. **THAT** Mr. Bao Liang Ming be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
7. **THAT** Mr. Xue Baozhong be and is hereby removed as a director of the Company pursuant to article 123 of the Articles with immediate effect upon passing of this resolution;
8. **THAT** Mr. Li Wing Chiu be appointed as executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution;

NOTICE OF EXTRAORDINARY GENERAL MEETING

9. **THAT** Mr. Li Shaofeng be appointed as executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution;
10. **THAT** Mr. Lin Chun Ho Simon be appointed as executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution;
11. **THAT** Mr. Lam Chun Kit be appointed as executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution;
12. **THAT** Mr. To Chun Wai be appointed as independent non-executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution;
13. **THAT** Mr. Li Kai Sing be appointed as independent non-executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution; and
14. **THAT** Mr. Tam Kin Yip be appointed as independent non-executive director of the Company pursuant to article 120 of the Articles with immediate effect upon passing of this resolution.

B. Proposed Resolutions By the Company

1. Subject to Resolution 2 in Part A, to re-elect Mr. Lu Zhiming as an executive Director;
2. To re-elect Mr. Wang Gang as an executive Director; and
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

By Order of the Board
China Resources and Transportation Group Limited
Fung Tsun Pong
Co-Chairman

Hong Kong, 16 March 2022

Executive Directors:

Mr. Fung Tsun Pong (*Co-Chairman*)
Mr. Lu Zhiming (*Co-Chairman*)
Mr. Gao Zhiping (*Chief Executive Officer*)
Mr. Jiang Tao
Mr. Duan Jingquan
Mr. Wang Gang

Registered Office:

Whitehall House
238 North Church Street
P.O. Box 1043
George Town
Grand Cayman KY1-1102
Cayman Islands

Independent Non-executive Directors:

Ms. Chan Chu Hoi
Mr. Jing Baoli
Mr. Bao Liang Ming
Mr. Xue Baozhong

Principal Place of Business in

Hong Kong:
Unit Nos. 11-12, Level 10
Tower 1, Millennium City 1
No. 388 Kwun Tong Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Considering the outbreak of coronavirus disease 2019 (“**COVID-19**”) pandemic, certain measures will be implemented at the extraordinary general meeting (the “**EGM**”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the EGM within the EGM venue (no mask will be provided at the EGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure approximate social distancing; (v) no corporate gifts and/or refreshments will be distributed; and (vi) hand sanitizer will be available at the entrance of the EGM venue. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his/her/its stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company’s branch share registrar in Hong Kong, Tricor Progressive Limited, located at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both dates inclusive), during which period no transfer of shares will be effected. The holders of shares whose name appears on the register of members of the Company on Friday, 17 June 2022 will be entitled to attend and vote at the extraordinary general meeting. In order to qualify for the right to attend and vote at the extraordinary general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Progressive Limited, located at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 June 2022.