THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this Prospectus, or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China Resources and Transportation Group Limited** (the "**Company**"), you should at once hand this Prospectus together with the enclosed PAL (as defined herein), to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A copy of each of the Prospectus Documents (as defined herein), together with the written consent referred to in the paragraphs headed "Expert and Consent" in Appendix III of this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission take no responsibility as to the contents of any of the Prospectus Documents or any other documents referred to above. You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the paragraphs headed "Warning of the risks of dealing in Shares and Rights Shares" in the "Letter from the Board" of this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares (as defined herein) in both nil-paid and fully-paid forms on the Stock Exchange (as defined herein) and compliance with the stock admission requirements of HKSCC (as defined herein), the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS (as defined herein) with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

This Prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. Neither this Prospectus nor anything in this Prospectus forms the basis of any contract or commitment whatsoever.

CRTG
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)

RIGHTS ISSUE ON THE BASIS OF FOUR RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE AT HK$0.20 PER RIGHTS SHARE

Financial Advisor to the Company

VMS Securities Limited

Underwriters of the Rights Issue

VMS Securities Limited

Mr. Cao Zhong

Mr. Fung Tsun Pong

The latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares is 4:00 p.m. on Tuesday, 1 December 2015. The procedures for subscription of Rights Shares are set out on pages 23 to 26 of this Prospectus.

The Rights Issue is conditional upon the fulfillment of the conditions (or, in respect of certain conditions, waiver thereof) as set out in the paragraphs headed "Conditions of the Rights Issue" in the "Letter from the Board" of this Prospectus.

The Underwriting Agreement in respect of the Rights Issue contains provisions entitling the Underwriters by notice in writing to the Company to terminate the obligations of the Underwriters thereunder on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" on pages 13 to 14 of this Prospectus.

The Shares have been dealt in on an ex-rights basis from Friday, 6 November 2015. Dealings in the Rights Shares in the nil-paid form will take place from 9:00 a.m. on Thursday, 19 November 2015 to 4:00 p.m. on Thursday, 26 November 2015. If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Friday, 4 December 2015 (or such later time and/or date as the Company and the Underwriter may determine), or the Underwriting Agreement is terminated by any of the Underwriters, the Rights Issue will not proceed. Any persons dealing in the Rights Shares in their nil-paid form during the period from 9:00 a.m. on Thursday, 19 November 2015 to 4:00 p.m. on Thursday, 26 November 2015 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

17 November 2015

The Rights Issue is conditional, inter alia, upon the fulfilment of the conditions set out under the paragraphs headed “Conditions of the Rights Issue” in the “Underwriting Agreement” of this Prospectus.

Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from Thursday, 19 November 2015 to Thursday, 26 November 2015 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Friday, 4 December 2015 (or such later time and/or as the Company and the Underwriters may determine), or the Underwriting Agreement is terminated by any of the Underwriters, the Rights Issue will not proceed. Any Shareholders or other persons dealing in the Shares up to the date when the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriters’ right of termination or rescission of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Thursday, 19 November 2015 to Thursday, 26 November 2015 (both dates inclusive) will accordingly bear the risk that the Rights Issue could not become unconditional or does not proceed.

NOTICE TO OVERSEAS INVESTORS

Based on the legal advice of the Company’s legal advisers in relation to the laws of the relevant overseas restrictions, the following notices are set out for the attention of the overseas investors in the following jurisdictions:

AUSTRALIA:

This Prospectus does not constitute a disclosure document under Part 6D.2 of the Corporations Act 2001 of the Commonwealth of Australia (Act). Accordingly, this document does not purport to include the information required of a prospectus or other disclosure document under Chapter 6D.2 of the Act. Neither this Prospectus nor any other disclosure document has been lodged with the Australian Securities and Investments Commission in relation to the Rights Issue, the nil-paid Rights Shares or the Rights Shares.

The nil-paid Rights Shares and the Rights Shares are not being offered to persons resident in Australia. This Prospectus is being provided to persons resident in Australia for information purposes only.

BRUNEI:

The offering of the Rights Shares by the Company to its Shareholders who reside in Brunei pursuant to the Rights Issue is not subject to any registration, approval or filing requirements under the laws of Brunei. It would be lawful for the Company to offer the Rights Shares to its Shareholders who reside in Brunei, if the Rights Issue is made and/or the Prospectus Documents is sent to the Brunei Shareholders solely by reason that they are existing Shareholders or persons who buy or sell shares as their ordinary business or a person who enters into an underwriting agreement.

CANADA:

No receipt has been or will be issued for this Prospectus by any Canadian provincial securities regulatory authority, and accordingly the nil-paid Rights Shares and the Rights Shares may not and will not be distributed to persons resident in Canada and may not be acquired by such persons. This Prospectus is being provided to persons resident in Canada for information purposes only.

INDONESIA:

This securities have not been, and will not be, registered under the Indonesian Capital Market Law or any of its implementing regulations or sold directly or indirectly, within the territory of Republic of Indonesia or to any Indonesian citizen or company (wherever located) or any Indonesian resident in a manner which constitutes a public offering under Indonesian laws and regulations.

MACAU:

The Company has not authorized any offer to the public of nil-paid Rights Shares in Macau and no action has been undertaken to make an offer to the public of Rights Shares requiring a publication of a prospectus in Macau.

NEW ZEALAND:

This Rights Issue is being made to New Zealand resident Shareholders and the Beneficial Owners pursuant to the New Zealand Securities Act (Overseas Companies) Exemption Notice 2013.

SINGAPORE:

The Prospectus Documents and any other materials relating to the Rights Issue have not been and will not be lodged with and registered as a prospectus under the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**") with the Monetary Authority of Singapore (the "**MAS**"). None of the Prospectus Documents and any other materials relating to the Rights Issue is a prospectus as defined in the SFA. Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. The MAS assumes no responsibility for the contents.

The Prospectus Documents and any other materials relating to the Rights Issue are addressed solely to and is for the exclusive use of persons whose names were on the register of members of the Company with registered addresses in Singapore on the Record Date (the "**Singapore Shareholders**"). Any offer or invitation in respect of the Rights Shares in their nil-paid or fully-paid forms is capable of acceptance only by the Singapore Shareholders and is not transferable. The Prospectus Documents and any other materials relating to the Rights Issue may not be distributed or given to any person other than the Singapore Shareholders. The Prospectus Documents and any other materials relating to the Rights Issue should not be reproduced, in whole or in part.

This offer or invitation is made in reliance on the exemption under Section 273(1)(cd)(i) of the SFA. It is not made in or accompanied by a prospectus that is registered by the MAS.

Accordingly, the Prospectus Documents and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Rights Shares in their nil-paid or fully-paid forms may not be issued, circulated or distributed, in Singapore nor may any Rights Shares in their nil-paid or fully-paid forms be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) pursuant to, and in accordance with, the prospectus registration and other requirements in Subdivisions (2) and (3) of Division 1 of Part XIII of the SFA or (ii) pursuant to, and in accordance with, the conditions of any provision of Subdivision (4) of Division 1 of Part XIII of the SFA.

UNITED KINGDOM:

This Prospectus and the offering of securities described therein when made are only addressed to and directed at persons in the United Kingdom ("**UK**") who are both (i) "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU) (the "**Prospectus Directive**") and (ii) persons who fall within Article 43(2)(a) to (d) ("**Members and creditors of certain bodies corporate**") of the UK's Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (all such persons together being referred to as "**Relevant Persons**"). This Prospectus is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates, including the Rights Shares, is available only to Relevant Persons and will be engaged in only with Relevant Persons.

UNITED STATES:

The PAL, the EAF, the nil-paid Rights Shares and the Rights Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**") or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, allotted, taken up, exercised, resold, renounced, pledged, transferred or delivered, directly or indirectly, in or into the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the PAL, the nil-paid Rights Shares or the Rights Shares in the United States.

The PAL, the EAF, the nil-paid Rights Shares and the Rights Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Rights Issue, the PAL, the EAF, the nil-paid Rights Shares or the Rights Shares or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

None of this Prospectus, the PAL or the EAF constitutes or will constitute, or forms or will form, part of any offer or invitation to issue, purchase or acquire the nil-paid Rights Shares or the Rights Shares to any person with a registered address, or who is located, in the United States. The nil-paid Rights Shares and the Rights Shares are being offered outside the United States in reliance on Regulation S under the US Securities Act.

In addition, until 40 days after the commencement of the offering of the nil-paid Rights Shares and the Rights Shares, or the procurement of purchasers by the Underwriters of the Rights Shares not initially taken up, any offer, sale or transfer of the nil-paid Rights Shares or the Rights Shares in or into the United States by a dealer (whether or not participating in the Rights Issue) may violate the registration requirements of the US Securities Act.

The Underwriters may arrange for the offer of the Rights Shares not taken up in the Rights Issue only outside the United States in reliance on Regulation S under the US Securities Act. Each purchaser or subscriber of the Rights Shares being offered and sold outside the United States will be deemed to have represented and agreed, among other things, that the purchaser or subscriber is acquiring the Rights Shares in an offshore transaction meeting the requirements of Regulation S under the US Securities Act.

The Company may offer the nil-paid Rights Shares or the Rights Shares in the United States to persons whom the Company reasonably believes to be QIBs in transactions exempt from the registration requirements under the US Securities Act, provided that such persons fulfil the relevant requirements to the satisfaction of the Company.

FORWARD-LOOKING STATEMENTS

All statements in this Prospectus other than statements of historical fact are forward looking statements. In some cases, forward-looking statements may be identified by the use of words such as "might", "may", "could", "would", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue", "illustration", "projection" or similar expressions and the negative thereof. Forward-looking statements in this Prospectus include, without limitation, statements in respect of the Group's business strategies, product offerings, market position, competition, financial prospects, performance, liquidity and capital resources, as well as statements regarding trends in the relevant industries and markets in which the Group operates, technological advances, financial and economic developments, legal and regulatory changes and their interpretation and enforcement.

The forward-looking statements in this Prospectus are based on management's present expectations about future events. Management's present expectations reflect numerous assumptions regarding the Group's strategy, operations, industry, developments in the credit and other financial markets and trading environment. By their nature, they are subject to known and unknown risks and uncertainties, which could cause actual results and future events to differ materially from those implied or expressed by forward-looking statements. Should one or more of these risks or uncertainties materialise, or should any assumptions underlying forward-looking statements prove to be incorrect, the Group's actual results could differ materially from those expressed or implied by forward-looking statements. Additional risks not known to the Group or that the Group does not currently consider material could also cause the events and trends discussed in this Prospectus not to occur, and the estimates, illustrations and projections of financial performance not to be realized.

Prospective investors are cautioned that forward-looking statements speak only as at the date of publication of this Prospectus. Except as required by applicable law, the Group does not undertake, and expressly disclaims, any duty to revise any forward-looking statement in this Prospectus, be it as a result of new information, future events or otherwise.

CONTENTS

In this Prospectus, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

"1st Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$800 million issued by the Company, which will mature on 10 February 2016, details of which were set out in the Company's announcement dated 28 November 2014
"2nd Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$700 million issued by the Company, which will mature on 12 February 2018, details of which were set out in the Company's announcement dated 28 November 2014
"3rd Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$800 million issued by the Company, which will mature on 24 October 2016, details of which were set out in the Company's announcement dated 28 November 2014
"4th Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$700 million issued by the Company, which will mature on 24 October 2016, details of which were set out in the Company's announcement dated 28 November 2014
"5th Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$160 million issued by the Company, which will mature on 10 February 2016, details of which were set out in the Company's announcement dated 28 November 2014
"6th Convertible Bonds"	the 9% unlisted convertible bonds in the aggregate principal amount of HK$32 million issued by the Company, which will mature on 10 February 2016, details of which were set out in the Company's announcement dated 28 November 2014
"Accepted Jurisdictions"	has the meaning ascribed thereto under the paragraph headed "Non-Qualifying Shareholders" in the section headed "Letter from the Board" of this Prospectus
"Announcement"	the announcement of the Company dated 29 September 2015

"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Beneficial Owner(s)"	any beneficial owner(s) of Share whose Shares are registered in the register of members of the Company in the name of a Registered Nominee
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday and Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 4:00 p.m. or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 4:00 p.m.) on which licensed banks in Hong Kong are open for general business
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Participant"	a person admitted to participate in CCASS as a direct participant or a general clearing participant or a custodian participant or an investor participant
"Champion Rise"	Champion Rise International Limited, a company wholly owned by Mr. Cao Zhong which is interested in 149,665,000 Shares as at the Latest Practicable Date
"China Life"	China Life Insurance (Overseas) Company Limited, a Company incorporated in the People's Republic of China with limited liability
"Circular"	the circular of the company dated 19 October 2015 in relation to, among other things, further details regarding the Share Consolidation, the Increase in Authorised Share Capital, the change in board lot size and the Rights Issue (including the Underwriting Agreement)
"Company"	China Resources and Transportation Group Limited a company incorporated in 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)"	the director(s) of the Company

"EAF(s)"	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, in such usual form as may be agreed between the Company and the Underwriters
"EGM"	the extraordinary general meeting of the Company convened and held at 11:00 a.m. on Wednesday, 4 November 2015 to consider and, if thought fit, approve the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue (including the Underwriting Agreement) and the transactions contemplated thereunder
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Increase in Authorised Share Capital"	the increase in the authorised share capital of the Company from HK$700,000,000 divided into 3,500,000,000 Shares to HK$3,000,000,000 divided into 15,000,000,000 Shares by the creation of an additional 11,500,000,000 new Shares following the Share Consolidation became effective on 5 November 2015
"Independent Shareholder(s)"	any Shareholder other than controlling Shareholders (as defined in the Listing Rules) and their associates or, where there are no controlling Shareholders, any Shareholder other than the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates and any Shareholder (including the Underwriters) who is involved or interested in the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder
"Irrevocable Undertakings"	the irrevocable undertaking to be given by each of Champion Rise, Ocean Gain, Mr. Cao and Mr. Fung, dated 9 September 2015 in favour of the Company and the Underwriters

"Joint Gain"	Joint Gain Holdings Limited, a company incorporated in the British Virgin Islands
"Last Trading Day"	9 September 2015, being the last trading day of the Shares on the Stock Exchange before the release of the Announcement
"Latest Practicable Date"	12 November 2015, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information for the purpose of inclusion in this Prospectus
"Latest Time for Acceptance"	4:00 p.m. on Tuesday, 1 December 2015 or such other time or date as may be agreed between the Company and the Underwriters, being the latest time for acceptance of the offer of and payment for the Rights Shares
"Latest Time for Termination"	4:00 p.m. on Friday, 4 December 2015, being the third Business Day after (but excluding) the Latest Time for Acceptance, or such other time or date as may be agreed between the Company and the Underwriters
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Cao"	Mr. Cao Zhong, the chairman of the Company and executive Director, who is legally and beneficially interested in 156,425,000 Shares representing approximately 11.58% of the existing issued share capital of the Company as at the Latest Practicable Date
"Mr. Fung"	Mr. Fung Tsun Pong, an executive Director, who is legally and beneficially interested in 153,583,122 Shares, representing approximately 11.37% of the existing issued share capital of the Company as at the Latest Practicable Date
"Non-Qualifying Shareholder(s)"	those Overseas Shareholder(s) whom the Directors, based on legal advice provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place

"Ocean Gain"	Ocean Gain Limited, a company wholly owned by Mr. Fung which is interested in 91,465,000 Shares as of the Latest Practicable Date
"Old Share(s)"	the ordinary share(s) of HK$0.01 each in the existing share capital of the Company, before the Share Consolidation became effective on 5 November 2015
"Outstanding CBs"	the 1st Convertible Bonds, 2nd Convertible Bonds, 3rd Convertible Bonds, 4th Convertible Bonds, 5th Convertible Bonds and 6th Convertible Bonds
"Outstanding Share Options"	the outstanding share options to subscribe for an aggregate of 17,325,000 Shares under the Share Option Scheme, which could be exercisable on or before the Record Date
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong
"PAL(s)"	the renounceable provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
"Posting Date"	Tuesday, 17 November 2015 or such other date as the Underwriters may agree in writing with the Company, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only to the Non-Qualifying Shareholders
"PRC"	the People's Republic of China which, for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Prospectus"	this prospectus to be despatched to the Shareholders containing details of the Rights Issue on the Posting Date
"Prospectus Documents"	the Prospectus, the PAL and the EAF
"QIB(s)"	qualified institutional buyer(s) as defined in Rule 144A under the US Securities Act

"Qualifying Shareholder(s)"	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
"Record Date"	Monday, 16 November 2015, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined (or such other date as the Underwriters may agree in writing with the Company)
"Registered Nominee"	a nominee (including HKSCC Nominees Limited) whose name appears on the register of members of the Company
"Registrar"	the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
"Rights Issue"	the proposed issue by way of rights of four (4) Rights Shares for every one (1) Share in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions in the Underwriting Agreement and to be set out in the Prospectus Documents
"Rights Share(s)"	5,401,916,776 Shares to be issued and allotted under the Rights Issue
"Share(s)"	ordinary share(s) of HK$0.20 each in the issued and unissued capital of the Company upon the Share Consolidation becoming effective
"Share Consolidation"	the consolidation of every twenty (20) issued and unissued Old Shares of par value of HK$0.01 each into one Share of par value of HK$0.20 each which became effective on 5 November 2015
"Share Option Scheme"	the share option scheme of the Company adopted pursuant to the ordinary resolution passed by the Shareholder on 16 July 2004 which became effective on 16 July 2004
"Shareholder(s)"	the holder(s) of issued Shares

"Specified Event"	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which render any of the warranties contained in the Underwriting Agreement untrue, inaccurate or misleading
"Specified Territories"	Australia, Brunei, Canada, Indonesia, Macau, New Zealand, Singapore, the United Kingdom and the United States, and any one of them a "Specified Territory"
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Strait Capital"	Strait Capital Service Limited, a company incorporated in the Cayman Islands with limited liability, which is the general partner of Strait Fund
"Strait Fund"	Strait CRTG Fund, L.P., a Cayman Islands exempted limited partnership, which is an investment fund managed by Strait Capital
"Subscription Price"	HK$0.20 per Rights Share
"Underwriters"	VMS Securities, Mr. Cao and Mr. Fung
"Underwriting Agreement"	the underwriting agreement dated 9 September 2015 entered into between the Underwriters and the Company in relation to the underwriting arrangement in respect of the Rights Issue
"Underwritten Shares"	4,161,884,288 Rights Shares, subject to the terms and conditions of the Underwriting Agreement
"United States" or "US"	the United States of America
"Unlisted Warrants"	the conditional warrants issued by the Company with rights to subscribe for a fixed number of 100,000,000 Shares, under general mandate granted in the general meeting held on 8 August 2012, at HK$9.60 per Share until 20 December 2015 pursuant to the agreement dated 20 December 2012 entered into between the Company and Joint Gain, were set out in the Company's announcement dated 20 December 2012

"Untaken Shares"	any of the Underwritten Shares which have not been taken up by Qualifying Shareholders by the Latest Time for Acceptance
"US Securities Act"	US Securities Act of 1933, as amended
"VMS Securities"	VMS Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
"Zhunxing"	Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited (內蒙古准興重載高速公路有限責任公司), a 86.87% subsidiary of the Group as at the Latest Practicable Date
"Zhunxing Expressway"	a 265-kilometer heavy haul toll expressway in Inner Mongolia, the PRC
"%"	per cent

The following information is derived from, and should be read in conjunction with, the full text of this Prospectus:

Basis of the Rights Issue	:	Four (4) Rights Shares for every one (1) Share held on the Record Date
Subscription Price	:	HK$0.20 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	1,350,479,194 Shares
Number of Rights Shares	:	5,401,916,776 Rights Shares (assuming no further new Shares are issued (other than the Rights Shares) and no repurchase of Shares on or before the Record Date)
Number of Shares in issue upon completion of the Rights Issues	:	6,752,395,970 Shares (assuming no new Shares are issued (other than the Rights Shares) on or before the Record Date and no repurchase of Shares upon completion of the Rights Issue), details are set out in the table under the paragraphs headed "Shareholding Structure of the Company"
Amount to be raised	:	Approximately HK$1,080.4 million
Right of excess applications	:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

The expected timetable for the Rights Issue is set out below.

	(Hong Kong time)
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Thursday, 19 November 2015
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	9:00 a.m. on Thursday, 19 November 2015
Original counter for trading in Shares (in new board lots of 5,000 Shares in the form of new share certificates for Shares) reopens	9:00 a.m. on Thursday, 19 November 2015
Parallel trading in Shares (in form of new share certificate and old share certificate) commences	9:00 a.m. on Thursday, 19 November 2015
Latest time for splitting of nil-paid Rights Shares	4:30 p.m. on Monday, 23 November 2015
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Thursday, 26 November 2015
Latest time for acceptance of, and payment for the Rights Shares and application for excess Rights Shares	4:00 p.m. on Tuesday, 1 December 2015
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Friday, 4 December 2015
Announcement of results of the Rights Issue	Tuesday, 8 December 2015
Refund cheques for wholly and partially unsuccessful applications for excess Rights Shares expected to be posted on or before	Wednesday, 9 December 2015
Certificates for the Rights Shares expected to be despatched on or before	Wednesday, 9 December 2015
Parallel trading in Shares (in form of new and old share certificate) ends	4:00 p.m. on Wednesday, 9 December 2015

Temporary counter for trading in Shares in board lots of 5,000 Shares (in form of old share certificates) to be closed	4:00 p.m. on Wednesday, 9 December 2015
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	4:00 p.m. on Wednesday, 9 December 2015
Dealings in fully-paid Rights Shares commence	9:00 a.m. on Thursday, 10 December 2015
Free exchange of old share certificates for new share certificates ends	Friday, 11 December 2015

All times and dates in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or in other parts of this Prospectus are indicative only and may be extended or varied by agreement between the Company and the Underwriters. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 1 December 2015. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

ii. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 1 December 2015. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on Tuesday, 1 December 2015, the dates mentioned in the "Expected Timetable" section in this Prospectus may be affected. The Company will notify Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

If, prior to the Latest Time for Termination, one or more of the following events or matters shall occur, arise, exist, or come into effect:

(1) In the reasonable opinion of the Underwriters, the success of the Rights Issue would be materially and adversely affected by:

(a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue after the signing of the Underwriting Agreement; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole; or

(c) any materially adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or

(d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole; or

(e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriters, is or might be material to the Group taken as a whole; or

(f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Old Shares or Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

(2) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this event includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which, in the reasonable opinion of the Underwriters, makes it inexpedient or inadvisable to proceed with the Rights Issue; or

(3) the Circular, the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may, in the reasonable opinion of the Underwriters, is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

The Underwriters shall be entitled, by notice in writing to the Company served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriters shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

(1) any material breach of any representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriters; or

(2) any Specified Event comes to the knowledge of the Underwriters.

Upon giving of notice of termination or rescission pursuant to the Underwriting Agreement, all obligations of the Underwriters under the Underwriting Agreement shall cease and terminate and none of the parties to the Underwriting Agreement shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement save that all costs and other all out-of-pocket expenses which have been properly incurred by the Underwriters in connection with the Rights Issue and its associated transactions (excluding the underwriting commission, sub-underwriting fees and related expenses) shall be borne by the Company. If the Underwriters exercise such right, the Rights Issue will not proceed.

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)

Directors
Executive Directors:
Mr. Cao Zhong *(Chairman)*
Mr. Fung Tsun Pong *(Vice-Chairman)*
Mr. Duan Jingquan *(Chief Executive Officer)*
Mr. Tsang Kam Ching, David *(Finance Director)*
Mr. Gao Zhiping

Non-Executive Director:
Mr. Suo Suo Stephen

Independent Non-Executive Directors:
Mr. Yip Tak On
Mr. Jing Baoli
Mr. Bao Liang Ming

Registered Office
Sterling Trust (Cayman) Limited
Caledonian House
69 Dr. Roy's Drive
P.O. Box 1043
Grand Cayman, KYl-1102
Cayman Islands

Head office and Principal Place of Business
Room 1801-07, 18/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

17 November 2015

To the Qualifying Shareholders and,
for information only,
the Non-Qualifying Shareholders

Dear Sir or Madam,

RIGHTS ISSUE ON THE BASIS OF FOUR RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE AT HK$0.20 PER RIGHTS SHARE

INTRODUCTION

Reference is made to the Announcement and the Circular in relation to the Rights Issue.

On 29 September 2015, the Board announced that the Company proposes to raise not less than approximately HK$1,080.4 million and not more than approximately HK$1,812.6 million, before expenses, by way of a rights issue of not less than 5,401,916,776 Rights Shares and not more than 9,063,216,776 Rights Shares on the basis of four (4) Rights Shares for every one (1) Share to the Qualifying Shareholders on the Record Date at the Subscription Price of HK$0.20 per Right Share payable in full on acceptance.

At the EGM, the relevant resolutions approving, among other things, the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue (including the Underwriting Agreement) were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll. Mr. Cao, Mr. Fung, Mr. Tsang Kam Ching, David, VMS Securities and their respective associates together with parties acting in concert with any of them, had abstained from voting at the EGM to approve the Rights Issue. The Share Consolidation and the Increase in Authorised Share Capital became effective on Thursday, 5 November 2015.

The purpose of this Prospectus is to provide you with further information about the Rights Issue, including information on dealings, transfers and acceptance of the Rights Shares, and financial information and other information of the Group.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	Four (4) Rights Shares for every one (1) Share held on the Record Date
Subscription Price	:	HK$0.20 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	1,350,479,194 Shares
Number of Rights Shares	:	5,401,916,776 Rights Shares (assuming no further new Shares are issued (other than the Rights Shares) and no repurchase of Shares on or before the Record Date)
Number of Shares in issue upon completion of the Rights Issues	:	6,752,395,970 Shares (assuming no new Shares are issued (other than the Rights Shares) on or before the Record Date and no repurchase of Shares upon completion of the Rights Issue), details are set out in the table under the paragraphs headed "Shareholding Structure of the Company"
Amount to be raised	:	Approximately HK$1,080.4 million
Right of excess applications	:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

Assuming no new Shares (other than the Rights Shares) are issued on or before the Record Date and no repurchase of Shares upon completion of the Rights Issue, the number of 5,401,916,776 Rights Shares to be issued pursuant to the terms of the Rights Issue represents approximately 400% of the Company's existing issued share capital immediately after the Share Consolidation and the Increase in Authorised Share Capital became effective on 5 November 2015 and approximately 80% of the Company's issued share capital as enlarged by the issue of the Rights Shares (assuming no new Shares are issued on or before the Record Date and no repurchase of Shares upon completion of the Rights Issue).

New Shares issuable

As at the Latest Practicable Date, the Company has no outstanding options, convertible securities or warrants which confer right to subscribe for or convert or exchange into the Shares except those set out below:

Description	**Number of new Shares issuable** *(Note)*
1st Convertible Bonds	200,000,000
2nd Convertible Bonds	175,000,000
3rd Convertible Bonds	200,000,000
4th Convertible Bonds	175,000,000
5th Convertible Bonds	40,000,000
6th Convertible Bonds	8,000,000
Unlisted Warrants	100,000,000
Outstanding Share Options	17,325,000

Note: *The number of Shares issuable upon the Share Consolidation becoming effective has not taken into account the adjustment (if any) to the conversion and exercise price of the Outstanding CBs, the Unlisted Warrants and the Outstanding Share Options, respectively, as a result of the Rights Issue. All the Outstanding CBs with terms cater for future adjustment mechanisms under certain circumstances were approved by the Shareholders under specific mandates. Any adjustment on the number of Shares to be issued for the Outstanding CBs as a result of the Rights Issue represents an extension but not alteration of the terms approved by the Shareholders under the specific mandates. As a result, no shareholders' approval is necessary for the above adjustment (if any).*

Basis of provisional allotments

The basis of the provisional allotment shall be four (4) Rights Shares (in nil-paid form) for every one (1) Share held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment shall be made by completing a PAL and lodging the same with remittance for the Rights Shares being applied for with the Registrar by 4:00 p.m. on Tuesday, 1 December 2015.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must:

(i) be registered as a member of the Company at the close of business on the Record Date; and

(ii) be a Qualifying Shareholder.

Non-Qualifying Shareholders

Non-Qualifying Shareholders are Overseas Shareholders and Shareholders or Beneficial Owners who are otherwise known by the Company to be residents in places outside Hong Kong, and to whom the Directors, based on enquiries made by the Directors, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places. The Rights Issue has not been, and will not be extended to the Non-Qualifying Shareholders.

ln accordance with Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries with the Company's overseas legal advisers regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions (including the Specified Territories) and the requirements of the relevant regulatory bodies or stock exchanges with respect to the offer of the Rights Shares to the Shareholders or Beneficial Owners in those territories.

Based on the register of members of the Company as at the Latest Practicable Date, the Company had Shareholders with addresses in Australia, Brunei, Canada, Indonesia, Macau, New Zealand, Singapore, the United Kingdom and the United States. Based on the legal advice of the Company's legal advisers in relation to the laws of the relevant jurisdictions in the Specified Territories and having considered the circumstances, the Directors have formed the view that the Rights Issue can be extended to the Overseas Shareholders in Brunei, Indonesia, Macau, New Zealand and Singapore (the "**Accepted Jurisdictions**") without compliance (or minimal compliance is required) with local regulatory requirements.

Based on the legal advice of the Company's legal advisers in relation to the laws of the Specified Territories and having considered the circumstances, the Directors have formed the view that, other than those Accepted Jurisdictions or subject to certain limited exceptions as described below, it is necessary or expedient not to offer the nil-paid Rights Shares or the Rights Shares to the other Overseas Shareholders in the Specified Territories due to the time and costs involved in the registration or, filing of this Prospectus and/or approval required by the relevant authorities in the Specified Territories and/or additional steps the Company and/or Shareholders and/or Beneficial Owners need to take to comply with the local legal requirements and/or other requirements to be satisfied in order to comply with relevant local legal or regulatory requirements in the Specified Territories.

Accordingly, for the purposes of the Rights Issue, the Non-Qualifying Shareholders are:

(i) Shareholders whose name(s) appeared in the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is/are in any of the Specified Territories, except for those Shareholders in the Accepted Jurisdictions or those Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the paragraphs headed "Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue" below; and

(ii) any Shareholder(s) or Beneficial Owner(s) at that time who is/are otherwise known by the Company to be resident(s) in any of the Specified Territories (other than the Accepted Jurisdictions), except for those Shareholders or Beneficial Owners who fulfil, to the satisfaction of the Company, the relevant requirements specified in the paragraphs headed "Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue" below.

Notwithstanding any other provision in the Rights Issue Documents, the Company reserves the right to permit any Shareholder or Beneficial Owner (including a Shareholder or Beneficial Owner in any of the Specified Territories) to participate in the Rights Issue and take up his/her/its entitlement to Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations or requirements giving rise to the restrictions in question.

Upon enquiries with the Company's overseas legal advisers regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions (including the Specified Territories) and the requirements of the relevant regulatory bodies or stock exchanges with respect to the offer of the Rights Shares to the Shareholders or Beneficial Owners in those territories, the Company also reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

Receipt of any of the Rights Issue Documents or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in those jurisdictions where the Directors, based on enquiries made by the Directors, consider it necessary or expedient not to extend the Rights Issue or in any territory in which it would be unlawful to extend the Rights Issue, and, in those circumstances, the Rights Issue Documents must be treated as sent for information only and should not be copied or redistributed. Any person (including, without limitation, any agent, custodian, nominee and trustee) who receives a copy of any of the Rights Issue Documents or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in any of the Specified Territories or any territory in which it would be unlawful to extend the Rights Issue. If any of the Rights Issue Documents is received by, or any nil-paid Rights Shares are credited to the stock account in CCASS of, any person in any such territory or his/her agent or nominee, he/she should not take up such nil-paid Rights Shares or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer such nil-paid Rights Shares in CCASS (if applicable) unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines at its absolute discretion, that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, any custodian, nominee and trustee) who distributes or forwards this Prospectus or a PAL and/or an EAF in, into or from any of the Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

It is the responsibility of any person (including but not limited to nominee, agent and trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself or herself or itself as to the full observance of the laws and regulations of the relevant territory and jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any such person of the Rights Shares or the nil-paid Rights Shares will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, HKSCC Nominees Limited, who subscribes the Rights Shares on behalf of CCASS Participants, is not subject to the above representations and warranty.

The Company will send the Prospectus to the Non-Qualifying Shareholders for their information only, without any PAL and EAF. Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end. The proceeds of such sale, less expenses, of more than HK$100 will be paid to the Non-Qualifying Shareholders pro rata to their shareholdings held at the Record Date. In light of the administrative costs, the Company will retain individual amounts of HK$100 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares, and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares, will be made available for excess applications by Qualifying Shareholders under the EAF(s).

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.

Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue

Notwithstanding what is said in the paragraphs headed "Non-Qualifying Shareholders" above, the following limited categories of persons in the Specified Territories may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue:

(i) Shareholders and Beneficial Owners in the United States are generally Non-Qualifying Shareholders. However, Shareholders and Beneficial Owners in the United States whom the Company reasonably believes are QIBs may be able to take up their nil-paid Rights Shares and subscribe for Rights Shares being offered in the Rights Issue in transactions exempt from registration requirements under the U.S. Securities Act, provided that they fulfil the relevant requirements to the satisfaction of the Company; and

(ii) the Company reserves its absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to participate in any of the Specified Territories. Shareholders and Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's absolute discretion, provided that such Shareholders and Beneficial Owners are able to provide the Company with evidence, to the Company's satisfaction, that they fulfil the relevant requirements in the relevant jurisdiction(s). For Beneficial Owners in any of the Specified Territories who want to participate in the Rights Issue, please contact your intermediary to make the necessary arrangements.

Subscription Price

The Subscription Price is HK$0.20 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

(a) a discount of approximately 82.8% to the equivalent closing price of HK$1.16 per Share based on the closing price of HK$0.058 per Old Share as quoted on the Stock Exchange on the Last Trading Day after taking into account the effect of the Share Consolidation;

(b) a discount of approximately 49.0% to the theoretical ex-rights price of approximately HK$0.392 per Share based on the closing price of HK$0.058 per Old Share as quoted on the Stock Exchange on the Last Trading Day after taking into account the effect of the Share Consolidation; and

(c) a discount of approximately 82.5% to the equivalent average closing price of HK$1.144 per Share based on the average closing price per Old Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day after taking into account the effect of the Share Consolidation.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriters with reference to the market price of the Old Shares prior to the Last Trading Day and the prevailing market conditions and taking into account the effect of the Share Consolidation. The Directors consider that the terms of the Rights Issue, including the Subscription Price which has been set at a discount to the recent closing prices of the Old Shares with an objective of encouraging the existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future, are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share upon full acceptance of the provisional allotment of all the Rights Shares will be approximately HK$0.194.

Status of the Rights Shares

The Rights Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares.

Share certificates and refund cheques for the Rights Issue

Subject to fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or before Wednesday, 9 December 2015 by ordinary post to the allottees, at their own risk, to their registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on or before Wednesday, 9 December 2015 by ordinary post to the applicants, at their own risk, to their registered addresses.

Fractions of Rights Shares

No fractional entitlements to the Rights Shares shall be issued to the Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company. Any unsold fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders.

Procedures for acceptance and payment or transfer

Application for the Rights Shares

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown thereon. If the Qualifying Shareholders wish to exercise their rights to subscribe for all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Tuesday, 1 December 2015. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**China Resources and Transportation Group Limited – PAL**" and crossed "**Account Payee Only**".

It should be noted that unless the PAL, together with the appropriate remittance, has been lodged with the Registrar by 4:00 p.m. on Tuesday, 1 December 2015, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions in the PAL.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer a part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer all of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL to more than one person, the entire and original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 23 November 2015 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. New PALs will be available for collection at the Registrar during normal business hours on the second Business Day after the surrender of the original PALs.

Qualifying Shareholders who wish to transfer their rights to subscribe for Rights Shares and the investors to whom the rights to subscribe for the Rights Shares are being transferred should note that Hong Kong stamp duty of HK$5.00 and Ad Valorem stamp duty are payable in connection with the transfer of the rights to subscribe for the Rights Shares.

The PAL contains the full information regarding the procedures to be followed if the Qualifying Shareholders wish to accept only part of their provisional allotment or if they wish to renounce all or part of their provisional allotment.

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, underpaid application will be rejected. In the event of overpaid application, a refund cheque will be made out to you.

Completion and return of the PAL together with a cheque or cashier's order in payment for the Rights Shares will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. If the conditions of the Rights Issue are not fulfilled, the application monies will be refunded, without interests, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant), through ordinary post at the risk of the applicant(s) to the applicant's address specified in the register of members of the Company or the transfer form on or before Wednesday, 9 December 2015.

If the Underwriters exercise the right to terminate its obligations under the Underwriting Agreement before 4:00 p.m. on Friday, 4 December 2015, the monies received in respect of the relevant provisional allotments will be returned to the relevant persons without interest, by means of cheques to be despatched by ordinary post to their registered addresses at the risk of such applicants on or before Wednesday, 9 December 2015.

Save as described under the paragraph headed "Non-Qualifying Shareholders" above, no action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone receiving the Prospectus Documents outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself/themselves before subscribing for the allotted Rights Shares or excess Rights Shares, as to the full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in any such jurisdiction in connection therewith.

The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder. No receipt will be issued in respect of any application monies received.

Application for excess Rights Shares

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders, any Rights Shares provisionally allotted but not accepted and any unsold fractions of Rights Shares not provisionally allotted.

Applications for excess Rights Shares can be made only by Qualifying Shareholders and only by completing the EAF (in accordance with the instructions printed thereon) and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by the Latest Time for Acceptance. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**China Resources and Transportation Group Limited — EAF**" and crossed "**Account Payee Only**". The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them. An announcement of results of acceptance of and excess applications for the Rights Issue will be published on the websites of the Stock Exchange and the Company on Tuesday, 8 December 2015.

The Board will allocate the excess Rights Shares (if any) at their discretion on a pro rata basis in proportion to the number of excess Rights Shares being applied for under each application subject to availability of excess Rights Shares and on the principle that preference will be given to applications for topping-up odd lot holdings to whole lot holdings where it appears to the Board that such applications are not made with the intention to abuse such mechanism. No reference will be made to Rights Shares comprised in applications by PAL or the number of Shares held by the Qualifying Shareholders.

Shareholders with Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually.

If no excess Rights Shares are allotted to a Qualifying Shareholder who has applied for excess Rights Shares, it is expected that a cheque for the amount tendered on application in full without interest will be despatched to his/her/its registered address by ordinary post by the Registrar at his/her/its own risk on or before Wednesday, 9 December 2015. If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, it is expected that a cheque for the amount of the surplus application monies without interest will be despatched to his/her/its registered address by ordinary post at his/her/its own risk on or before Wednesday, 9 December 2015.

All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the EAF will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees

Limited will give or be subject to any of the above representations and warranties. Completion and return of the EAF together with a cheque or a cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, any EAF in respect of which a cheque or a cashier's order is dishonoured on first presentation is liable to be rejected.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including cheques or cashier's orders for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

If the Underwriters exercise the right to terminate the Underwriting Agreement or if any of the conditions of the Rights Issue is not fulfilled or waived by the Underwriters before 4:00 p.m. on Friday, 4 December 2015, the monies received in respect of application for excess Rights Shares will be returned to the relevant persons without interest, by means of cheques despatched by ordinary post at the risk of such applicants to their registered addresses by the Registrar on or before Wednesday, 9 December 2015. No receipt will be issued in respect of any application monies received.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms.

Both nil-paid Rights Shares and fully-paid Rights Shares will be traded in board lots of 5,000 Shares.

No part of securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests. Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

THE UNDERWRITING AGREEMENT

On 9 September 2015 (after trading hours), the Underwriters and the Company entered into the Underwriting Agreement in respect of the underwriting arrangement for the Rights Issue.

The principal terms of the Underwriting Agreement are as follows:

Date	:	9 September 2015
Underwriters	:	(1) Mr. Cao (2) Mr. Fung (3) VMS Securities
Total number of Rights Shares being underwritten	:	The Underwriters have conditionally agreed pursuant to the Underwriting Agreement to underwrite the Rights Shares not subscribed by the Qualifying Shareholders on a fully underwritten basis, being 4,161,884,288 Rights Shares subject to the terms and conditions of the Underwriting Agreement
Commission	:	2% of the aggregate subscription price in respect of the maximum number of underwritten shares to be underwritten by VMS Securities No commission will be paid to Mr. Cao and Mr. Fung

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriters by reference to the existing financial position of the Group, the size of the Rights Issue, and the current and the expected market condition. The Board considers that the terms of the Underwriting Agreement, including the commission rate, are fair and reasonable so far as the Company and the Shareholders are concerned.

The Underwriters

As at the Latest Practicable Date, (a) Mr. Cao and Champion Rise, a company wholly owned by him, hold 156,425,000 Shares in aggregate (representing approximately 11.58% of the existing issued share capital of the Company); and (b) Mr. Fung and Ocean Gain, a company wholly owned by him, hold 153,583,122 Shares in aggregate (representing approximately 11.37% of the existing issued share capital of the Company). As such, Mr. Cao, Mr. Fung and their respective associate are substantial shareholders (as defined under the Listing Rules) of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, VMS Securities and its associates are third parties independent of and not connected persons of the Company and its connected persons. As at the Latest Practicable Date, VMS Securities and its associates are interested in 23,865,000 Shares (representing approximately 1.77% of the existing issued share capital of the Company) and the 5th Convertible Bonds.

The Underwritten Shares

Pursuant to the Underwriting Agreement, the Underwriters have conditionally agreed to underwrite 4,161,884,288 Rights Shares on a fully underwritten basis, as follow:

(i) Mr. Cao and Mr. Fung shall, jointly and severally, underwrite up to 400,000,000 Untaken Shares, on a pro rata basis in equal proportion and in the event that there is any fractional Untaken Share arising from the allocation between Mr. Cao and Mr. Fung, such fractional Untaken Share shall be taken up by VMS Securities; and

(ii) VMS Securities shall underwrite all the remaining balance of the Untaken Shares that are not taken up by Mr. Cao and Mr. Fung pursuant to (i) above up to 3,761,884,288 Rights Shares (assuming no further new Shares are issued (other than the Rights Shares) and no repurchase of Shares on or before the Record Date).

For the avoidance of doubt, if the Untaken Shares available under the Rights Issue are less than 400,000,000, Mr. Cao and Mr. Fung shall take up all such Untaken Shares before VMS Securities.

Termination of the Underwriting Agreement

If, prior to the Latest Time for Termination, one or more of the following events or matters shall occur, arise, exist, or come into effect:

(1) In the reasonable opinion of the Underwriters, the success of the Rights Issue would be materially and adversely affected by:

(a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue after the signing of the Underwriting Agreement; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole; or

(c) any materially adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or

(d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, in the reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position of the Group as a whole; or

(e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriters, is or might be material to the Group taken as a whole; or

(f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Old Shares or Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

(2) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this event includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which, in the reasonable opinion of the Underwriters, makes it inexpedient or inadvisable to proceed with the Rights Issue; or

(3) the Circular, the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may, in the reasonable opinion of the Underwriters, is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

The Underwriters shall be entitled, by notice in writing to the Company served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriters shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

(1) any material breach of any representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriters; or

(2) any Specified Event comes to the knowledge of the Underwriters.

Upon giving of notice of termination or rescission pursuant to the Underwriting Agreement, all obligations of the Underwriters under the Underwriting Agreement shall cease and terminate and none of the parties to the Underwriting Agreement shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement save that all costs and other all out-of-pocket expenses which have been properly incurred by the Underwriters in connection with the Rights Issue and its associated transactions (excluding the underwriting commission, sub-underwriting fees and related expenses) shall be borne by the Company. If the Underwriters exercise such right, the Rights Issue will not proceed.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

(1) the passing of the necessary resolution(s) (i) by the Shareholders at the EGM to approve the Share Consolidation and the Increase in Authorised Share Capital; and (ii) by the Independent Shareholders at the EGM to approve the Rights Issue and the transactions contemplated thereunder (including the Underwriting Agreement) by no later than the Record Date;

(2) the Share Consolidation and Increase in Authorised Share Capital having become effective;

(3) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Shares and the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date;

(4) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;

(5) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date;

(6) the Underwriting Agreement not being terminated or rescinded by the Underwriters pursuant to the terms hereof on or before the Latest Time for Termination;

(7) there being no Specified Event occurred prior to the Latest Time for Termination;

(8) there being no breach of the undertakings and obligations of the Company under the terms of the Underwriting Agreement;

(9) there being no breach of the undertakings and obligations of the Underwriters under the terms of the Underwriting Agreement;

(10) delivery to the Underwriters on or before the date of the Underwriting Agreement the original Irrevocable Undertakings duly executed by each of Champion Rise, Ocean Gain, Mr. Cao and Mr. Fung; and

(11) compliance with and performance by each of Champion Rise, Ocean Gain, Mr. Cao and Mr. Fung of all of their respective undertakings and obligations in accordance with the terms of the Irrevocable Undertakings.

The conditions precedent set out in paragraphs (1) to (6) and (11) are incapable of being waived by the Underwriters and the Company. The Underwriters may waive the conditions precedent set out in paragraph (7), (8) and (10) in whole or in part by written notice to the Company. The Company may waive the condition precedent set out in paragraph (9) in whole or in part by written notice to the Underwriters.

If the conditions precedent set out in the above paragraphs are not satisfied and/or waived in whole or in part by the Underwriters by the Latest Time for Termination (or the relevant dates set out in the Underwriting Agreement) or such other date and time as the Underwriters may agree with the Company in writing, the Underwriting Agreement shall terminate (save in respect of the provisions in relation to payment of costs and expenses incurred by the Underwriters, indemnity, notices and governing law and any rights or obligations which have accrued under the Underwriting Agreement prior to such termination), all liabilities of the parties of the Underwriting Agreement shall lapse and no party will have any claim against any other party for costs, damages, compensation or otherwise, and the Rights Issue will not proceed. The Irrevocable Undertakings shall lapse upon the termination of the Underwriting Agreement.

As at the Latest Practicable Date, the above conditions (1), (2) and (10) have been fulfilled.

IRREVOCABLE UNDERTAKINGS

As at the Latest Practicable Date, (a) Mr. Cao and Champion Rise, a company wholly owned by him, hold 156,425,000 Shares in aggregate (representing approximately 11.58% of the existing issued share capital of the Company); and (b) Mr. Fung and Ocean Gain, a company wholly owned by him, hold 153,583,122 Shares in aggregate (representing approximately 11.37% of the existing issued share capital of the Company), have unconditionally and irrevocably undertaken respectively to the Company and the Underwriters that, among other things, he/it:

(a) will remain as the beneficial owner of the Shares as set out above at the close of business on the Record Date;

(b) will subscribe for the Rights Shares to which he/it will be provisionally allotted pursuant to the Rights Issue, representing their respective full entitlement under the Rights Issue, by lodging the duly completed and signed PAL in respect of all such Rights Shares with payment in full therefor with the Registrar before the Latest Time for Acceptance in accordance with the terms of the Prospectus Documents; and

(c) shall not, during the period from the date of the respective Irrevocable Undertaking to (and including) the Record Date, transfer or otherwise dispose of the Shares or acquire any Shares or any interests therein (except by taking up the Rights Shares under their respective entitlement), unless with the prior written consent of the Company and the Underwriters.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue:

Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date:

			Immediately after completion of the Rights Issue			
Shareholders	**As at the Latest Practicable Date**		**Assuming all Shareholders have taken up Rights Shares**		**Assuming the Underwriters have taken up all the Rights Shares (assuming no Qualifying Shareholders except for Mr. Cao, Mr. Fung, Champion Rise and Ocean Gain take up 1,240,032,488 Rights Shares pursuant to the Irrevocable Undertakings)**	
	Shares	*%*	*Shares*	*%*	*Shares*	*%*
Mr. Cao *(notes 1, 2, 5)*	6,760,000	0.50	33,800,000	0.50	233,800,000	3.46
Champion Rise *(note 2)*	149,665,000	11.08	748,325,000	11.08	748,325,000	11.08
Mr. Fung *(notes 1, 3, 5)*	62,118,122	4.60	310,590,610	4.60	510,590,610	7.56
Ocean Gain *(note 3)*	91,465,000	6.77	457,325,000	6.77	457,325,000	6.77
Mr. Tsang Kam Ching, David *(note 1)*	2,581,225	0.19	12,906,125	0.19	2,581,225	0.04
	312,589,347	23.14	1,562,946,735	23.14	1,952,621,835	28.91
Public Shareholders	1,014,024,847	75.09	5,070,124,235	75.09	1,014,024,847	15.02
VMS Securities and its associates *(notes 4, 5)*	23,865,000	1.77	119,325,000	1.77	3,785,749,288	56.07
Total	**1,350,479,194**	**100.00**	**6,752,395,970**	**100.00**	**6,752,395,970**	**100.00**

If the existing shareholders (other than those who have provided the Irrevocable Undertakings) elect not to participate in the Rights Issue, their shareholding will decrease from 77.05% to 15.42%, representing about 80% dilution to their existing shareholdings.

Notes:

1. Mr. Cao, Mr. Fung and Mr. Tsang Kam Ching, David are executive Directors.

2. Champion Rise is wholly owned by Mr. Cao.

3. Ocean Gain is wholly owned by Mr. Fung.

4. In circumstances where the Rights Issue were to become unconditional and VMS Securities as its capacity as one of the Underwriters was obliged to take up all its commitment to the relevant number of Underwritten Shares in accordance with the Underwriting Agreement, VMS Securities and its associates' interest would extend to a maximum stake of approximately 56.07% in the share capital of the Company as enlarged by the issue of the Rights Shares. VMS Securities procures that it and its sub-underwriters (i) will be a third party independent of, not acting in concert with and will not be connected with the Directors, chief executive or substantial Shareholders of the Company or their respective associates; and (ii) will not, together with party(ies) acting in concert with each of them or their respective associates, hold in aggregate 30% or more of the voting rights of the Company immediately upon completion of the Rights Issue.

5. VMS Securities has, on 9 September 2015, sub-underwritten all its Underwritten Shares to the sub-underwriters. As at the Latest Practicable Date, VMS Securities and each of the sub-underwriters is independent third party of the Company. Under the sub-underwriting agreements, VMS Securities has sole discretion to allocate the Untaken Shares among the sub-underwriters, and each of the sub-underwriters will not individually hold 10% or more of the enlarged share capital immediately after completion of the Rights Issue as a result of their sub-underwriting obligations under the Rights Issue. Public float will be maintained above 25% immediately upon completion of the Rights Issue, which ensures that the Company will maintain the minimum public float requirement in compliance with Rule 8.08 of the Listing Rules.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in expressway operations, trading of petroleum and related products, compressed natural gas stations operations and timber operations. The gross proceeds from the Rights Issue will be approximately HK$1,080.4 million (assuming no further Shares will be issued or repurchased on or before the Record Date). The estimated net proceeds of the Rights Issue will be approximately HK$1,046.5 million (assuming no further Shares will be issued or repurchased on or before the Record Date) which are intended to be used in the following manner:

(i) approximately HK$780.0 million will be applied to repay the principal amount of Company's loans and borrowings;

(ii) approximately HK$166.5 million will be applied to the interest payments of the Outstanding CBs and other borrowings;

(iii) approximately HK$60.0 million will be applied to invest in a new investment opportunity including the establishment of a joint venture with CNOOC Oil & Petrochemicals Company Limited (中海石油煉化有限責任公司) ("**CNOOC**") for the investment, construction and operation of the partial oxidation coal-to-hydrogen plant under the Huizhou petrochemicals phase II project in the petrochemical area of Daya Bay technological and economic development zone, the PRC; and

(iv) approximately HK$40.0 million will be applied to the construction and installation of new compressed natural gas and/or liquefied natural gas dispensing stations in the PRC.

The Directors are of the view that the Rights Issue would facilitate the repayment of the loans and borrowings of the Group, which will improve the financial position of the Group and lower the interest expense of the Group. The Rights Issue will also allow the Group to capture and materialise the identified investment opportunities (with details as set out below) and strengthen the capital base of the Group.

Use of Proceeds

Details of the Group's outstanding loans and borrowings as at the Latest Practicable Date are as follow:

Due on or before 30 September 2016

Debts	**Aggregate debts amount** *(HK$'million)*	**Maturity date**	**Interest rate**
Straight bonds	592	December 2015	9%
	500	March 2016	9%
	500	September 2016	9%
Convertible bonds	992	February 2016	9%
Bank borrowings	1,127	By September 2016	5.41% – 12%
	3,711		

Due after 30 September 2016

Debts	**Aggregate debts amount** *(HK$'million)*	**Maturity date**	**Interest rate**
Convertible bonds	1,500	October 2016	9%
	700	February 2018	9%
Bank borrowings	10	By December 2016	5.41%
	332	By December 2017	5.41% to 10.6%
	197	By December 2018	5.41% to 10%
	10,458	From 2019 to 2034	5.41%
	13,197		
Total loans and borrowings	16,908		

The conversion price (before Share Consolidation) for all the convertible bonds is HK$0.2. Comparing with the closing price of HK$0.058 (before Share Consolidation) as at the Last Trading Date, all the convertible bonds are deep out-of-the money which are unlikely to be converted to Shares and have to be repaid by their maturity date. According to the above table, a total of HK$3,711 million will be due on or before 30 September 2016 if there is no extension of the repayment date. The Board has been actively negotiating with the debts holders on the possibility of extending the repayment date. Based on the current discussions, the Board expects that approximately HK$780 million of the debts have to be repaid without further delay. It is not in the interest of the Company to default its debt obligations. Also, repayments of the above debts by using the proceeds of the Rights Issue not only save interest payments but also improves the overall financial position of the Group, which facilitates the Company's on-going financial planning. Therefore, the Board considers that it is essential to raise funds to repay the HK$780 million debts.

Based on the latest repayment schedule of the outstanding debts, management account, recent business plans and the cash flow forecast for the next 12 months, the Board expects that after taking into account the operating net cash inflow from the Group's operations, the Company's funding needs in the upcoming 12 months will be approximately HK$3,000 million, which mainly represents the principal and interest due for the outstanding straight bonds and convertible bonds of HK$2,954 million. The above expectation is based on the key assumptions that (i) all straight bonds and convertible bonds falling due will not be able to be extended, (ii) no other long term funds can be raised by way of other fund raising alternatives and (iii) the Group's operating results and cash flow will not have significant changes compared to the preceding year.

The Board has been actively negotiating with the debts holders on the possibility of extending the repayment date. Based on the recent discussions, the Board estimates that a minimum of approximately HK$780 million of the principal and approximately HK$166.5 million of the interest payments will have to be repaid in the coming 5 months without delay. If additional funding can be raised above the minimum proceeds sourced from the Rights Issue, it will also be applied to repay the remaining debts. The Board considers that it is crucial to cater for the above throat-cutting funding needs before it can take a next step to negotiate further with holders of the remaining debts falling due in the remaining 7 months. The Board considers that by repaying the above debts and interest, it will improve its gearing ratio and the overall financial position and relieve its interest burden, and thus facilitate it to negotiate with the debts holders for rescheduling the remaining debts.

Apart from the Rights Issue which cater for most of the imminent funding needs in the coming 5 months, the Board has been and will be in its best endeavor sourcing further funding for debt repayments purpose, in the remaining 7 months.

The possible ways to satisfy its remaining funding needs in the remaining 7 months includes debts payment rescheduling and further fund raisings alternatives. The Company maintains good relationship with its debt holders. As disclosed in the announcements dated 14 August 2015 and 28 August 2015, the Company has successfully restructured a number of convertible bonds to extend the repayment dates. Settling the debts by using the proceeds sourced from the Rights Issue will lubricate the negotiation process. The Board considers that only when the Rights Issue becomes materialized it can further formulate and finalize its strategy in satisfying its remaining funding needs in the remaining 7 months. Having said that, preliminarily, besides debts payment rescheduling, the Company has been considering the possibility of other equity fund raising alternatives (e.g. private placement) subject to the completion of the Rights Issue. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Regarding the loans and borrowings of the Group to be due after one year from the Latest Practicable Date, the Directors will frequently evaluate and determine appropriate settlement plans towards these loans and borrowings by taking into consideration the actual operating cash flow of the Group in the next 12 months, the economic environment and the prevailing market condition by the time when these loans and borrowings become due.

As disclosed in the Company's announcement dated 16 January 2015, Shenzhenshi Qianhai Zitong Clean Energy Company Limited (深圳市前海資通清潔能源有限公司) ("**Zitong Clean Energy**"), which is an 85% indirectly owned subsidiary of the Company in the PRC, has entered into a legally-binding letter of intent dated 16 January 2015 with CNOOC in relation to, among other things, the establishment of a joint venture for the investment, construction and operation of the partial oxidation coal-to-hydrogen plant ("**POX Project**") under the Huizhou petrochemicals phase II project in the petrochemical area of Daya Bay technological and economic development zone, the PRC.

Hydrogen, being an essential reducing agent in oil refining process, is mainly utilized in the hydro-desulfurization, hydrocracking and hydrofining processes in the chemical processing industry. To fulfill the environmental requirements of the PRC, the oil quality standard of diesel has been increasingly elevated. Hydrocracking and hydrofining in oil refining process are the main stages to produce high quality clean energy, and both stages require mass usage of hydrogen. The urge to enhance the oil quality upgrade within the chemical processing industry has resulted in high demand of hydrogen supply. Currently, the annual oil refining capacity in the PRC has reached approximately 600 million tons per year, and by the year of 2020, it is expected to reach 750 million tons per year. By that time, the hydrogen demand in the chemical processing industry is expected to reach over 10 million tons per year.

Currently, domestic refineries in the PRC usually use the natural gas conversion/partial oxidation method or the light/heavy oil catalytic conversion method for production of hydrogen. China is a country with rich coal resources but limited gas resources. Given an increasing demand of hydrogen, limited supply and high price of natural gas resources and related policy control, the coal-to-hydrogen partial oxidation method of hydrogen production provides a lower cost and cleaner solution for hydrogen production in the PRC. Costs of hydrogen production by other methods are currently over RMB20,000 per ton, while the cost of hydrogen production by using the coal-to-hydrogen partial oxidation method is estimated to be lowered by 30% to 40%.

As disclosed in the Company's announcements dated 28 August 2014 and 18 September 2014, the Company has entered into framework agreements with PetroChina Guangdong Marketing Company ("**PetroChina Guangdong**") and PetroChina Henan Marketing Company ("**PetroChina Henan**") (collectively, "**PetroChina**") under which the Company has obtained first rights for the installation and operation of electric vehicle charging and CNG and/or LNG dispensing stations ("**CNG/LNG Projects**") in over 1,100 gas stations of PetroChina Guangdong in Guangdong province, the PRC and 840 gas stations of PetroChina Henan in Henan province, the PRC, respectively. Both the POX Project and CNG/LNG Projects are still in the preliminary stage of design and research phase. Detailed development plan and funding needs are as below:

(a) The construction of POX Project will have three phases with each phase last for 2 years. It is expected that the construction of the first phase will start in early 2016 and the operation will start in early 2018. The HK$60 million sourced from the Rights Issue will be applied as initial working capital and for detailed design process for the first phase. The management of the Company estimates that the total funding requirement for the first phase will be approximately RMB4,690 million over the next two years. The funding needs for the project company is expected to be satisfied by long term bank loans to be borrowed at the project company level. As the plant for the POX Project in Huizhou will be jointly-owned and jointly-operated by CNOOC, a state-owned enterprise in the PRC, the Board expects that the project company, with CNOOC as one of the venturers, can easily secure the funding through long term bank loans at a competitive low interest rate.

(b) From the Group's experience in the construction and operations of CNG/LNG dispensing stations, it is estimated that the construction cost for a CNG/LNG dispensing station in the PRC will be approximately RMB5 million to RMB6 million. Based on the estimation of future operation capacity, the management of the Company plans to establish 6 CNG/LNG dispensing stations in the coming year which will cost approximately HK$40 million and have to be financed by the proceeds generated from the Rights Issue.

Given the opportunity to cooperate with CNOOC and PetroChina marketing branches, the Company aims at achieving effective provision of resources to the market and thereby realizing the strategic development objective of the Group, and thus the Board is full of confidence in the Group's energy business prospects.

Reasons for Rights Issue

After due and careful consideration, the Board considers that the current structure of the Rights Issue, as a form of equity financing available for all the existing shareholders to participate, is the best, if not the only alternative which the terms are acceptable to both the Company and the Underwriters in light of the Group's current circumstance.

There is about HK$1,046.5 million imminent funding needs for the Group after the Board's assessment over its financial and operation position. The Group has taken various steps to address the funding needs of the Company. The Company has negotiated and agreed with holders of certain convertible bonds, namely, Li Ka Shing (Canada) Foundation, Dr. Lo Ka Shui, Grand Version Investments Limited and Guotai Junan Investments (Hong Kong) Limited ("**GJHK**"), to extend the maturity dates of the outstanding convertible bonds held by them. In this connection, Mr. Cao has agreed to provide personal guarantees in respect of such convertible bonds other than the convertible bonds held by GJHK.

The Group is in heavy debts. The Board considers that debt raising (including bank financing) would not be an option as it would worsen the gearing and debt position of the Group.

The Board has also considered other non-pre-emptive equity fund raising possibilities, such as placing. Due to the relatively large fund raising amount, the placing agents did not come up with reasonable terms that are acceptable to the Company. The pre-emptive nature of the Rights Issue allows the Qualifying Shareholders to maintain their respective pro-rata shareholding through their participating in the Rights Issue. The Rights Issue allows the Qualifying Shareholders who participate to (a) increase its interests in the shareholding of the Company by (i) acquiring additional rights entitlement in the open market (subject to the availability); and/or (ii) applying through excess applications for rights shares or (b) decrease its interests in the shareholding of the Company by disposing of their rights entitlements in the open market (subject to availability). Also, the Rights Issue has been fully underwritten and thus, the Group's target funding in need will be secured. In light of the above, the Board considers that the Rights Issue is the fairest equity financing to the existing shareholders.

The Board has approached not less than three third-party underwriters. Among them, VMS Securities offers the most reasonable terms which are acceptable to the Company.

The Board is minded to set the subscription price at a level which is compelling and acceptable to the existing shareholders for them to maintain their existing shareholding through subscribing the Rights Issue. The Subscription Price is at HK$0.20 per Rights Shares which is about 82% discount to the equivalent closing price of HK$1.16 per Share as at the Last Trading Day after taking into account the effect of the Share Consolidation. The relative high discount is targeted to attract more of the existing shareholders to subscribe for the Rights Shares, which is common in many similar exercises in the market.

With the funding needs amount as estimated by the Board together with the purposive subscription price, the Board comes up with the resulting 4-for-1 Rights Issue. If the existing shareholders (other than those who have provided the Irrevocable Undertakings) elect not to participate in the Rights Issue, their aggregate shareholding will decrease from 77.05% to 15.42%, resulting a maximum of 80% dilution to their existing shareholdings as illustrated under the paragraphs headed "Shareholding Structure of the Company" of this Prospectus. In light of the relative low subscription price at HK$0.20 per Rights Shares, the Board considers that the Rights Issue is attractive to the existing shareholders and expects that they will subscribe for their respective entitlements to maintain their existing shareholding.

Based on the above, in particular the pre-emptive nature of the Rights Issue with the availability of excess application, the Board considers that the terms of the Rights Issue are fair and reasonable and in the best interest of the Shareholders.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

Date of announcements	Description	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
28 November 2014	Issue of 9% convertible bonds due in 2016 and 2018 under specific mandate	Approximately HK$3,192 million	(i) To set-off against HK$3,092 million of the total principal amount of (a) part of the 9% convertible bonds due 2015, which matured on 3 September 2015; (b) all of the convertible bonds due on 24 October 2016; and (c) all of the convertible bonds due on 3 October 2017 *(note)* (ii) The remaining HK$100 million is to be used as general working capital of the Group	(i) HK$3,092 million was used for set-off (a) part of the 9% convertible bonds due in 2015; (b) all of the convertible bonds due on 24 October 2016 and (c) all of the convertible bonds due on 3 October 2017; and (ii) HK$100 million was used for repayment of borrowings and accrued interest
28 September 2014	Issue of 9% convertible bonds due in 2017 under general mandate *(note)*	Approximately HK$600 million	To refinance the HK$600 million 9% convertible bonds due in 2014, which matured on 29 September 2014	Used as intended

Note: The convertible bond due in 2017 under the general mandate was subsequently offset by the convertible bond due in 2018 which was approved by Shareholders under the specific mandate granted in the general meeting held on 28 January 2015.

Save for the above, the Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the Latest Practicable Date.

ADJUSTMENTS TO THE SUBSCRIPTION PRICE AND/OR NUMBER OF SHARES UNDER THE SHARE OPTIONS, THE CONVERSION PRICE UNDER THE CONVERTIBLE BONDS AND THE SUBSCRIPTION PRICE UNDER THE UNLISTED WARRANTS

The Share Consolidation and the Rights Issue may lead to adjustments to the subscription price and/or the number of Shares issuable under the Outstanding Share Options, the conversion price of the Outstanding CBs and the subscription price and/or number of Shares issuable under the Unlisted Warrants pursuant to their respective terms. Please refer to the announcement of the Company dated 6 November 2015 in relation to the adjustments to the aforesaid securities.

LISTING RULES IMPLICATIONS

Under the Listing Rules, Mr. Cao is the chairman of the Company and an executive Director, Mr. Fung is an executive Director and each of them and their respective associates are substantial Shareholders of the Company. Accordingly, the entering into of the Underwriting Agreement between the Company, Mr. Cao and Mr. Fung is a connected transaction under the Listing Rules. Pursuant to Rule 14A.92(2) of the Listing Rules, provided that Rule 7.21 of the Listing Rules has been complied with, the transaction(s) under the Underwriting Agreement will be exempted from the reporting, announcement and Independent Shareholders' approval requirements. Also, no underwriting commission will be paid to both Mr. Cao and Mr. Fung. As such, no commission and fee payable by the Company to the connected person for the underwriting arrangement is subject to connected transaction requirements under the Listing Rules.

INFORMATION OF THE GROUP

The Group is principally engaged in expressway operations, trading of petroleum and related products, compressed natural gas ("**CNG**") gas stations operations and timber operations.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

The Rights Issue is conditional, inter alia, upon the fulfilment of the conditions set out under the paragraphs headed "Conditions of the Rights Issue" in the "Underwriting Agreement" of this Prospectus.

Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from Thursday, 19 November 2015 to Thursday, 26 November 2015 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Friday, 4 December 2015 (or such later time and/or as the Company and the Underwriters may determine), or the Underwriting Agreement is terminated by any of the Underwriters, the Rights Issue will not proceed. Any Shareholders or other persons dealing in the Shares up to the date when the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriters' right of termination or rescission of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Thursday, 19 November 2015 to Thursday, 26 November 2015 (both dates inclusive) will accordingly bear the risk that the Rights Issue could not become unconditional or does not proceed.

ADDITIONAL INFORMATION

In the event of inconsistency, the English text of this Prospectus and the accompanying form of proxy shall prevail over their respective Chinese texts.

Your attention is drawn to the additional information set out in Appendices I to III to this Prospectus.

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

1. SUMMARY OF FINANCIAL INFORMATION

The Company is required to set out in this Prospectus the information for the last three financial years with respect to the profits and losses, financial record and position in a comparative table and the latest published audited balance sheet together with the notes on the annual report for the last financial year of the Group.

The audited consolidated financial statements of the Group prepared in accordance with all applicable Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants for the three financial years ended 31 March 2015 together with the relevant notes thereto can be found from pages 27 to 126 of the annual report of the Company for the year ended 31 March 2013, pages 32 to 140 of the annual report of the Company for the year ended 31 March 2014 and pages 36 to 148 of the annual report of the Company for the year ended 31 March 2015, respectively.

Each of the said audited consolidated financial statements of the Group for the three financial years ended 31 March 2015 is incorporated by reference to this Prospectus and forms part of this Prospectus. The said annual reports of the Company are available on the Company's website at http://www.crtg.com.hk/html/index.php and the website of the Stock Exchange at http://www.hkexnews.hk/.

Please also see below the links to the annual reports of the Company:

Annual Report 2015:

http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0715/LTN20150715268.pdf

Annual Report 2014:

http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0724/LTN20140724249.pdf

Annual Report 2013:

http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0722/LTN20130722219.pdf

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 September 2015, being the latest practicable date for the purpose of this indebtedness statement prior to the dispatch of this Prospectus, details of the Group's indebtedness are as follow:

(a) Borrowings

As at 30 September 2015, the Group had outstanding borrowings of approximately HK$12,431,269,000, among which (i) HK$11,404,179,000 is secured and guaranteed and (ii) HK$1,027,090,000 is unsecured and guaranteed.

As at 30 September 2015, the Group had outstanding convertible bonds, non-convertible debts and promissory note with carrying amounts of approximately HK$3,298,354,000, HK$1,591,088,000 and HK$304,618,000, respectively. These convertible bonds, non-convertible debts and promissory note are unsecured and unguaranteed.

(b) Pledge of assets and guarantee

As at 30 September 2015, secured borrowings of the Group were secured by (a) Zhunxing's receivables rights of toll income of the Zhunxing Expressway and (b) the Group's available-for-sale investments with an aggregate carrying amount of HK$106,999,000. Secured borrowings of the Group at 30 September 2015 were also guaranteed by (a) the Company, (b) a non-controlling shareholder of Zhunxing and (c) a third party guarantee company.

At 30 September 2015, unsecured borrowings of the Group were guaranteed by (a) the Company and (b) a director of the Company.

(c) Contingent liabilities

As at 30 September 2015, the Group did not have any material contingent liabilities.

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables, the Group did not have any outstanding mortgages, charges, debentures or other loan capital, bank drafts, loans, debt securities or other similar indebtedness, foreign exchange liabilities, liabilities under acceptance or acceptances credits, finance lease, or hire purchase commitments guarantees at the close of business on 30 September 2015.

For the purpose of this indebtedness statement, Renminbi amounts have been translated into Hong Kong dollars at the prevailing exchange rate of approximately 1.22.

The Directors have confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 30 September 2015 up to the Latest Practicable Date.

3. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECT

Business Trend

The Company is principally engaged in expressway operations, trading of petroleum and related products, CNG gas stations operations and timber operations. As disclosed in the annual report of the Company for the year ended 31 March 2015, the Group's consolidated turnover was approximately HK$5,016.55 million (2014: HK$8,585.72 million), among which, HK$905.79 million toll income from expressway operations and HK$4,091.58 million income from trading of petroleum and related products constituted the main streams of the Group's revenue. Driven by the increased toll income arising from expressway operations and increased revenue from trading of petroleum and related products, the Group recorded an enhanced positive EBITDA (defined as earnings before interest, tax, depreciation, amortization and non-cash changes in values of assets and liabilities) amounted to approximately HK$740.53 million (2014: HK$159.87 million).

A loss attributable to owners of the Company of approximately HK$1,765.90 million (2014: HK$590.49 million) was recorded for the year ended 31 March 2015. The substantial increase in loss was mainly attributable to the significant increase in finance cost arising from bank borrowings and convertible bonds issued by the Company (collectively the "**Specific Borrowings**") to finance the construction of Zhunxing Expressway. Upon the traffic opening and commencement of toll collection of Zhunxing Expressway on 21 November 2013, the Group ceased capitalizing all the finance costs arising from these Specific Borrowings and recognized them directly in the Group's consolidated income statement pursuant to HKAS 23, Borrowing Costs.

Operation of Zhunxing Expressway

The Group's turnover is partly contributed by toll income from Zhunxing Expressway operated by Zhunxing which is indirectly held as to 86.87% by the Company. Upon traffic opening and commencement of toll collection of Zhunxing Expressway on 21 November 2013, the Group actively introduced measures and promotions to achieve steady rise in the average daily traffic volume of Zhunxing Expressway. The year ended 31 March 2015 was the first full financial year after the official opening of the Zhunxing Expressway. Based on the experience of other expressway operators, an expressway usually needs to undergo an incubation stage of two to three years after opening. The management of Zhunxing will continue to implement measures to attract more coal transport vehicles to use Zhunxing Expressway on a regular basis to improve both the traffic volume and toll income of Zhunxing Expressway.

Petroleum and Related Products Business

The Company's wholly owned subsidiary, Shenzhenshi Qianhai Zitong Energy Company Limited (深圳市前海資通能源有限公司) ("**Zitong Energy**"), is the Group's intermediary holding company focusing on the overall development of the petroleum and related products business sector. The Group has three ancillary business sectors, namely (1) the traditional energy business sector based on refined petroleum trading, (2) the clean energy business sector based on contemporary coal chemicals, and (3) the new energy business sector based on liquefied natural gas ("**LNG**"), CNG and charging pile for vehicles.

(1) Refined Petroleum Trading Business:

Zitong Energy is the supplier of a number of provincial sales companies of the products of PetroChina Company Limited and Sinopec Corp. Its trading channels and market shares have been expanding rapidly and it has achieved a preliminary annual sales capability of 1 million to 1.5 million tons of refined petroleum. Zitong Energy will endeavor to further consolidate and expand the sources of resources, continue to optimize the client base and improve tracking services by providing tailor-made service to clients. At the same time, the Company by means of employing system formulation, design of business flows and comprehensive risk controls will strengthen the operational management level, control the operating costs strictly and strive to increase the gross profit per ton of petroleum, thus realizing the operational objectives of the Company.

(2) Clean Energy Business:

Zitong Clean Energy will continue to focus on technological coordination and business negotiation for the POX Project detailed under the paragraphs headed "Reasons for Rights Issue and use of proceeds" in the "Letter from the Board" of this Prospectus and actively facilitate the forming of the related joint venture. Zitong Clean Energy will also take proactive approach in the preliminary works including optimization of technologies, selection of equipment and construction.

(3) New Energy Business:

Zitong Energy has expanded into the natural gas dispensing business for commercial vehicles in late 2014. The Group's first and second natural gas dispensing station in Sichuan of the PRC commenced operation in January 2015 and July 2015 respectively. With the operation and management experience acquired in these two stations, the management of the Company plans to establish more CNG/LNG stations in the coming year with the proceeds generated from the Rights Issue.

Zitong Energy's wholly-owned subsidiary, Shenzhenshi Qianhai Zitong New Energy Company Limited (深圳市前海資通新能源有限公司), will be responsible for the implementation of the cooperative frameworks agreements, site selection, upgrade and transformation of the respective PetroChina gas stations under the CNG/LNG Projects detailed under the paragraphs headed "Reasons for Rights Issue and use of proceeds" in the Letter from the Board of this Prospectus.

Timber Operations

With an aim to focus its resources and manpower on expressway operations and petroleum and related products of the Group, the Company will continue to look for opportunity to dispose its forestry related business.

Prospects

The Company will continue to look out for opportunities to enhance the competitive edge of Zhunxing Expressway and proactively push forward the expansion on the petroleum and related products business to achieve sustainable growth of the Group. Save for the business progresses mentioned herein and detailed under the section headed "REASONS FOR RIGHTS ISSUE AND USE OF PROCEEDS" in the Letter from the Board of this Prospectus, the Board will proactively seek for other potential investment opportunities to broaden and diversify the income base of the Group, maximizing the benefits of the Shareholders as a whole.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2015, being the date to which the latest published audited consolidated financial statements of the Company were made up.

5. WORKING CAPITAL

After due and careful enquiry, based only on (i) the net proceeds from the Rights Issue and (ii) the presently available financial resources, including internally generated funds from operations and available banking facilities of the Group, the Directors are of the opinion that there will not be sufficient working capital for the Group's requirements for the next 12 months from the date of publication of this Prospectus.

As described in the section "REASONS FOR RIGHTS ISSUE AND USE OF PROCEEDS" in the Letter from the Board of this Prospectus, the Directors will carry out all necessary plans to provide additional working capital to the Group to settle the Group's outstanding loans and borrowings when they fall due, including:

(1) renewing the existing banking facilities upon expiry;

(2) rescheduling part of the loans and borrowings of the Group which will fall due within the next 12 months when they fall due (note 1); and

(3) raising further equity funds in the coming year including but not limited to private placement, open offer or rights issue (note 2).

(note 1) The Company maintains good relationship with its convertible bond holders and straight bond holders. As disclosed in the announcements dated 14 August 2015 and 28 August 2015, the Company has successfully restructured a number of convertible bonds to extend their repayment dates. Settling part of the convertible bonds and straight bonds by using the proceeds sourced from the Rights Issue will strengthen the Group's financial position and lubricate the negotiation process with other convertible bond holders for debt rescheduling.

(note 2) The Directors are of the opinion that the completion of the Rights Issue will strengthen the Group's financial position and increase the capability of the Company to raise further equity funds in the coming year, if necessary.

(A) UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE LIABILITIES OF THE GROUP

The unaudited pro forma financial information of the Group (the "**Unaudited Pro Forma Financial Information**") has been prepared in accordance with paragraph 4.29(1) of the Listing Rules set out below to illustrate the effect of the Rights Issue on the consolidated net tangible liabilities of the Group as if they had taken place on 31 March 2015.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible liabilities of the Group attributable to owners of the Company had the Share Consolidation and the Rights Issue been completed as at 31 March 2015 or at any future date.

The following Unaudited Pro Forma Financial Information of the adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company is prepared based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2015, extracted from the published audited consolidated financial statements of the Group for the year ended 31 March 2015, with adjustment described below:

Taking into account 1,350,479,194 Shares in issue as at the Latest Practicable Date, and assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date to the Record Date, 5,401,916,776 Rights Shares will be issued under the Rights Issue after the Share Consolidation became effective on 5 November 2015.

	Audited consolidated net tangible liabilities attributable to owners of the Company as at 31 March 2015	Unaudited estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible liabilities attributable to owners of the Company as at 31 March 2015	Unaudited consolidated net tangible liabilities per Share before the completion of the Rights Issue	Unaudited pro forma adjusted consolidated net tangible liabilities per Share immediately after the completion of the Rights Issue
	HK$'000	*HK$'000*	*HK$'000*	*HK$*	*HK$*
	(Note 1)	*(Note 2)*		*(Note 3)*	*(Note 4)*
(i) Based on 5,401,916,776 Rights Shares at subscription price of HK$0.20 per Rights Share	(17,072,663)	1,046,490	(16,026,173)	(12.64)	(2.37)

Notes:

1. The audited consolidated net tangible liabilities attributable to owners of the Company as at 31 March 2015 has been extracted from the published audited consolidated financial statements of the Group for the year ended 31 March 2015, which is based on the consolidated net assets attributable to owners of the Company of HK$2,468,467,000 less concession intangible assets of HK$19,001,931,000, goodwill and other intangible assets of HK$400,782,000 and forest concession rights of HK$138,417,000.

2. The estimated net proceeds from the Rights Issue is approximately HK$1,046,490,000 based on the 5,401,916,776 Rights Shares to be issued at the Subscription Price of HK$0.20 per Rights Share after deducting estimated related expenses, including among others, underwriting commissions and legal and professional fees, which are directly attributable to the Rights Issue, of approximately HK$33,893,000.

3. The unaudited consolidated net tangible liabilities of the Group per Share before the completion of the Rights Issue is determined based on the audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 March 2015 of approximately HK$17,072,663,000 as disclosed in Note 1 above, divided by 1,350,479,194 Shares (assuming that the Share Consolidation become effective on 31 March 2015) of the Company in issue as at 31 March 2015.

4. The unaudited pro forma adjusted consolidated net tangible liabilities per Share after the completion of the Rights Issue is determined based on the unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 March 2015 of approximately HK$16,026,173,000 divided by 6,752,395,970 Shares which comprise 1,350,479,194 Shares (assuming the Share Consolidation become effective on 31 March 2015) in issue as at 31 March 2015 and 5,401,916,776 Rights Shares to be issued after the completion of the Rights Issue.

5. No adjustment has been made to reflect any trading results or other transactions of the Group subsequent to 31 March 2015.

(B) ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE LIABILITIES OF THE GROUP

The following is the report on the unaudited pro forma financial information issued by BDO Limited for the purpose of inclusion in this Prospectus.

BDO

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111 Connaught Road Central
Hong Kong

The Board of Directors
China Resources and Transportation Group Limited
Room 1801-07, 18/F
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

To the Directors of China Resources and Transportation Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of China Resources and Transportation Group Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group as at 31 March 2015 and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages 50 to 51 of the Company's prospectus dated 17 November 2015 (the "**Prospectus**"). The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described on pages 50 to 51.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed rights issue on the basis of four rights shares for every one Share (as defined in the Prospectus) held on the Record Date (as defined in the Prospectus) (the "**Rights Issue**") of the Company. As part of this process, information about the Group's audited consolidated net liabilities has been extracted by the directors from the Group's consolidated financial statements for the year ended 31 March 2015, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the HKICPA. This standard requires that the reporting accountant complies with ethical requirements and plans and performs procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 31 March 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and

- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BDO Limited
Certified Public Accountants
Alfred Lee
Practising Certificate number P04960

Hong Kong, 17 November 2015

1. RESPONSIBILITY STATEMENT

This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with respect 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 document 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 document misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue is set out as follows:

2.1 Assuming no new Shares being issued or repurchased by the Company on or before the Record Date:

2.1.1 As at the Latest Practicable Date

Authorised:		*HK$*
15,000,000,000	Shares	3,000,000,000
Issued and fully paid:		
1,350,479,194	Shares	270,095,838

2.1.2 Immediately after completion of the Rights Issue

Authorised:		*HK$*
15,000,000,000	Shares	3,000,000,000
Issued and fully paid:		
1,350,479,194	Shares	270,095,838
5,401,916,776	Rights Shares	1,080,383,355
6,752,395,970	Total	1,350,479,193

The Rights Shares, when allotted and fully paid, will rank pari passu in all respects, including the rights to dividends, voting and return of capitals with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

Save as disclosed in the paragraphs headed "New Shares issuable" in the "Letter from the Board" of this Prospectus, the Company has no other outstanding options, warrants, derivatives or other convertible securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

3.1 Director's interest and short positions in shares, debentures or underlying shares of the Company and its associated corporations

3.1.1 As at the Latest Practicable Date, the interests and short positions of the Director and chief executive of the Company in the Shares or, underlying shares or debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of Director	Capacity	Number of Share/underlying shares held *(Note 5)*	Approximate % of the issued shares *(Note 4)*
Mr. Cao *(Note 1)*	Beneficial owner	6,760,000	0.50
	Held by controlled corporation	149,665,000	11.08
Mr. Fung *(Note 2)*	Beneficial owner	62,118,122	4.60
	Held by controlled corporation	91,465,000	6.77
Tsang Kam Ching, David	Beneficial owner	2,581,225	0.19
	Beneficial owner	1,400,000 *(Note 3)*	0.10

Name of Director	Capacity	Number of Share/underlying shares held *(Note 5)*	Approximate % of the issued shares *(Note 4)*
Duan Jingquan	Beneficial owner	1,400,000 *(Note 3)*	0.10
Gao Zhiping	Beneficial owner	1,400,000 *(Note 3)*	0.10
Yip Tak On	Beneficial owner	250,000 *(Note 3)*	0.01
Jing Baoli	Beneficial owner	250,000 *(Note 3)*	0.01
Bao Liang Ming	Beneficial owner	250,000 *(Note 3)*	0.01

Notes:

(1) Champion Rise being wholly owned by Mr. Cao was interested in 149,665,000 Shares, representing approximately 11.08% in the issued share capital of the Company. Champion Rise is a substantial shareholder of the Company.

(2) Ocean Gain being wholly owned by Mr. Fung was interested in 91,465,000 Shares, representing approximately 6.77% in the issued share capital of the Company. Ocean Gain is a substantial shareholder of the Company.

(3) The interests in underlying shares of the Company represent interests in options granted to the directors to subscribe for ordinary shares of HK$0.20 each of the Company at the subscription price of HK$9.00 per Share.

(4) Based on 1,350,479,194 Shares in issue as at the Latest Practicable Date.

(5) The effect of Rights Issue has not been taken into account.

3.1.2 Save as disclosed in this Prospectus, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

3.2 Substantial shareholders and other person's interests in Shares and underlying Shares

As at the Latest Practicable Date, other than the interests disclosed above in respect of certain directors and chief executive of the Company, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital or relevant securities of the Company or any member of the Group:

Name	**Capacity**	**Number of Share/underlying shares held** *(Note 11)*	**Approximate % of the issued shares** *(Note 10)*
Champion Rise *(Note 1)*	Held by controlled corporation	149,665,000	11.08
Vivid Beyond Securities Limited *(Note 2)*	Held by controlled corporation	125,000,000	9.25
China Alliance International Holding Group Limited *(Note 3)*	Held by controlled corporation	101,293,103	7.50
Ocean Gain *(Note 4)*	Held by controlled corporation	91,465,000	6.77
Turbo View Investment Limited *(Note 5)*	Held by controlled corporation	75,000,000	5.55
China Life *(Note 6)*	Held by controlled corporation	431,500,000	31.95
Strait Capital *(Note 7)*	Held by controlled corporation	375,000,000	27.76
Joint Gain Holdings Limited *(Note 8)*	Held by controlled corporation	100,000,000	7.40
Jiao Xuding *(Note 9)*	Beneficial owner	100,050,000	7.40

Notes:

(1) Champion Rise is wholly owned by Mr. Cao, the Chairman and an executive Director of the Company.

(2) Vivid Beyond Securities Limited is wholly owned by Mr. Hu Wei.

(3) China Alliance International Holding Group Limited is wholly owned by Ms. Zhang Lei.

(4) Ocean Gain is wholly owned by Mr. Fung, an executive Director and the Vice-Chairman of the Company.

(5) Turbo View Investment Limited is wholly owned by Mr. Gao Xiao Rui.

(6) China Life was interested in an aggregate of HK$1,500,000,000 convertible bonds issued by the Company on 10 February 2015, of which (i) HK$800,000,000 convertible bonds maturing in February 2016 are convertible into 200,000,000 Shares at HK$4.00 per Share; and (ii) HK$700,000,000 convertible bonds maturing in February 2018 are convertible into 175,000,000 Shares at HK$4.00 per Share. Besides, China Life is further interested in 56,500,000 (4.18%) Shares. China Life Insurance (Group) Company is the holding company of China Life and is deemed to be interest in the shares and underlying shares held by China Life.

(7) Strait Capital was interested in HK$1,500,000,000 convertible bonds issued on 10 February 2015 by the Company which are convertible into 375,000,000 Shares at HK$4.00 per Share. Strait Capital is the general partner of Strait Fund, and is deemed to be interested in the HK$700,000,000 convertible bonds issued on 10 February 2015 by the Company to Strait Fund which are convertible into 175,000,000 Shares at HK$4.00 per Share, representing approximately 12.95% in the issued share capital of the Company.

(8) Joint Gain Holdings Limited ("**Joint Gain**") is interested in the conditional warrants issued by the Company on 19 April 2013 with rights to subscribe for a fixed number of 100,000,000 Shares subject to certain conditions on or before 20 December 2015 at HK$9.60 per Share. Joint Gain is held as to 50% by Success Pacific Holdings Limited ("**Success Pacific**") and 50% by Billion Grant Limited ("**Billion Grant**"). Billion Grant is held as to 50% by each of Mr. Ho Kee Cheung Louis and Mr. Tsang Ka Lun as trustee and Mr. Jiao Xuding is the beneficiary of the trust. Success Pacific is wholly owned by Mr. Yang Yong. Thus Billion Grant, Mr. Ho Kee Cheung Louis, Mr. Tsang Ka Lun, Mr. Jiao Xuding, Success Pacific and Mr. Yang Yong are all deemed to be interested in the warrants held by Joint Gain.

(9) Mr. Jiao Xuding is the beneficial owner of 50,000 Shares and is deemed to be interested in the warrants held by Joint Gain as a beneficiary of a trust under Billion Grant.

(10) Based on 1,350,479,194 Shares in issue as at the Latest Practicable Date.

(11) The effect of Rights Issue has not been taken into account.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable within one year without payment of compensation, other than statutory compensation).

5. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this Prospectus and are or may be material:

(a) the framework agreement dated 28 August 2014 entered into between the Company and PetroChina Guangdong which the Company has obtained first rights for the installation and operation of electric vehicle charging and compressed natural gas and/or liquefied natural gas dispensing stations in over 1,100 gas stations of PetroChina Guangdong in Guangdong Province.

(b) the framework agreement dated 18 September 2014 entered into between the Company and PetroChina Henan which the Company has obtained first rights for the installation and operation of electric vehicle charging and compressed natural gas and/or liquefied natural gas dispensing stations in over 840 gas stations of PetroChina Henan in Henan Province.

(c) the subscription agreement dated 27 September 2014 entered into between the Company and China Life for the issue of HK$600 million principal amount of 9% unlisted convertible bonds due 2017 to China Life.

(d) the subscription agreement dated 28 November 2014 entered into between the Company and China Life in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$800 million to be issued by the Company to China Life pursuant to the terms of the subscription agreement.

(e) the subscription agreement dated 28 November 2014 entered into between the Company and China Life in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$700 million to be issued by the Company to China Life pursuant to the terms of the subscription agreement.

(f) the subscription agreement dated 28 November 2014 entered into between the Company and Strait Capital in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$800 million to be issued by the Company to Strait Capital pursuant to the terms of the subscription agreement.

(g) the subscription agreement dated 28 November 2014 entered into between the Company and Strait Fund in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$700 million to be issued by the Company to Strait Fund pursuant to the terms of the subscription agreement.

(h) the subscription agreement dated 28 November 2014 entered into between the Company and VMS Private Investment Partners III Limited ("**VMS Investment**") in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$160 million to be issued by the Company to VMS Investment pursuant to the terms of the subscription agreement.

(i) the subscription agreement dated 28 November 2014 entered into between the Company and Cross-Strait Capital Limited ("**Cross-Strait Capital**") in relation to the subscription of the 9% unlisted convertible bonds in the aggregate principal amount of HK$32 million to be issued by the Company to Cross-Strait Capital pursuant to the terms of the subscription agreement.

(j) the letter of intent dated 16 January 2015 entered into between Shenzhenshi Qianhai Zitong Clean Energy Company Limited, which is an 85% indirectly owned subsidiary of the Company in the PRC with CNOOC in relation to the establishment of a joint venture for the investment, construction and operation of the partial oxidation coal-to-hydrogen plant under the Huizhou petrochemicals phase II project in the petrochemical area of Daya Bay technological and economic development zone, the PRC.

(k) the Underwriting Agreement.

6. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group. As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been since 31 March 2015 (being the date to which the latest published audited financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

7. EXPERT AND CONSENT

The following is the qualification of the experts who have been named in this Prospectus or have given opinions, letters or advice contained in this Prospectus:

Name	Qualification
BDO Limited	Certified Public Accountants

As at the Latest Practicable Date, BDO Limited did not have any direct or indirect shareholdings in any member of the Group, or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interests, directly or indirectly, in any assets which have been acquired, disposed of by or leased to or which are proposed to be acquired, disposed of by or leased to any member of the Group, respectively, since 31 March 2015, being the date to which the latest published audited consolidated financial statements of the Company were made up.

BDO Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letters or reports and references to its name in the form and context in which they appear.

8. COMPETING BUSINESS INTEREST OF DIRECTORS

As at the Latest Practicable Date, none of the Directors nor their respective close associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

9. LITIGATION

So far as the Company is aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

10. EXPENSES

The expenses in connection with the Rights Issue, including underwriting commission, financial advisory fees, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK$33.9 million, which are payable by the Company.

11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of this Prospectus, together with copies of the PAL and EAF and the written consent referred to in the paragraphs headed "Expert and Consent" in this appendix have been delivered to the Registrar of Companies in Hong Kong for registration as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

12. LEGAL EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, so far as applicable.

13. CORPORATE INFORMATION

Registered office	Sterling Trust (Cayman) Limited Caledonian House, 69 Dr. Roy's Drive, P.O. Box 1043, Grand Cayman, KY1-1102, Cayman Islands
Principal place of business in Hong Kong	Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Authorised representatives	Tsang Kam Ching, David Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong Mr. Fung Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Company Secretary	Miss Ngan Wai Kam, Sharon

Legal advisers to the Company	Sidley Austin Level 39, Two International Finance Centre 8 Finance Street Central, Hong Kong
	Louis K.Y. Pau & Company 4/F, The Chinese Club Building 21-22 Connaught Road Central, Hong Kong
Auditors and reporting accountants	BDO Limited 25th Floor, Wing On Centre 111 Connaught Road Central Hong Kong
Underwriters	VMS Securities 49/F, One Exchange Square 8 Connaught Place Central, Hong Kong
	Mr. Cao
	Mr. Fung
Branch share registrars and transfer office in Hong Kong	Tricor Progressive Limited Level 22 Hopewell Centre 183 Queen's Road East Hong Kong
Principal bankers	Bank of China (Hong Kong) Limited Bank of China Tower 1 Garden Road Central, Hong Kong
	The Bank of East Asia Limited 10 Des Voeux Road Central Central, Hong Kong
	The Hong Kong and Shanghai Banking Corporation Limited 1 Queen's Road Central Central, Hong Kong

14. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

(a) Name and address

Name	**Correspondence Address**
Executive Directors	
Mr. Cao	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Mr. Fung	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Duan Jingquan	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Tsang Kam Ching, David	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Gao Zhiping	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong

Name	Correspondence Address
Non-executive Director	
Suo Suo Stephen	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Independent Non-executive Directors	
Yip Tak On	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Jing Baoli	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong
Bao Liang Ming	Room 1801-07, 18/F. China Resources Building 26 Harbour Road Wanchai Hong Kong

(b) Qualification and position held

Executive Directors

Mr. Cao, aged 55, has been appointed as an executive Director and the chairman of the Board of the Company since 19 November 2010. Mr. Cao was graduated from Zhejiang University and the Graduate School of the Chinese Academy of Social Sciences with a bachelor degree in engineering and a master degree in economics, respectively. Since 1988, Mr. Cao had served various institutions such as the National Development and Reform Commission of China, Guangdong Province Huizhou Municipal People's Government, Beijing International Trust and Investment Company Limited, Shougang Corporation and the Development Research Centre of the State Council of China.

Mr. Cao is currently an executive director, chief executive officer and chairman of FDG Electric Vehicles Limited (Stock Code: 729), and an executive director and chairman of CIAM Group Limited (Stock Code: 378), both being companies whose shares are listed on the Stock Exchange. From May 2010 to December 2012, Mr. Cao was a non-executive director and vice chairman of Shougang Concord International Enterprises Company Limited (Stock Code: 697), a company listed on the Stock Exchange. In addition, he was a non-executive director of Mount Gibson Iron Limited, a company listed on the Australian Securities Exchange (Stock Code: MGX), from December 2008 to February 2012.

Mr. Fung, aged 55, has been appointed as an executive Director since 22 September 2004. Mr. Fung has over 20 years of experience in property development, logistics, investment banking and company management. Mr. Fung has held senior management positions in various companies incorporated in Hong Kong, British Virgin Islands and Samoa.

Mr. Duan Jingquan, aged 59, has been appointed as an executive Director and the chief executive officer of the Company since 7 November 2011. He was the managing director of the Accounting Society of China, a member of the Specialist Advisory Committee of the China Association of Actuaries, an adjunct professor of The Peking University HSBC Business School and a member of the Steering and Consultation Committee for Innovative Development of Shenzhen Insurance Industry. Mr. Duan graduated from Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics) in 1982. He served the Ministry of Finance for around 20 years and assumed different positions, including as the chief officer of the Commerce Bureau of the Finance Department, the deputy head and the head of the Central Planning Office from 1982 to 1994, the deputy head of the Supervision Department from 1994 to 1998, the head of the Finance Supervision Department and the Supervision and Inspection Department from 1998 to 2002. Between 2002 and 2005, he was positioned as the deputy general manager of China Export and Credit Insurance Corporation. From 2005 to 2009, he was appointed as the secretary of the party committees, general manager and director of Mingsheng Life Insurance Company Limited. In August 2009, Mr. Duan joined Sino Life Insurance Company Limited ("**Sino Life**") and served as its general manager and director and he was then appointed as the vice chairman of Sino Life in October 2010. From October 2011 to April 2013, he took up the role as the Chairman of the Supervisory Committee of Sino Life. Mr. Duan was the major author of "Introduction to Financial and Political Supervision"《財政監督學概論》, his first treatise on finance and politic. He has been selected by China Insurance Journal as one of the "Top Ten Persons of 2009 in the Insurance Industry". Mr. Duan has over 20 years' experience in management of state agencies and enterprises. While he was with the Ministry of Finance, he developed and implemented various state finance management mechanisms which still exert significant influences nowadays. During his years with commercial enterprises, he pushed forward various reform programs, exercised assiduity at company management and operation, thus remarkably enhanced the performance of the enterprises.

Mr. Tsang Kam Ching, David, aged 58, has been appointed as an executive Director since 17 February 2004. Mr. Tsang has extensive financial management experience over the past 20 years which covers merchant banking, stock broking and corporate finance business. Mr. Tsang is also a fellow member of the Chartered Association of Certified Accountants in the United Kingdom and a member of the HKICPA.

Mr. Gao Zhiping, aged 53, has been appointed as an executive Director since 17 June 2013. Mr. Gao was graduated from China Europe International Business School (中歐國際工商學院) with a Master of Business Administration and is a Senior Economist certified by the State Grid Corporation of China (國家電網公司). He has received the awards of Distinctive Young Enterprise Management Personnel and Distinctive Pilot Project Construction Personnel of Henan Province. From 1979 to 1994, he served various departments in the local administrative office of Nanyang Prefecture in Henan as secretary of finance office as well as the chief officer of the finance office of Nanyang city government. From 1994 to 2009, he was positioned as the deputy general manager and the secretary of the party committees of Nanyang YaHeKou Electricity Company Limited (南陽鴨河口發電有限責任公司) and Nanyang Tianyi Power Generation Co., Ltd. (南陽天益發電有限責任公司), both being subsidiary of Henan Investment Group (河南投資集團). He also took up the post as the deputy general manager of Tianjin Hangfa (Jinji) Expressway Company Limited (天津航發(津薊)高速公路有限公司) and the chairman of the board of directors of Nan Yang WDX Expressway Construction Co., Ltd. (南陽宛達昕高速公路建設有限責任公司) in 2010. Since October 2010, he has been appointed as the general manager of Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited (內蒙古准興重載高速公路有限責任公司) ("**Zhunxing**"), an indirect subsidiary of the Company, and has made great contribution to the management of Zhunxing and construction of the expressway of Zhunxing.

Non-executive Director

Mr. Suo Suo Stephen, aged 43, has been appointed as a non-executive Director since 2 July 2014. He is a Chartered Financial Analyst and an asset manager with over 18 years' experience in banking, private equity and asset management sectors. Mr. Suo received his Master in Business Administration from University of Rochester in the United States in March 2000. During the period from June 2011 to 2014, he was the Asia Head and Executive Director of EIG Global Energy Partners ("**EIG**"), a global private equity fund. Before joining EIG, Mr. Suo was a portfolio manager of Trust Company of the West from 2005 to 2011. From late 1999 to 2005, Mr. Suo worked for Fortis Capital Corp. in the United States and had served as Group Head of its United States Leveraged Finance team.

Independent Non-executive Directors

Mr. Yip Tak On, aged 68, has been appointed as an independent non-executive Director since 22 September 2004. Mr. Yip is a fellow member of the Association of Chartered Certified Accountants, HKICPA, Taxation Institute of Hong Kong, and a full member of the Hong Kong Securities Institute. Mr. Yip has founded his own Certified Public Accountants firm for more than 20 years and he is the managing director of T. O. Yip & Co., Limited. Mr. Yip is the president of a charitable institution, the Neighborhood Advice-Action Council. Mr. Yip has not held directorships in other listed company in the last three years.

Mr. Jing Baoli, aged 50, has been appointed as an independent non-executive Director since 28 February 2006. Mr. Jing was graduated from Beijing University Law School with a Bachelor's degree in Laws in 1987 and acquired a Master's degree in Laws from Lanzhou University in 1997. After graduation from Beijing University, he was assigned to the High Court of Gansu Province and worked in various positions till 1997. In 1997, Mr. Jing joined Gansu Tianhe Law Firm as a partner and in 1999, he joined Beijing Shuang Cheng Law Firm as an attorney-at-laws. In August 2007, Mr. Jing joined China Commercial Law Company, Guangdong.

Mr. Bao Liang Ming, aged 59, has been appointed as an independent non-executive Director since 1 February 2007. Mr. Bao has vast executive and management experience. He has held various directorships in state owned enterprises in Tianjin and Beijing of the People's Republic of China.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal office of the Company at Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours from 9:30 a.m. to 5:30 p.m. on any weekday, except public holidays, between the period from the date of this Prospectus up to and including the Latest Time of Acceptance:

(a) The Circular.

(b) The Prospectus.

(c) The memorandum and articles of association or equivalent documents of the Company.

(d) The material contracts referred to in the paragraphs headed "Material Contracts" in this appendix.

(e) The annual reports of the Group for the year ended 31 March 2014 and 31 March 2015.

(f) The interim reports of the Group for the six months ended 30 September 2013 and 30 September 2014.

(g) The letter from the Board, the text of which is set out on pages 15 to 43 of this Prospectus.

(h) The accountant's report on the unaudited pro forma financial information of the Group, the text of which as set out in Appendix II of this Prospectus.

(i) The written consent referred to in the paragraphs headed "Expert and Consent" in this Appendix.