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**CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED**  
**中國資源交通集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 269)**

**VERY SUBSTANTIAL DISPOSAL AND**  
**VERY SUBSTANTIAL ACQUISITION**

**SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL**  
**OF 25% EQUITY INTEREST OF THE TARGET COMPANY AND**  
**THE UNDERTAKING OF THE BUY-BACK OBLIGATION**  
**AND**  
**FURTHER DELAY IN DESPATCH OF CIRCULAR**

References are made to the announcements of China Resources and Transportation Group Limited (the “**Company**”) dated 9 January 2017, 30 March 2017, 30 June 2017 and 29 September 2017 in relation to, among other things, the Disposal Agreements, the transactions contemplated thereunder and the delay in despatch of the Circular (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

**SUPPLEMENTAL AGREEMENT**

As disclosed in the Company’s announcement dated 9 January 2017, adjustment would be made to Consideration A based on the valuation report to be prepared by Independent Valuer A (“**Valuation Report A**”) on the Target Company and a supplemental agreement was expected to be entered into by the end of March 2017 to fix the detailed payment information and schedule thereof.

On 18 December 2017 (after trading hours), upon finalisation of Valuation Report A, the Vendor and Purchaser A entered into a supplemental agreement to Disposal Agreement A (“**Supplemental Agreement A**”), pursuant to which Consideration A has been adjusted from RMB1,125.00 million (equivalent to approximately HK\$1,260.00 million) as stated in Disposal Agreement A to RMB1,145.00 million (equivalent to approximately HK\$1,282.40 million). Accordingly, the payment terms have been amended as follows, subject to the confirmation from Ulanqab Zhongshi Yuanheng Logistics Management Centre (Limited Partnership)\* (烏蘭察布市中實源恆物流產業管理中心(有限合夥)), a fund company established for the purpose of the settlement of Consideration A (the “**Fund Company**”):

- (i) a deposit of RMB50.00 million (the “**First Payment**”) within five (5) business days upon entering into of Supplemental Agreement A;
- (ii) 90% of the remaining balance (amounted to RMB985.50 million) (the “**Second Payment**”) within fifteen (15) business days following the registration of Purchaser A as a shareholder of the Target Company at the Administration for Industry and Commerce of Inner Mongolia Autonomous Region and the Bureau of Commerce of Inner Mongolia Autonomous Region; and
- (iii) 10% of the remaining balance (amounted to RMB109.50 million) (the “**Third Payment**”) within ten (10) business days following the appointment of a director and a supervisor to the board of the Target Company by Purchaser A.

Save for the above, all other elements of the Disposal remain unchanged.

By a letter of even date, the Fund Company notified the Company that (i) the First Payment is expected to take place on or before 28 February 2018; (ii) the Second Payment is expected to take place on or before 31 March 2018; and (iii) the Third Payment is expected to take place on or before 30 April 2018.

#### **FURTHER DELAY IN DESPATCH OF CIRCULAR**

As disclosed in the Company’s announcement dated 29 September 2017, a Circular containing, among other things, (i) further information on the Disposal and the transactions contemplated under the Disposal Agreements; (ii) other information as required under the Listing Rules; and (iii) the notice of EGM, is expected to be despatched to the Shareholders on or before 31 December 2017.

Since it has taken much longer than expected to enter into Supplemental Agreement A as mentioned above, and further time is required by the Company to prepare and finalise the necessary information, including, among other things, (i) the financial information of the Target Group; (ii) the unaudited pro forma financial information of the Group; and (iii) the valuation report required under Disposal Agreement B, Disposal Agreement C and Disposal Agreement D (“**Valuation Report B**”), to be included in the Circular, the date of despatch of the Circular will be further postponed to a date falling on or before 29 March 2018.

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

Hong Kong, 18 December 2017

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Cao Zhong, Mr. Fung Tsun Pong, Mr. Duan Jingquan, Mr. Tsang Kam Ching, David, Mr. Gao Zhiping and Mr. Jiang Tao; a non-executive Director namely Mr. Suo Suo Stephen; and four independent non-executive Directors, namely Mr. Yip Tak On, Mr. Jing Baoli, Mr. Bao Liang Ming and Mr. Xue Baozhong.*

*For illustration purposes, the exchange rate of approximately RMB1 = HKD1.12 is used throughout this announcement. This exchange rate does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or other rate at all.*

\* *For identification purpose only*