THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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China Resources and Transportation Group Ltd
中國資源交通集團有限公司

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at Room 2408, Rongchao Economy and Trade Center, Jintian Road, Futian District, Shenzhen, Guangdong Province, China, on Thursday, 28 August 2025 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

A proxy form for use at the meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) if you so wish.

31 July 2025

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

"AGM"	the Annual General Meeting of the Company to be held at Room 2408, Rongchao Economy and Trade Center, Jintian Road, Futian District, Shenzhen, Guangdong Province, China, on Thursday, 28 August 2025 at 11:00 a.m., or any adjournment thereof
"Articles of Association"	the Articles of Association of the Company
"Associate"	has the meaning ascribed to it under the Listing Rules
"Auditor"	the auditor for the time being of the Company
"Board"	the board of Directors
"Company"	China Resources and Transportation Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 269)
"Director(s)"	the directors of the Company
"General Mandate"	the general mandate proposed to be granted to the Directors at AGM to exercise all the powers of the Company to allot, issue and deal with new Shares including any sale or transfer of Treasury Shares not exceeding 20% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution by the Shareholders
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	30 July 2025, being the latest practicable date prior to publish of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Memorandum"	the memorandum of association of the Company as currently in force

"Nomination Committee"	the nomination committee of the Board
"Notice"	the notice of the AGM set out on pages 15 to 19 of this circular
"PRC"	the People's Republic of China
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution by the Shareholders
"Shareholder(s)"	registered holder(s) of the Share(s) in issue
"Share(s)"	ordinary share(s) of HK$0.20 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Treasury Share(s)"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent

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

Independent Non-Executive Directors
Ms. Huang Chunlian
Mr. Jing Baoli
Mr. Bao Liang Ming
Mr. Xue Baozhong

Registered Office
JTC (Cayman) Limited
94 Solaris Avenue 2nd Floor
Camana Bay
P.O. Box 30745
Grand Cayman KY1-1203
Cayman Islands

Head office and Principal Place of Business
22/F, On Hong Commercial Building
145 Hennessy Road
Wan Chai
Hong Kong

31 July 2025

Dear Shareholder(s),

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the following resolutions to be proposed at the AGM:

(a) granting of the General Mandate and Repurchase Mandate;

(b) re-election of the retiring Directors;

(c) approving other ordinary businesses to be considered at the AGM, including, among others, the approval and adoption of the audited financial statements and reports of the Directors and auditors for the year ended 31 March 2025, the fixing of Directors' fees, the appointment of the incumbent auditors and the authorization to the Directors to fix audit fees; and

(d) to serve the notice of the AGM.

PROPOSED GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the annual general meeting of the Company held on 8 April 2025, the Directors were granted a general mandate to allot, issue and deal with ordinary shares of HK$0.20 each in the capital of the Company on the Stock Exchange. The mandate will expire at the conclusion of the AGM.

It will be proposed at the AGM as an ordinary resolution, which is set out in resolution no.5 of the Notice granting the Directors a general mandate to allot, issue, and deal with unissued Shares or underlying Shares or make or grant offers, agreements, and options which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares (excluding any Treasury Shares) as at the date of passing the resolution. The Directors have no immediate plan to issue Shares pursuant thereto.

In addition, the Board also proposed to extend the General Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

The Company has in issue an aggregate number of 10,644,093,185 Shares (excluding any Treasury Shares) as at the Latest Practicable Date. Subject to the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot up to the maximum number of 2,128,818,637 Shares (including any sale or transfer of Treasury Shares) on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed to grant to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares (excluding any Treasury Shares) as at the date of passing the resolution.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,064,409,318 Shares.

An explanatory statement containing all information in relation to the Repurchase Mandate as required under Rule 10.06(1) of the Listing Rules is set out in Appendix I to this circular.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises five executive Directors, namely Messrs. Lu Zhiming, Gao Zhiping, Jiang Tao, Duan Jingquan and Wang Gang; and four independent non-executive Directors, namely Ms. Huang Chunlian and Messrs. Jing Baoli, Bao Liang Ming and Xue Baozhong.

In accordance with Article 117 of the Articles of Association, at each annual general meeting one-third, or, if their number is not three or a multiple of three, then the number nearest to one-third, of the Directors who have been longest in office since their last election by Shareholders in a general meeting shall retire from office. As a result, Mr. Duan Jingquan ("**Mr. Duan**"), Mr. Jing Baoli ("**Mr. Jing**") and Mr. Bao Liang Ming ("**Mr. Bao**") being the longest-serving Directors shall retire at the AGM and being eligible, offer themselves for re-election.

Process of nomination of independent non-executive Director

In June 2025, the Nomination Committee reviewed and assessed the Board's composition, the Board's diversity perspectives, the retiring Directors' overall contributions to the Company and the independence of Mr. Jing and Mr. Bao. Mr. Jing and Mr. Bao has provided the annual confirmation of independence and the Nomination Committee was satisfied with their compliance with the criteria of independence under Rule 3.13 of the Listing Rules.

Mr. Jing is a PRC qualified lawyer in private practice, as such his professional legal knowledge in relation to laws, rules, and regulations in the PRC is very beneficial to the Board in relation to the Group's business operation in the PRC. Mr. Jing has demonstrated his ability to provide an independent professional advice to the Company. As such, the Nomination Committee is of the view that Mr. Jing is able to continue to fulfill his role as required and thus recommends to the Board for his re-election.

Mr. Bao has vast executive and management experience in the mainland China and long-term relationship with state owned enterprises, thus his service is very beneficial to the Board in relation to the Group's business operation in the PRC. Mr. Bao has demonstrated his ability to provide an independent professional advice to the Company. The Board is of the view that Mr. Bao is able to continue to fulfill his role as required and thus recommends him for re-election.

The Nomination Committee is of the view that Mr. Jing and Mr. Bao's professional qualifications, skills, knowledge and experience from different field allow them to provide independent insights and objective views on the performance and risk management of the Group, and is able to promote board diversity.

Taking into consideration of the above, the Board considers the re-election of Mr. Jing and Mr. Bao as the independent non-executive Director is in the best interests of the Company and Shareholders as a whole.

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

Subject to Article 121 of the Articles of Association, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at least seven (7) days before the date of the AGM. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is duly received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 15 to 19 of this circular. Resolutions to be proposed at the AGM include, inter alia:

(i) an ordinary resolution to approve the General Mandate (including the extended General Mandate) and the Repurchase Mandate;

(ii) an ordinary resolution to approve the proposed re-election of the retiring Directors, namely Mr. Duan Jingquan, as executive Director, and Mr. Jing Baoli and Mr. Bao Liang Ming as independent non-executive Directors; and

(iii) an ordinary resolution to approve other ordinary businesses to be considered, including, among others, the approval of the audited financial statements and reports of the Directors and auditor of the Company, the fixing of Directors' remuneration, the appointment of the incumbent auditor of the Company and the authorization to the Board to fix their remuneration.

FORM OF PROXY

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. At the AGM, the chairman of the meeting will exercise his power under the Articles of Association to put all the resolutions set out in the Notice to the vote by way of poll.

CLOSURE OF THE SHAREHOLDERS' REGISTER

For the purpose of determining the list of Shareholders who are entitled to attend and vote at the AGM, the Shareholders' register of the Company will be closed from Monday, 25 August 2025 to Thursday, 28 August 2025, both days inclusive. No transfer of Shares will be registered during that period. In order to qualify to attend and vote at the AGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 August 2025. The record date for the attending and voting at the meeting is Thursday, 28 August 2025.

RESPONSIBILITY STATEMENT

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

RECOMMENDATIONS

The Directors believe that the proposed resolutions in respect of (i) the General Mandate (including the extended General Mandate) and the Repurchase Mandate, (ii) the re-election of retiring Directors, and other resolutions to be proposed at the AGM are all in the best interest of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
China Resources and Transportation Group Limited
Gao Zhiping
Co-Chairman

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate. This explanatory statement contains all information pursuant to Rule 10.06(1) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,644,093,185 Shares (excluding any Treasury Shares).

Subject to the passing of the resolution for the grant of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 1,064,409,318 Shares, representing 10% of the issued share capital (excluding any Treasury Shares) of the Company as at the date of passing of the resolution, until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR PROPOSED REPURCHASES OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase may also be derived from the Company's available cash flow or internal resources.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account the current capital position of the Company, the Directors consider that, the exercise in full of the Repurchase Mandate to repurchase Shares might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2025). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if it is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportional interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Gao Zhiping, Mr. Jiang Tao, and Mr. Wang Gang have interests in 23,634,865 Shares, 24,920,550 Shares, and 198,535,000 Shares, respectively, which represent approximately 0.22%, 0.23%, and 1.87%, based on 10,644,093,185 Shares of HK$0.20 each in issue as at 31 March 2025.

On the basis of the shareholding held by each Substantial Shareholder as set out above, an exercise of the Repurchase Mandate in full will not give rise to an obligation for any Substantial Shareholder to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

The Company and the Directors have no current intention to exercise the Repurchase Mandate to such extent as would give rise to any obligation under the Takeovers Code.

8. REPURCHASES OF SHARES BY THE COMPANY

In the six months prior to the Latest Practicable Date, the Company has not repurchased any ordinary shares of the Company whether on the Stock Exchange or not.

9. CONNECTED PERSON

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARES PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	**Highest**	**Lowest**
	HK$	***HK$***
2024		
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2025		
January	N/A	N/A
February	0.027	0.010
March	0.024	0.014
April	0.016	0.010
May	0.014	0.010
June	0.012	0.010
July	0.011	0.010

This appendix provides you with the biographical details of the Directors who will retire from their offices at the AGM and being, eligible, will offer themselves for re-election, at the AGM in accordance with the Articles of Association.

PROPOSED RE-ELECTION OF DIRECTORS

Mr. Duan as executive Director, and Mr. Jing and Mr. Bao as independent non-executive Director.

Mr. Duan Jingquan, aged 69, has been appointed as an executive Director 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. Jing Baoli, aged 60, has been appointed as an INED since 28 February 2006. Mr. Jing has accumulated over 30 years of experience in the legal field. Mr. Jing was graduated from Beijing University Law School with a Bachelor's degree in Laws in July 1987 and acquired a Master's degree in Laws from Lanzhou University in December 1997. After graduation from Beijing University, he was assigned to the High Court of Gansu Province since July 1987 and worked in various positions till July 1997. In July 1997, Mr. Jing joined Gansu Tianhe Law Firm as a partner and in July 1999, he joined Beijing Shuang Cheng Law Firm as an attorney-at-laws. In August 2007, Mr. Jing worked as an attorney in China Commercial Law Company, Guangdong.

Mr. Bao Liang Ming, aged 70, has been appointed as an INED 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.

As at the Latest Practicable Date, Mr. Duan, Mr. Jing and Mr. Bao do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Duan, Mr. Jing and Mr. Bao do not hold any interest or short position in the shares, underlying shares and debentures of the Company.

The remuneration of each of Messrs Duan Jingquan, Jing Baoli and Bao Liang Ming was determined by reference to their duties and responsibilities, experience, performance and prevailing market conditions.

Save as disclosed above, each of Mr. Duan, Mr. Jing and Mr. Bao has not held any position in other companies listed on the Stock Exchange or any other securities market in the last three years. In addition, each of Mr. Duan, Mr. Jing and Mr. Bao does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or any of their Associates.

Save as disclosed above and to the best of the Board's knowledge, information and belief, having made all reasonable enquiries, there is no other information relating to the proposed re-election of the retiring Directors that needs to be disclosed pursuant to Rules 13.51(2) of the Listing Rules nor the Board is aware of any other matter that need to be brought to the attention of the holders of securities of the Company in respect of the above proposed appointments.

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

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

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of China Resources and Transportation Group Limited (the "**Company**") will be held at Room 2408, Rongchao Economy and Trade Center, Jintian Road, Futian District, Shenzhen, Guangdong Province, China, on Thursday, 28 August 2025 at 11:00 a.m. for the purpose of considering the following resolutions:

AS ORDINARY BUSINESS

A. To consider and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions,

"THAT:

1. To receive and consider the audited financial statements and the reports of directors of the Company (the "**Directors**") and of the auditor for the year ended 31 March 2025.

2. To re-elect each of Mr. Duan Jingquan as an executive Director and Mr. Jing Baoli and Mr. Bao Liang Ming as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

4. To re-appoint the retiring McMillan Woods (Hong Kong) CPA Limited for the ensuing year and to authorize the Board to fix their audit fee."

AS SPECIAL BUSINESS

B. To consider and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions,

"**THAT**:

5(1). (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")(the "**Listing Rules**") the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK$0.20 each in the capital of the Company (the "**Shares**") (including any sale and transfer of treasury shares (which shall has the meaning ascribed thereto under the Listing Rules) (the "**Treasury Shares**")) and to make or grant whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate nominal amount of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5(a) and (b), otherwise than pursuant to (i) a Right Issue (as hereinafter defined), (ii) the exercise of any options granted under a share option scheme or similar arrangement of the Company for the time being adopted by the Company, or (iii) an issue of Shares in lieu of the whole or part of a dividend on Shares or any script dividend scheme or similar arrangement providing for the allotment of Shares in accordance with the memorandum and articles of association of the Company from time to time, shall not exceed the aggregate of twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval be limited accordingly; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this Resolution:

"**Relevant Period**" means the period from the time of passing this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares and/or warrants on the respective registers of the Company on a fixed record date in proportion to their then holdings of such Shares and/or warrants (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company)."

5(2). (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as herein hereinabove) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Future Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved; and

(b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph 5(2)(a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution and the approval pursuant to paragraph 5(2)(a) of this resolution shall be limited accordingly.

5(3). conditional upon the passing of resolutions set out in items 5(1) and 5(2) of this notice of annual general meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5(1) of the Notice be and is hereby extended by the addition to the number of Shares which may be allotted and issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 5(2) of the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of issued Shares (excluding Treasury Shares) on the date of passing of this resolution."

By Order of the Board
China Resources and Transportation Group Limited
Gao Zhiping
Co-Chairman

Hong Kong, 31 July 2025

Principal place of business:
22/F, On Hong Commercial Building,
145 Hennessy Road,
Wan Chai, Hong Kong

Notes:

(a) The register of members of the Company will be closed from Monday, 25 August 2025 to Thursday, 28 August 2025, both days inclusive. No transfer of Shares will be registered during that period. In order to qualify to attend and vote at the AGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 August 2025. The record date for the attending and voting at the meeting is Thursday, 28 August 2025.

(b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member.

(c) If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.

(d) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a member from attending and voting at the meeting if he so wishes. In the event that he attends the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.

(e) With respect to the resolution no.5, approval is being sought from Shareholders for a general mandate to issue Shares to be given to the Directors. The Directors wish to state that they have no immediate intention to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purpose of compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(f) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

(g) If tropical cyclone warning signal no. 8 or above or "**extreme conditions**" caused by super typhoons or a "**black**" rainstorm warning signal is in force at 7 a.m. in the morning on the date of meeting, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

(h) The Company reminds all shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting instead of attending the meeting in person, by completing and return the proxy form attached to this documents. Completion and return of the form of proxy will not preclude Shareholders form attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.

As at the date of this announcement, the board of directors comprises five executive directors, namely Messrs Lu Zhiming, Gao Zhiping, Jiang Tao, Duan Jingquan and Wang Gang; and four independent non-executive directors, namely Messrs Jing Baoli, Bao Liang Ming, Xue Baozhong and Ms. Huang Chunlian.