
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

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

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

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Capitalised terms used in this circular shall have the same meanings as defined in the section headed "Definitions" in this circular.

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


中國城市軌道交通科技控股
CHINA CITY RAILWAY TRANSPORTATION TECHNOLOGY
中國城市軌道交通科技控股有限公司
CHINA CITY RAILWAY TRANSPORTATION
TECHNOLOGY HOLDINGS COMPANY LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock code: 1522)

PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) INCREASE IN AUTHORISED SHARE CAPITAL;
(IV) REFRESHMENT OF THE GENERAL SCHEME LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company ("AGM") to be held at the Conference Room, 9/F, 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People's Republic of China on Tuesday, 12 May 2015 at 2:30 p.m. is set out on pages 19 to 24 of this circular.

If you are unable to attend the meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

1 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Conference Room, 9/F, 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Tuesday, 12 May 2015 at 2:30 p.m.
“Articles”	the articles of association of the Company as amended from time to time
“BII”	北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.*), a company established under PRC law with limited liability and wholly-owned by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality. BII is currently interested in the entire issued share capital of BII HK
“BII HK”	Beijing Infrastructure Investment (Hong Kong) Limited (京投(香港)有限公司), a wholly-owned subsidiary of BII incorporated under Hong Kong law with limited liability and one of the Shareholders which held approximately 37.03% of the issued share capital of the Company as at the Latest Practicable Date
“BII Zhuoyue”	北京京投卓越科技發展有限公司 (Beijing BII Technology Development Co., Ltd.*), a company established under PRC law with limited liability and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China City Railway Transportation Technology Holdings Company Limited (中國城市軌道交通科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“General Scheme Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at 16 May 2012 (being the date when dealings in the Shares on the Stock Exchange first commenced), which has been “refreshed” and may be further “refreshed” pursuant to the rules of the Share Option Scheme
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Last Renewal Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 13 November 2012 for the renewal of the General Scheme Limit
“Latest Practicable Date”	27 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“RMB”	Reminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 8 December 2011 and revised on 24 September 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

* *for identification purposes only*

LETTER FROM THE BOARD

中國城市軌道交通科技控股 
CHINA CITY RAILWAY TRANSPORTATION TECHNOLOGY
中國城市軌道交通科技控股有限公司
**CHINA CITY RAILWAY TRANSPORTATION
TECHNOLOGY HOLDINGS COMPANY LIMITED**
(incorporated in the Cayman Islands with limited liability)
(Stock code: 1522)

Executive Directors:

Mr. Cao Wei (*Chief Executive Officer*)
Ms. Xuan Jing
Mr. Shao Kai

Non-executive Directors:

Dr. Tian Zhenqing (*Chairman*)
Mr. Hao Weiya
Mr. Zhang Jie

Independent non-executive Directors:

Mr. Bai Jinrong
Mr. Luo Zhenbang
Mr. Huang Lixin

Registered office:

Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

***Principal place of business
in Hong Kong:***

Unit 4407, 44/F, COSCO Tower
183 Queen's Road Central
Hong Kong

1 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(IV) REFRESHMENT OF THE GENERAL SCHEME LIMIT
UNDER THE SHARE OPTION SCHEME**

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) re-election of Directors; (iii) increase in the authorised share capital of the Company; (iv) refreshment of the General Scheme Limit and to give you notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 November 2014, the Directors were granted a general mandate to allot, issue and deal with the Shares and a general mandate to repurchase the Shares on the Main Board of the Stock Exchange. These mandates will expire at the conclusion of the AGM. At the AGM, among other matters, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and (c) when revoked or varied by passing an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 261,312,733 Shares pursuant to the Issue Mandate based on the number of issued Shares of 1,306,563,669 as at the Latest Practicable Date.

Under the Listing Rules, the Company is required to provide Shareholders with all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with article 16.18 of the Articles, Mr. Cao Wei, Mr. Hao Weiya and Mr. Huang Lixin will retire as Directors by rotation at the AGM. Mr. Cao Wei, Mr. Hao Weiya and Mr. Huang Lixin, being eligible, will offer themselves for re-election as Directors at the AGM.

In accordance with article 16.3 of the Articles, any Director appointed by the Company either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Mr. Shao Kai shall hold office until the AGM and, being eligible, offer himself for re-election as Director at the AGM.

Particulars of Mr. Cao Wei, Mr. Hao Weiya, Mr. Huang Lixin and Mr. Shao Kai are set out in Appendix II to this circular.

4. INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each of which 1,306,563,669 Shares have been allotted and issued and fully paid or credited as fully paid, and there were

LETTER FROM THE BOARD

outstanding options carrying rights to subscribe for an aggregate of 54,548,000 Shares. In order to provide the Company with a flexibility for future investment opportunities, the Directors propose to increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares to HK\$50,000,000 divided into 5,000,000,000 Shares. The Directors have no present intention to issue any part of the increased authorised share capital of the Company.

5. REFRESHMENT OF THE GENERAL SCHEME LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the limit on the number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”); and
- (2) the total number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 80,000,000 Shares, being 10% of the total number of Shares on the date when dealings in the Shares on the Stock Exchange first commenced, unless the Company obtains an approval from the Shareholders for refreshment of the General Scheme Limit.

The Company may seek approval from the Shareholders in general meeting for refreshing the General Scheme Limit so that the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of the approval of the limit as “refreshed”.

In this connection, options (including options outstanding, cancelled, lapsed or exercised) previously granted under the Share Option Scheme and any other share option schemes of the Company will not be counted for the purpose of calculating the General Scheme Limit as “refreshed”.

The existing General Scheme Limit is 80,000,000 Shares, representing 10% of the Shares in issue as at the date of passing of the Last Renewal Resolution and approximately 6.12% of the Shares in issue as at the Latest Practicable Date. Up to the Latest Practicable Date, options carrying right to subscribe for 40,000,000 Shares have been granted pursuant to the authority given under the Last Renewal Resolution, and no option has been exercised, lapsed or been forfeited. Unless the General Scheme Limit was “refreshed”, only 40,000,000 Shares might be issued pursuant to the grant of further options under the Share Option Scheme. Apart from the options granted under the Share Option Scheme, the Company has no outstanding options to subscribe for Shares.

If the General Scheme Limit is “refreshed”, on the basis of 1,306,563,669 Shares in issue as at the Latest Practicable Date and assuming that, prior to the AGM, no Shares are issued (whether upon exercise of options which may be granted under the Share Option Scheme or

LETTER FROM THE BOARD

otherwise) or repurchased by the Company, the General Scheme Limit will be re-set at 130,656,366 Shares and the Company will be allowed to grant further options under the Share Option Scheme and other share option schemes carrying the rights to subscribe for a maximum of 130,656,366 Shares (“**Available Limit**”). Apart from the Share Option Scheme, the Company has no other share option scheme.

On the basis of 1,306,563,669 Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represents a total of 391,969,100 Shares. As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding options granted under the Share Option Scheme and yet to be exercised is 54,548,000 Shares (representing approximately 4.17% of the Shares in issue as at the Latest Practicable Date). Accordingly, the Available Limit arising from the “refreshing” of the General Scheme Limit does not exceed the 30% Overall Limit as at the Latest Practicable Date.

The purpose of the Share Option Scheme was to enable the Company to grant options to selected participants as incentive or rewards for their contribution to the Group. The Board considers that it will be for the benefit of the Company and the Shareholders as a whole that eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options under the Share Option Scheme. This will motivate the eligible participants to contribute further to the success of the Group. Given that the issued share capital of the Company has increased since the passing of the Last Renewal Resolution, the Directors consider that if the General Scheme Limit is refreshed based on the existing issued share capital of the Company, the Share Option Scheme can more effectively or sufficiently serve its intended purpose for the benefit of the Group and the Shareholders. For these reasons, the Directors will propose the passing of an ordinary resolution at the AGM for “refreshing” the General Scheme Limit.

The refreshment of the General Scheme Limit will be conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the General Scheme Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options granted under the refreshed General Scheme Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options granted under the refreshed General Scheme Limit.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are eligible to attend the AGM, the register of members of the Company will be closed from Friday, 8 May 2015 to Monday, 11 May 2015 (both dates inclusive) during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

7. AGM

The notice of the AGM is set out on pages 19 to 24 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, the re-election of Directors, the increase in the authorised share capital of the Company and the refreshment of the General Scheme Limit by way of poll. An announcement on the poll results will be published by the Company after the AGM.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Registrar. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

8. RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the increase in the authorised share capital of the Company and the refreshment of the General Scheme Limit referred to in this circular are in the best interests of the Company and the Shareholders and recommend you to vote in favour of all the resolutions to be proposed at the AGM.

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By order of the Board
**China City Railway Transportation Technology
Holdings Company Limited**
Cao Wei
Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,306,563,669 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 130,656,366 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

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

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Memorandum, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2014, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. Accordingly, each person under the concert party arrangement is taken to be interested in Shares of that the other party is interested under the SFO. As at the Latest Practicable Date, More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited held an aggregate of 269,509,815 Shares, representing approximately 20.63% of the issued share capital of the Company.

More Legend Limited is owned as to 75% by Mr. Cao Wei (an executive Director and the chief executive officer of the Company) and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. By virtue of the SFO, each of Mr. Cao Wei and Ms. Wang Jiangping is deemed to be interested in the 269,509,815 Shares which More Legend Limited is interested in. Besides, since Mr. Cao Wei was personally interested in 1,300,000 underlying Shares (being Shares to be allotted on exercise of share options granted under the Share Option Scheme pursuant to Part XV of the SFO), therefore, by virtue of the SFO, each Mr. Cao Wei and his spouse, Ms. Wang Jiangping is deemed to be interested in 270,809,815 Shares, representing approximately 20.73% of the issued share capital of the Company.

Landcity Limited is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen Rui and Ms. Jiang Wenjun, the spouse of Mr. Chen Rui. By virtue of the SFO, each of Mr. Chen Rui and Ms. Jiang Wenjun is deemed to be interested in the 269,509,815 Shares which Landcity Limited is interested in.

BII HK, the largest controlling Shareholder as at the Latest Practicable Date, was the beneficial owner of 483,881,376 Shares, representing approximately 37.03% of the issued share capital of the Company.

On the basis of 1,306,563,669 Shares in issue as at the Latest Practicable Date and assuming no further issue and repurchase of Shares prior to the date of the AGM, if the Repurchase Mandate were exercised in full, the percentage interest of More Legend Limited, Vix Technology (East Asia) Limited, Landcity Limited, Mr. Chen Rui and Ms. Jiang Wenjun would each increase to approximately 22.92% respectively of the then issued Shares, while that of Mr. Cao Wei and Ms. Wang Jiangping would each increase to approximately 23.03% respectively and that of BII HK would increase to approximately 41.15%.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code. On the basis of the current shareholding of BII HK, an exercise of the Repurchase Mandate in full will result in BII HK becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in BII HK becoming obliged to make a mandatory offer under the Takeovers Code.

Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate was exercised in full, the percentage shareholding of the public would not be less than 25% of the issued share capital of the Company. It is, moreover, not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.99	1.55
May	1.85	1.75
June	1.94	1.70
July	1.88	1.57
August	1.64	1.50
September	2.72	1.57
October	2.77	2.30
November	2.50	2.19
December	2.90	2.20
2015		
January	2.59	1.91
February	2.20	1.93
March (up to the Latest Practicable Date)	2.18	1.80

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the Memorandum and the Articles.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

Details of the Directors who are proposed to be re-elected at the AGM are set out below:

Mr. Cao Wei (“Mr. Cao”)*Qualifications and experience*

Mr. Cao, aged 51, is the Chief Executive Officer and executive Director of the Company. Mr. Cao concurrently serves as the director of Great Legend Development Limited, China City Railway Transportation Technology Investment Company Limited, Beijing City Railway Holdings Company Limited, Innovation Holding Co.,LTD., ERG Transit Systems (HK) Limited (“**ERG HK**”), 億雅捷交通系統(北京) 有限公司 (ERG Transit Systems (Beijing) Limited*) (“**ERG BJ**”), 北京京投卓越科技發展有限公司 (Beijing BII Technology Development Company Limited*) (“**BII Zhuoyue**”), and 北京京投億雅捷交通科技有限公司 (Beijing BII-ERG Transportation Technology Company Limited*) (“**BII ERG**”), each a subsidiary of the Group. Mr. Cao was appointed as a Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. Mr. Cao joined the Group in April 2009. Mr. Cao is the sole director of More Legend Limited (“**More Legend**”) and is indirectly interested in the Shares through his 75% equity interest in More Legend. More Legend is the owner of approximately 20.63% of the issued share capital of the Company as at the Latest Practicable Date. The substance of Mr. Cao’s responsibilities and contribution to the business of the Group was demonstrated through his shareholding and directorship in More Legend. Mr. Cao has over 15 years of experience in the management technology and communications industry and has developed strong business relationship and networks in the industry. Through Mr. Cao’s experience in the industry and business networks, the Group was able to participate in various projects relating to the ACC System. Mr. Cao has been serving as director of ERG BJ and ERG HK since his appointment in May 2011 and April 2010, respectively. Mr. Cao had been a director and the general manager of Beijing Enterprises Teletron Information Technology Co., Ltd., a company which became a subsidiary of Beijing Development (Hong Kong) Limited (“**Beijing Development**”) (a company listed on the Main Board of the Stock Exchange (Stock Code: 154)) in 2001. From 2005 to 2010, Mr. Cao was an executive director and vice president of Beijing Development. From 1996 to 2001, Mr. Cao was the general manager of Beijing Telecom Network Technology Co., Ltd.. Mr. Cao obtained a bachelor’s degree in industrial automation from Harbin Institute of Technology in July 1985 and received his certification as senior engineer in 1996. Mr. Cao subsequently obtained an executive MBA (EMBA) from Tsinghua University in July 2009.

Save as disclosed herein, Mr. Cao did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Cao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Interests in Shares

Mr. Cao is the sole director of More Legend and is indirectly interested in the Shares through his interest in More Legend. More Legend is owned as to 75% by Mr. Cao Wei and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao. More Legend is the legal and beneficial owner of approximately 20.63% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company on 16 May 2012. Accordingly, each person under the concert party arrangement is taken to be interested in Shares of that the other party is interested under the SFO. As at the Latest Practicable Date, More Legend, Vix Technology (East Asia) Limited and Landcity Limited held an aggregate of 269,509,815 Shares, representing approximately 20.63% of the share capital of the Company. By virtue of the SFO, Mr. Cao is deemed to be interested in the 269,509,815 Shares which More Legend is interested in. Moreover, as at the Latest Practicable Date, Mr. Cao was personally interested in 1,300,000 underlying Shares (being Shares to be allotted on exercise of share options granted under the Share Option Scheme pursuant to Part XV of the SFO, representing approximately 0.10% of the entire issued share capital of the Company.

Others

Mr. Cao has entered into a service agreement with the Company for a term of three years commencing from 16 May 2012 and expiring on 15 May 2015, subject to the retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The salary of the executive Directors is subject to review each year. The emoluments in connection with Mr. Cao as an executive Director is HK\$1,200,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Cao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Hao Weiya (“Mr. Hao”)*Qualifications and experience*

Mr. Hao, aged 45, was appointed as the non-executive Director on 6 August 2013. Mr. Hao graduated from the University of Science and Technology Beijing (北京科技大學) in the People’s Republic of China with a bachelor’s degree of engineering majoring in applied chemistry (industry analysis) in July 1992 and a master’s degree in business administration in June 2001. In November 2008, Mr. Hao was qualified as a senior economist approved by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會). Mr. Hao has over 18 years of experience in finance and investment.

During the period from January 1994 to March 2000, Mr. Hao worked in various brokerage and investment companies. During the period from March 2000 to April 2001, Mr. Hao acted as the project manager of 北京市境外融投資管理中心 (Beijing Municipality Overseas Finance and Investment Managing Center*). From April 2001 to January 2002, Mr. Hao acted as the vice president of the capital management department of Beijing State-owned Assets management Co., Ltd. (北京市國有資產經營有限責任公司). From January 2002 to August 2008, Mr. Hao served as the vice general manager and subsequently acted as the general manager and chairman of the board of directors of 北京集成電路設計園有限公司 (Beijing Integrated Circuit Design Park Co., Ltd.*). From August 2008 to July 2014, Mr. Hao successively served as the senior investment manager of financing department, manager of investment management department, assistant to general manager and vice general manager of BII. Since July 2014, Mr. Hao serves as a director and the general manager of BII. From January 2010 to June 2011 and from December 2014 onwards, Mr. Hao serves as a director of Metro Land Corporation Ltd. (京投銀泰股份有限公司) (Stock Code: 600683), a company listed on the Shanghai Stock Exchange. From October 2013 to November 2014, Mr. Hao served as the non-executive director of Beijing Urban Construction Design & Development Group Co., Limited (Stock Code: 1599), a company listed on the Stock Exchange. Since November 2014, Mr. Hao serves as the chairman of 北京京港地鐵有限公司 (Beijing MTR Corporation Limited), a joint venture Company formed amongst MTR Corporation Limited, Beijing Capital Group Co., Ltd. and BII.

Save as disclosed herein, Mr. Hao did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Hao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Hao did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Hao entered into a letter of appointment with the Company for a term of three years commencing from 6 August 2013 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the letter of appointment, Mr. Hao is entitled to the reimbursement of all reasonable out-of-pocket expenses properly incurred in discharging his duties to Group in the amount not exceeding HK\$240,000 per annum, which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Hao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Huang Lixin (“Mr. Huang”)***Qualifications and experience***

Mr. Huang, aged 43, was appointed as the independent non-executive Director on 9 July 2014. Mr. Huang graduated from the Law School of Renmin University of China (中國人民大學法律學院) with a Bachelor’s degree of Law in July 1993 and obtained a Master’s degree of Law from the University of International Business and Economics (對外經濟貿易大學) in July 1996. Mr. Huang obtained the Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong in June 2001. Mr. Huang was qualified as a lawyer in the People’s Republic of China since October 1995 and obtained the practising certificate issued by the Law Society of Hong Kong for the period from January to December 2004. Mr. Huang possessed extensive experience in the legal practice and had participated in numerous issues of securities, initial public offerings, post-listing financing as well as merger and acquisition projects over the past 20 years as a practising lawyer.

Mr. Huang was an intern in 中國證券監督管理委員會法律部 (the Law Department of the China Securities Regulatory Commission*) from November 1993 to February 1996. From August 1996 to July 2000, Mr. Huang acted as a PRC legal consultant at Herbert Smith LLP. From July 2001 to May 2007, Mr. Huang was appointed as a trainee solicitor and later a solicitor at Herbert Smith LLP. Mr. Huang is now a partner of Beijing Haiwen & Partners which he joined in May 2007.

Save as disclosed herein, Mr. Huang did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Huang did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Huang did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Huang entered into a letter of appointment with the Company for a term of three years commencing from 9 July 2014 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the letter of appointment, the emoluments for Mr. Huang as an independent non-executive Director is HK\$240,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Huang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Shao Kai (“Mr. Shao”)***Qualifications and experience***

Mr. Shao, aged 50, Senior Engineer, graduated from 上海鐵道學院 (Shanghai Railway College*) with a Bachelor’s degree majoring in Railway Signal in July 1985. Mr. Shao obtained a Master’s degree in business administration from Asia International Open University (Macau) in September 2003. From July 1985 to November 1996, Mr. Shao successively served as trainee, assistant engineer and engineer of 中國鐵路通信信號股份有限公司 (China Railway Signal & Communication Co., Ltd*). From November 1996 to November 2002, Mr. Shao successively served as senior engineer, chief engineer and head of 北京全路通信信號研究設計院信號研究設計所 (The Signal Research & Design Department of Beijing National Railway Research & Design Institute of Signal & Communication*). From November 2002 to November 2010, Mr. Shao served as deputy director of 北京全路通信信號研究設計院 (「北京通號院」) (Beijing National Railway Research & Design Institute of Signal & Communication*), and concurrently served as its secretary to the Party committee from January 2004 to November 2010. From November 2010 to May 2012, Mr. Shao served as the director and the secretary to the Party committee of 北京全路通信信號研究設計院有限公司 (Beijing National Railway Research & Design Institute of Signal & Communication Co., Ltd.*). From April 2003 to February 2005, Mr. Shao concurrently served as director of 北京通號院上海分院 (Beijing National Railway Research & Design Institute of Signal & Communication Shanghai Branch*). From April 2008 to September 2009, Mr. Shao concurrently served as general manager of 中國鐵路通信信號集團公司城市軌道交通分公司 (China Railway Signal & Communication Co., Ltd. Urban Mass Transit Branch*). From September 2009 to May 2010, Mr. Shao concurrently served as general manager, Party general branch committee member and secretary to the Party general branch of 北京城市軌道交通分公司 (Beijing Urban Mass Transit Branch*). From May 2010 to May 2012, Mr. Shao concurrently served as president of 北京通號國鐵城市軌道技術有限公司 (「通號城軌技術有限公司」) (Beijing Urban Transit Technology Co., Ltd.*), and had respectively served as its deputy secretary to the Party general branch and deputy secretary to the Party committee during the period. From May 2012 to November 2014, Mr. Shao served as the president and deputy secretary to the Party committee of 通號城軌技術有限公司, and concurrently served as its general manager from March 2013 to November 2014. Mr. Shao is also the executive deputy general manager of the Company and chief expert of BII.

Save as disclosed herein, Mr. Shao did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Shao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Shao did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Shao has entered into a service agreement with the Company for a term of three years commencing from 4 March 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the service agreement, Mr. Shao is entitled to a salary of HK\$1,200,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Shao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

中國城市軌道交通科技控股

CHINA CITY RAILWAY TRANSPORTATION TECHNOLOGY



中國城市軌道交通科技控股有限公司
**CHINA CITY RAILWAY TRANSPORTATION
TECHNOLOGY HOLDINGS COMPANY LIMITED**

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1522)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) will be held at the Conference Room, 9/F, 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Tuesday, 12 May 2015 at 2:30 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors (“**Directors**”) of the Company and the Company’s auditors for the 18 months ended 31 December 2014;
2. 2.1 each as a separate resolution, to re-elect the following Directors:
 - 2.1.1 to re-elect Mr. Cao Wei as the Director
 - 2.1.2 to re-elect Mr. Hao Weiya as the Director
 - 2.1.3 to re-elect Mr. Huang Lixin as the Director
 - 2.1.4 to re-elect Mr. Shao Kai as the Director
- 2.2 to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration;
3. to appoint KPMG as the Company’s auditors to hold office until conclusion of the next annual general meeting and to authorise the Board to fix its remuneration;

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and, as special businesses, to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as define in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. Of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of 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, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) (“**Companies Law**”) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, 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;

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(b) the aggregate nominal amount of the shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of 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, the Companies Law or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

7. “**THAT**

- (a) the increase of the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each (“**Share(s)**”) to HK\$50,000,000 divided into 5,000,000,000 Shares by creating an additional 3,000,000,000 unissued Shares be and is hereby approved; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient for completion of the increase in authorised share capital of the Company as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

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8. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company 8 December 2011 and revised on 24 September 2013 (**“Share Option Scheme”**), representing 10 per cent. of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (**“Refreshed Scheme Mandate”**) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the day on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the Directors or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By order of the Board
**China City Railway Transportation Technology
Holdings Company Limited**
Cao Wei
Chief Executive Officer

Hong Kong, 1 April 2015

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As at the date hereof, the Board comprised the following Directors:

Executive Directors

Mr. Cao Wei (*Chief Executive Officer*)
Ms. Xuan Jing
Mr. Shao Kai

Non-executive Directors

Dr. Tian Zhenqing (*Chairman*)
Mr. Hao Weiya
Mr. Zhang Jie

Independent non-executive Directors

Mr. Bai Jinrong
Mr. Luo Zhenbang
Mr. Huang Lixin

Registered office:

Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Principal place of business

in Hong Kong:
Unit 4407, 44/F, COSCO Tower
183 Queen's Road Central
Hong Kong

Notes:

- (a) Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.