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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 Thursday, 27 November 2014 at 2:30 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to consider and approve, as a special resolution, the postponement of the adoption of 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 ending 31 December 2014 (“**Financial Year**”) to the next annual general meeting of the Company which is expected to be held within six months after the end of the Financial Year;
2. 2.1 each as a separate resolution, to re-elect the following Directors:
 - 2.1.1 to re-elect Dr. Tian Zhenqing as the Director
 - 2.1.2 to re-elect Ms. Xuan Jing as the Director
 - 2.1.3 to re-elect Mr. Zhang Jie as the Director
 - 2.1.4 to re-elect Mr. Bai Jinrong as the Director
 - 2.1.5 to re-elect Mr. Luo Zhenbang as the Director
 - 2.1.6 to re-elect Mr. Huang Lixin 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;

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

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 authorize 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 defined 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

(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;
- (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.”

SPECIAL RESOLUTIONS

7. “**THAT** the memorandum and articles of association of the Company be amended as follows:

(i) by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law (Revised)” in the heading on page 1 of the memorandum of association of the Company;

(ii) **Clause 2** of the memorandum of association of the Company

by deleting and replacing the **Clause 2** of the memorandum of association of the Company in its entirety with the following:

“The Registered Office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman, KY1-1112, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.”;

(iii) **Clause 4** of the memorandum of association of the Company

by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law (Revised)” in the first and third line of the first sentence;

(iv) **Clause 6** of the memorandum of association of the Company

by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law (Revised)” in the fourth line of the first sentence;

(v) **Clause 7** of the memorandum of association of the Company

by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law (Revised)” in the second and third line of the first sentence;

(vi) by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law (Revised)” in the heading on page 1 of the articles of association of the Company; and

(vii) **Article 2.2** of the articles of association of the Company

by deleting the words “The Companies Law (2012 Revision)” and replacing with the words “The Companies Law” in the existing definition of “**Companies Law**” or “**Law**”.

8. “**THAT** subject to the passing of resolution numbered 7 above, the adoption of an amended and restated memorandum and articles of associations of the Company (incorporating the amendments stated in resolution numbered 7 above and all previous amendments to the existing memorandum and articles of associations of the Company, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) in substitution for and to the exclusion of the existing memorandum and articles of associations of the Company be and is hereby approved.”

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

Hong Kong, 24 October 2014

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

Executive Directors

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

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.