
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;
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, 28 June 2016 at 2:30 p.m. is set out on pages 17 to 21 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.

8 April 2016

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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, 28 June 2016 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 34.22% 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
“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
“Latest Practicable Date”	1 April 2016, 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
“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”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“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*

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. Guan Jifa

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

8 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES; AND
(II) RE-ELECTION OF DIRECTORS**

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; and (ii) re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 12 May 2015, 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 285,593,040 Shares pursuant to the Issue Mandate based on the number of issued Shares of 1,427,965,203 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, Ms. Xuan Jing, Mr. Bai Jinrong and Mr. Luo Zhenbang will retire as Directors by rotation at the AGM. Ms. Xuan Jing, Mr. Bai Jinrong and Mr. Luo Zhenbang, 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. Guan Jifa shall hold office until the AGM and, being eligible, offer himself for re-election as Director at the AGM.

Particulars of each of Ms. Xuan Jing, Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Guan Jifa are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. 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, 24 June 2016 to Monday, 27 June 2016 (both dates inclusive) during which period no transfer of Shares will be registered.

5. AGM

The notice of the AGM is set out on pages 17 to 21 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, and the re-election of Directors 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.

6. RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of each of the Directors referred to in this circular are in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all the resolutions to be proposed at the AGM as set out in the notice of the AGM.

7. 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 1,427,965,203 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 142,796,520 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 2015, 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 is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective expected interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

	Capacity	Before repurchase (Note 1)	After repurchase (Note 1)
Mr. Cao Wei (Note 2)	Beneficial owner, interest in a controlled corporation	17.28%(L)	19.20%(L)
Ms. Wang Jiangping (Note 2)	Interest of spouse, interest in a controlled corporation	17.28%(L)	19.20%(L)
More Legend Limited (Note 2)	Beneficial owner	17.19%(L)	19.10%(L)
BII HK (Note 3)	Beneficial owner	34.31%(L)	38.12%(L)
BII (Note 3)	Interest in a controlled corporation	34.31%(L)	38.12%(L)
中國財產再保險有限責任公司 (China Property and Casualty Reinsurance Company Limited*) (Note 4)	Beneficial owner	8.07%(L)	8.97%(L)
中國再保險(集團)股份有限公司 (China Reinsurance (Group) Corporation*) (Note 4)	Interest in a controlled corporation	8.07%(L)	8.97%(L)

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. More Legend Limited is the legal and beneficial owner of approximately 17.19% of the issued share capital of the Company. Mr. Cao Wei and Ms. Wang Jiangping are the legal and beneficial owners as to 75% and 25% of the issued share capital of More Legend Limited respectively. Mr. Cao is the sole director of More Legend and a Director. Mr. Cao Wei is personally interested in 0.09% 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). Ms. Wang Jiangping is the spouse of Mr. Cao Wei and is deemed to be interested in the Shares and underlying Shares held by Mr. Cao Wei.
3. BII HK is a wholly-owned subsidiary of BII. Dr. Tian Zhenqing, a Director, is a director of BII HK.

4. 中國財產再保險有限責任公司 (China Property and Casualty Reinsurance Company Limited*) is a wholly-owned subsidiary of 中國再保險(集團)股份有限公司 (China Reinsurance (Group) Corporation*).

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 HK\$	Lowest HK\$
2015		
April	3.09	1.99
May	3.90	3.01
June	3.44	2.60
July	2.90	1.50
August	2.26	1.27
September	1.67	1.41
October	2.17	1.58
November	2.44	1.94
December	2.09	1.71
2016		
January	1.91	1.22
February	1.49	1.17
March	1.54	1.13
April (up to the Latest Practicable Date)	1.41	1.34

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:

Ms. Xuan Jing (宣晶) (“Ms. Xuan”)*Qualifications and experience*

Ms. Xuan, aged 42, was appointed as the executive Director on 27 June 2014. Ms. Xuan graduated from Tianjin University (天津大學) in the People’s Republic of China in July 1995 with a Bachelor’s degree of Engineering majoring in engineering management and obtained a Master’s degree of Business Administration from Nankai University (南開大學) in March 2001. In November 2003, Ms. Xuan was qualified as an intermediate economist approved by Beijing Intermediate Specialised Technique Qualification Evaluation Committee (北京市中級專業技術職務評審委員會). During the period from July 1995 to September 1998, Ms. Xuan acted as the project manager of 長實國際(天津)集團公司 (Changshi International (Tianjin) Group Limited*). From March 2001 to November 2007, Ms. Xuan acted as the deputy manager of the finance department of 神州數碼(中國)有限公司 (Digital China (China) Ltd.*). During the period from November 2007 to May 2010, Ms. Xuan served as the secretary to the board of directors and the general manager of the development department of 北京神州金信科技股份有限公司 (Beijing Jinxin Technology Co., Ltd*). In May 2010, Ms. Xuan was appointed as the assistant to the manager and subsequently appointed as deputy manager of the investment management department of BII. Ms. Xuan is now the general manager of the investment management department of BII. Ms. Xuan concurrently serves as the director of BII Zhuoyue and 億雅捷交通系統(北京)有限公司 (ERG Transit Systems (Beijing) Limited*), each a subsidiary of the Company.

Save as disclosed herein, Ms. Xuan 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. Ms. Xuan 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, Ms. Xuan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Ms. Xuan has entered into a service agreement with the Company for a term of three years commencing from 27 June 2014 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the terms of appointment, no director’s fee will be payable to Ms. Xuan but Ms. Xuan is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties to the Company for a total amount not exceeding HK\$1,200,000 per annum which was determined by the Board with reference to the duties and level of responsibilities with the Group for the relevant position.

Save as disclosed above, there is no other information relating to Ms. Xuan 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. Bai Jinrong (白金榮) (“Mr. Bai”)

Qualifications and experience

Mr. Bai, aged 65, joined the Group and was appointed as independent non-executive Director on 7 December 2011. Mr. Bai has over 25 years of experience in economics, finance and enterprise management. Prior to joining the Group, Mr. Bai was the vice board chairman and general manager of Beijing Enterprises Group Company Limited from 2005 to 2010. From 2003 to 2004, Mr. Bai was the deputy director of Beijing State-owned Assets Supervision and Administration Commission. From June 2005 to June 2011, Mr. Bai was the executive director of Beijing Enterprises Holdings Limited (a company listed on the Stock Exchange (Stock Code: 392)). From 1992 to 1997, Mr. Bai served as a deputy director of Beijing Economic Structure Reforms Committee. From 1984 to 1992, Mr. Bai served as a deputy director and director of the Policy Research Office of Beijing Chemical Industry Group. Mr. Bai also served as the independent non-executive director of Kong Shum Union Property Management (Holding) Limited (a company listed on the Stock Exchange (stock code: 8181)) from February 2015 to March 2016. Mr. Bai graduated from Beijing Normal University in 1985.

Save as disclosed herein, Mr. Bai 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. Bai 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. Bai did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Bai entered into a letter of appointment with the Group with a term of three years commencing from 16 May 2015 subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments in connection with Mr. Bai 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. Bai 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. Luo Zhenbang (羅振邦) (“Mr. Luo”)*Qualifications and experience*

Mr. Luo, aged 50, is the independent non-executive Director. Mr. Luo joined the Group and was appointed as the independent non-executive Director on 13 November 2012. Mr. Luo is the director and managing partner of the BDO China Shu Lun Pan Certified Public Accountants LLP. Mr. Luo graduated from the School of Business of Lanzhou in 1991 majoring in enterprise management and obtained a master’s degree in corporate governance and innovation from Tsinghua University. Mr. Luo has over 22 years’ experience in accounting, auditing and financial management and is a Chinese Certified Public Accountant, Certified Tax Agent, Certified Public Valuer and Certified Accountant in securities and futures industry. Mr. Luo has extensive experience in the audit of listed companies in various sectors and provides business consultation services in corporate restructuring and strategic planning for initial public offer, assets and debts restructuring. Mr. Luo acted as the vice general manager of Zhong Zhou Certified Public Accountants and Baker Tilly China Certified Public Accountants. He was an expert supervisor of China Cinda Asset Management Co., Ltd. and China Great Wall Asset Management Corporation. Mr. Luo served as an independent director of several companies listed in the People’s Republic of China, including Long March Vehicle Technology Company Limited (now known as China Aerospace Times Electronics Company Limited) (stock code: 600879) and AVIC Heavy Machinery Company Limited (stock code: 600765), each a company listed on the Shanghai Stock Exchange; Ning xia Orient Tantalum Industry Company Limited (stock code: 962), Wuzhong Instrument Company Limited (now known as Ningxia Yinxing Energy Company Limited) (stock code: 862) and Ningxia Zhongyin Cashmere Company Limited (stock code: 982), each a company listed on the Shenzhen Stock Exchange. Mr. Luo has been the independent non-executive director of China Aerospace International Holdings Limited (stock code: 31) since December 2004, the independent non-executive director of Xinjiang Goldwind Science & Technology Co., Ltd. (stock code: 2208) since June 2013 and the independent non-executive director of Guorui Properties Limited (stock code: 2329) since July 2013, each a company listed on the Stock Exchange. Mr Luo has been the independent director of Digital China Information Service Company Ltd. (stock code: 555), a company listed on the Shenzhen Stock Exchange since January 2014. Mr. Luo is also a member of the internal audit committee of Northeast Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 686)).

Save as disclosed herein, Mr. Luo 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. Luo 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. Luo did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Luo entered into a letter of appointment with the Group with a term of three years commencing from 13 November 2015 subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments in connection with Mr. Luo 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. Luo 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. Guan Jifa (關繼發) (“Mr. Guan”)*Qualifications and experience*

Mr. Guan, aged 50, graduated from Xi’an Institute of Metallurgy and Architecture* (西安冶金建築學院) (now renamed as Xi’an University of Architecture and Technology* (西安建築科技大學)) with a bachelor’s degree in engineering in July 1987. In September 1999, Mr. Guan obtained the engineer qualification certificate and was qualified as a senior engineer approved by Beijing Senior Specialised Technique Post Evaluation Committee* (北京市高級專業技術職務評審委員會). He had taken a graduate course in the International Business Administration School of the University of International Business and Economics* (對外經濟貿易大學國際工商管理學院) from March 2002 to August 2004. He obtained a doctor’s degree in engineering from Xi’an University of Architecture and Technology* (西安建築科技大學) in December 2008. During the period from July 1987 to August 1992, Mr. Guan worked at the Heilong jiang Metallurgica Design and Planning Institute* (黑龍江冶金設計規劃院) as an Engineer. During the period from June 1994 to April 2005, Mr. Guan worked at Beijing Urban Construction No. 3 Development Co., Ltd* (北京城建三建設發展有限公司) as a project manager and subsequently served as a deputy general manager. From April 2005 to January 2008, Mr. Guan acted as the deputy general manager and subsequently the general manager of Beijing Subway Construction Co., Ltd* (北京地下鐵道建設公司). Mr. Guan served as the chairman of Beijing Jing Chuang Investment Ltd. (北京京創投資有限公司) from January 2008 to March 2010. Since March 2010, Mr. Guan joined BII as the general manager of the Land Development Department from March 2010 to September 2010, and then he also acted as the assistant general manager of BII from September 2010 to August 2015. Mr. Guan now serves as the deputy general manager of BII. He also serves as a non-executive director in Beijing Urban Construction Design & Development Group Co., Limited (a company listed on the Stock Exchange (stock code: 1599)).

Save as disclosed herein, Mr. Guan 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. Guan 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. Guan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Guan has entered into a letter of appointment with the Company for a term of three years commencing from 28 October 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the terms of appointment, no director's fee will be payable to Mr. Guan but Mr. Guan is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$240,000 per annum.

Save as disclosed above, there is no other information relating to Mr. Guan 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, 28 June 2016 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 year ended 31 December 2015;
2. 2.1 each as a separate resolution, to re-elect the following Directors:
 - 2.1.1 to re-elect Ms. Xuan Jing as the Director
 - 2.1.2 to re-elect Mr. Bai Jinrong as the Director
 - 2.1.3 to re-elect Mr. Luo Zhenbang as the Director
 - 2.1.4 to re-elect Mr. Guan Jifa 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

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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.”

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

Hong Kong, 8 April 2016

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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. Guan Jifa

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.