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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting (“EGM”) of China City Railway Transportation Technology Holdings Company Limited (the “**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 at 2:30 p.m. on Tuesday, 27 May 2014 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) subject to and conditional upon the fulfilment of the conditions in the subscription agreement (“**Subscription Agreement**”) dated 1 April 2014 entered into between the Company as issuer and Beijing Infrastructure Investment (Hong Kong) Limited (京投(香港)有限公司) as subscriber in relation to the proposed subscription of 248,804,313 shares of HK\$0.01 each in the share capital of the Company (each a “**Subscription Share**”, and collectively, the “**Subscription Shares**”) at the price of HK\$1.25 per Subscription Share (a copy of the Subscription Agreement is marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Subscription Agreement be and is hereby approved, ratified and confirmed and any one director of the Company be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) subject to and conditional upon the fulfilment of the conditions in the placing agreement (“**Placing Agreement**”) dated 1 April 2014 entered into between the Company as issuer and GF Securities (Hong Kong) Brokerage Limited as placing agent in relation to the proposed placing (“**Placing**”) of 83,887,262 shares of HK\$0.01 each in the capital of the Company (“**Placing Shares**”) (as supplemented by an agreement dated 5 May 2014 entered into between the Company and GF Securities (Hong Kong) Brokerage Limited) (a copy of the Placing Agreement is marked “B” and signed by the chairman of the EGM for

identification purpose has been tabled at the meeting) the form and substance of the Placing Agreement be and is hereby approved, ratified and confirmed and any one director of the Company be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (c) subject to the fulfillment of the conditions of the Subscription Agreement and the Placing Agreement, any one director of the Company (“**Director**”) be and are hereby authorised to exercise all the powers of the Company and to take all steps as might in their opinion be desirable or necessary in connection with the Subscription Agreement and the Placing Agreement to, including without limitation, allot and issue the Subscription Shares and the Placing Shares;
 - (d) all other transactions contemplated under the Subscription Agreement and the Placing Agreement be and are hereby approved and any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the Placing Agreement, the allotment and issue of the Subscription Shares and the Placing Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the such Director, in the interests of the Company and its shareholders as a whole; and
 - (e) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares and the Placing Shares; (ii) the Executive (as defined in the Circular) granting consent in respect of the Special Deal pursuant to Rule 25 of the Takeovers Code (as defined in the Circular) (either unconditionally or subject to such conditions as may be required by the Executive); and (iii) the passing of the ordinary resolution no.1(a), (b), (c) and (d) as set out in this notice of EGM, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Placing Shares pursuant to the Subscription Agreement and the Placing Agreement be and is hereby confirmed and approved.”
2. “**THAT**, subject to and conditional upon the passing of the resolutions set out as Resolution No. 1 in the notice convening the EGM, the ruling letter of Whitewash Waiver (as defined in the circular of the Company dated 9 May 2014 (“**Circular**”)) granted by the Executive (as defined in the Circular) to the Subscriber (as defined in the Circular) be and is hereby approved and any one director of the Company be and is hereby authorised to do all such things and take all such action as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver (as defined in the Circular).”

3. “**THAT**, subject to and conditional upon the fulfillment of the conditions in the Placing Agreement, the allotment and issue of the Placing Shares to LBN China + Opportunity Master Fund and Asian Opportunities Absolute Return Fund Limited (each being a shareholder of the Company) pursuant to the Placing Agreement (“**Special Deal**”) and other transactions contemplated thereunder and in connection therewith, be and are hereby approved for the purposes of Rule 25 of the Takeovers Code (as defined in the Circular).”

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

Hong Kong, 9 May 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office 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 appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he so wish.
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
5. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this notice, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Dr. Tian Zhenqing, Mr. Hao Weiya and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang.