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京投轨道交通科技控股有限公司

BII 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 an extraordinary general meeting (the “**EGM**”) of BII Railway Transportation Technology Holdings Company Limited (the “**Company**”) will be held at Conference Room, 4/F., 4th Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Thursday, 3 March 2022 at 9:30 a.m., to consider and, if thought fit, pass the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the services framework agreement dated 17 December 2021 between the Company and BII (the “**New BII Services Framework Agreement**”) (a copy of the New BII Services Framework Agreement has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose), the terms and conditions thereof and the transactions contemplated thereunder, and the relevant proposed annual cap amounts of the transactions contemplated under the New BII Services Framework Agreement for the three years ending 31 December 2022, 2023 and 2024 as shown in the Company’s circular dated 11 February 2022 be and are hereby approved, confirmed and ratified; and
- (b) Mr. Zhang Yanyou (the chairman of the board of directors (the “**Director(s)**”) of the Company and a non-executive Director) or Ms. Xuan Jing (an executive Director) be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to the New BII Services Framework Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the New BII Services Framework Agreement and any other transactions contemplated under or incidental to the New BII Services Framework Agreement”.

2. **“THAT**

- (a) the services framework agreement dated 17 December 2021 between the Company and Beijing Information (the **“Beijing Information Services Framework Agreement”**) (a copy of the Beijing Information Services Framework Agreement has been produced at the meeting marked “B” and signed by the chairman of the meeting for identification purpose), the terms and conditions thereof and the transactions contemplated thereunder, and the relevant proposed annual cap amounts of the transactions contemplated under the Beijing Information Services Framework Agreement for the three years ending 31 December 2022, 2023 and 2024 as shown in the Company’s circular dated 11 February 2022 be and are hereby approved, confirmed and ratified; and
- (b) Mr. Zhang Yanyou (the chairman of the board of directors (the **“Director(s)”**) of the Company and a non-executive Director) or Ms. Xuan Jing (an executive Director) be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to Beijing Information Services Framework Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of Beijing Information Services Framework Agreement and any other transactions contemplated under or incidental to Beijing Information Services Framework Agreement”.

By order of the Board
**BII Railway Transportation Technology
Holdings Company Limited**
Xuan Jing
Executive Director
Chief Executive Officer

Hong Kong, 11 February 2022

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 9:30 a.m. on Tuesday, 1 March 2022 (Hong Kong time)) or adjourned meeting (as the case may be). 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/she so wish.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 28 February 2022 to Thursday, 3 March 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 February 2022 (Hong Kong time).
4. 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.
5. 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.
6. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this notice, the executive director of the Company is Ms. Xuan Jing, the non-executive directors of the Company are Mr. Zhang Yanyou, Mr. Cao Wei, Mr. Guan Jifa, Mr. Zheng Yi and Ms. Gu Xiaohui, the independent non-executive directors of the Company are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.