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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 an 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 3:00 p.m. on Tuesday, 28 June 2016 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** the framework agreement (the “**BMN Framework Agreement**”) dated 11 May 2016 (a copy of which will be produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company and 北京軌道交通路網管理有限公司 (Beijing Metro Network Administration Co., Ltd*) and the transactions contemplated thereunder; and the relevant proposed annual capped amounts of the transactions contemplated under the BMN Framework Agreement for the 12 months ending 30 June 2017, 2018 and 2019 as shown in the Company’s circular dated 1 June 2016 be and the same are hereby approved; and that any director of the Company be and is hereby authorised to take any step and execute any other documents and to do all such acts or things as he/she considers necessary, desirable or expedient in connection with the BMN Framework Agreement or any of the transactions contemplated thereunder.”
2. **“THAT** the framework agreement (the “**BRC Framework Agreement**”) dated 11 May 2016 (a copy of which will be produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company and 北京市軌道交通建設管理有限公司(Beijing Railway Construction and Management Co., Ltd*) and the transactions contemplated thereunder; and the relevant proposed annual capped amounts of the transactions contemplated under the BRC Framework Agreement for the 12 months ending 30 June 2017, 2018 and 2019 as shown

in the Company's circular dated 1 June 2016 be and the same are hereby approved; and that any director of the Company be and is hereby authorised to take any step and execute any other documents and to do all such acts or things as he/she considers necessary, desirable or expedient in connection with the BRC Framework Agreement or any of the transactions contemplated thereunder."

* *For identification purposes only*

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

Hong Kong, 1 June 2016

Notes:

1. A member of the Company entitled to attend and vote at the extraordinary general meeting 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 extraordinary general meeting 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 extraordinary general meeting or any adjournment thereof, should he/she 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, Ms. Xuan Jing and Mr. Shao Kai; the non-executive Directors are Dr. Tian Zhenqing, Mr. Hao Weiya and Mr. Guan Jifa; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.