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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China City Railway Transportation Technology Holdings Company Limited, you should hand this circular together with the accompanying form of proxy at once 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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**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)**

**(1) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the EGM to be held at Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC, at 2:00 p.m. on Friday, 21 July 2017 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (i.e. no later than 2:00 p.m. on Wednesday, 19 July 2017) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

28 June 2017

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of Directors
“Company”	China City Railway Transportation Technology Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC on Friday, 21 July 2017 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 June 2017, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China City Railway Transportation Technology Holdings Company Limited” to “BII Railway Transportation Technology Holdings Company Limited” and the dual foreign name in Chinese of the Company from “中國城市軌道交通科技控股有限公司” to “京投軌道交通科技控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

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## DEFINITIONS

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“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.



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 (*Vice Chairman*)

Ms. Xuan Jing (*Chief Executive Officer*)

***Non-executive Directors:***

Mr. Guan Jifa (*Chairman*)

Mr. Hao Weiya

Mr. Ren Yuhang

***Independent non-executive Directors:***

Mr. Bai Jinrong

Mr. Luo Zhenbang

Mr. Huang Lixin

***Registered office:***

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111 Cayman Islands

***Head office and principal place of  
business in Hong Kong***

Unit 4407, 44/F

COSCO Tower

183 Queen's Road Central

Sheung Wan

Hong Kong

28 June 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 26 June 2017 in relation to the Proposed Change of Company Name. The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the EGM for the Proposed Change of Company Name, and the notice of EGM to be convened and held for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### II. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company “China City Railway Transportation Technology Holdings Company Limited” to “BII Railway Transportation Technology Holdings Company Limited” and the dual foreign name in Chinese of the Company from “中國城市軌道交通科技控股有限公司” to “京投軌道交通科技控股有限公司”, subject to the conditions below.

#### 1. Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (b) the approval from the Registrar of Companies in the Cayman Islands in relation to the Proposed Change of Company Name being obtained.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the relevant special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the Proposed Change of Company Name becoming effective.

#### 2. Reasons for the Proposed Change of Company Name

The Group is principally engaged in (i) provision of application solution services in relation to system integration (mainly to provide application system, concrete and all-rounded application solutions and the required software and hardware according to the needs of customers); (ii) provision of operational maintenance of application solution services; and (iii) leasing of civil communication transmission system in subways.

Reference is made to the announcement of the Company dated 31 August 2016 and 3 November 2016, and the circular of the Company dated 6 October 2016. On 3 November 2016, 北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.\*), through Beijing Infrastructure Investment (Hong Kong) Limited, subscribed for 699,053,524 shares of the Company (representing approximately 55% of the issued share capital of the Company as at the date of completion of the subscription) and became the largest Shareholder. There is no change in the principal activities of the Company after completion of such subscription.

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## LETTER FROM THE BOARD

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Due to the change in the largest Shareholder, the Board considers that the Proposed Change of Company Name may better reflect the Company's corporate image and identity. Thus, the Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **3. Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operations and/or financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

### **III. EGM AND PROXY ARRANGEMENT**

The EGM will be held at Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC on Friday, 21 July 2017 at 2:00 p.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. The notice of EGM is set out on pages EGM-1 and EGM-2 of this circular.

Pursuant to the articles of association of the Company and the Listing Rules, voting by poll is required for any resolution put to vote at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Proposed Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the enclosed form of proxy and return it to 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, in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM (i.e. no later than 2:00 p.m. on Wednesday, 19 July 2017) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### IV. RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

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

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## NOTICE OF EGM

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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 (“**Company**”) will be held at Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, 21 July 2017 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “China City Railway Transportation Technology Holdings Company Limited” to “BII Railway Transportation Technology Holdings Company Limited” and the dual foreign name in Chinese of the Company from “中國城市軌道交通科技控股有限公司” to “京投軌道交通科技控股有限公司” (“**Proposed Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,

By order of the Board

**China City Railway Transportation  
Technology Holdings Company Limited**

**Xuan Jing**

*Chief Executive Officer*

Hong Kong, 28 June 2017

*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.

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## NOTICE OF EGM

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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/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 resolution will be decided by way of poll.
5. The form of proxy for use at the EGM is enclosed herewith.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the executive Directors are Mr. Cao Wei and Ms. Xuan Jing; the non-executive Directors are Mr. Guan Jifa, Mr. Hao Weiya and Mr. Ren Yuhang; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.*