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**DESPATCH OF CIRCULAR
IN RELATION TO
(1) CONNECTED TRANSACTION INVOLVING SUBSCRIPTION
OF NEW SHARES UNDER SPECIFIC MANDATE AND
APPLICATION FOR WHITEWASH WAIVER
AND
(2) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND SPECIAL DEAL**

Reference is made to the announcement (“**Announcement**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 4 April 2014 and the announcements of the Company dated 9 April 2014, 16 April 2014 and 25 April 2014 in relation to, among others, the connected transaction involving the Subscription, the Placing, the special deal and the application for the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings defined in the Announcement.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular containing, among other things, (i) further details of the Placing and the Subscription; (ii) further details of the Whitewash Waiver and the special deal; (iii) a letter of recommendation from the Independent Board Committee in relation to the Subscription, the Whitewash Waiver and the special deal and the transactions contemplated thereunder; (iv) a letter of advice from the Independent Financial Adviser in relation to the Subscription, the Whitewash Waiver and the special deal and the transactions contemplated thereunder; and (v) a notice convening the EGM, has been despatched to the Shareholders on 9 May 2014.

The EGM 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, details of which are set out in the notice of EGM contained in the Circular.

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

Hong Kong, 9 May 2014

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.