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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China City Railway Transportation Technology Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, 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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Capitalised terms used in this circular shall have the same meanings as defined in the section headed "Definitions" in this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China City Railway Transportation Technology Holdings Company Limited to be held at the Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC on Wednesday, 28 June 2017 at 2:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ccrtt.com.hk).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 2:00 p.m. on Monday, 26 June 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 Annual General Meeting or any adjournment thereof if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

24 April 2017

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at the Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the PRC on Wednesday, 28 June 2017 at 2:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“BII”	Beijing Infrastructure Investment Co., Ltd.* (北京市基礎設施投資有限公司), a company established under PRC law with limited liability and wholly-owned by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality and is currently interested in the entire issued share capital of BII HK
“BII HK”	Beijing Infrastructure Investment (Hong Kong) Limited, a wholly-owned subsidiary of BII incorporated under Hong Kong law with limited liability and one of the Shareholders which held approximately 54.91% of the issued share capital of the Company as at the Latest Practicable Date
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China City Railway Transportation Technology Holdings Company Limited (中國城市軌道交通科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“Latest Practicable Date”	18 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company currently in force
“More Legend”	More Legend Limited, a company in which each of Mr. Cao Wei, the executive Director and the Vice Chairman of the Board, and Ms. Wang Jiangping, the spouse of Mr. Cao Wei, owns 75% and 25% of its issued share capital, respectively and a substantial Shareholder which held approximately 11.66% of the issued share capital of the Company as at the Latest Practicable Date
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time
“%”	per cent

* *For identification purposes only*



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:

P. O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

***Principal Place of Business in
Hong Kong:***

Unit 4407, 44/F., COSCO Tower
183 Queen's Road Central
Hong Kong

24 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting which include, among other matters, the approval of the (i) re-election of retiring Directors; and (ii) granting of the Repurchase Mandate and the Issuance Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Cao Wei, Mr. Hao Weiya and Mr. Huang Lixin shall retire by rotation at the Annual General Meeting. In addition, Mr. Ren Yuhang who has been appointed by the Board on 28 February 2017 shall hold office until the Annual General Meeting, pursuant to Article 16.2 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 28 June 2016, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution at the Annual General Meeting (i.e. a total of 210,837,472 Shares on the basis that the number of issued Shares of 2,108,374,727 Shares as at the Latest Practicable Date remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF THE ISSUANCE MANDATE

At the annual general meeting of the Company held on 28 June 2016, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution at the Annual General Meeting (i.e. a total of 421,674,945 Shares on the basis that the number of issued Shares of 2,108,374,727 Shares as at the Latest Practicable Date remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ccrtt.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 2:00 p.m. on Monday, 26 June 2017) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
**China City Railway Transportation Technology
Holdings Company Limited**
Xuan Jing
Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Cao Wei

Mr. Cao Wei (曹璋), aged 53, joined our Group in April 2009. He was appointed as Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. He was redesignated as Vice Chairman on 28 February 2017. Mr. Cao obtained a bachelor's degree in industrial automation from Harbin Institute of Technology in July 1985 and received his certification as senior engineer in 1996. Mr. Cao subsequently obtained an executive master's degree in business administration (EMBA) from Tsinghua University in July 2009. From 1996 to 2001, Mr. Cao was the general manager of Beijing Telecom Network Technology Co., Ltd. Mr. Cao had been a director and the general manager of Beijing Enterprises Teletron Information Technology Co., Ltd., a company which became a subsidiary of Beijing Development (Hong Kong) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 154) in 2001. From 2005 to 2010, Mr. Cao was an executive director and vice president of Beijing Development (Hong Kong) Limited. Mr. Cao has over 20 years of experience in the management technology and communications industry and has developed strong business relationship and networks in the industry. Mr. Cao concurrently serves as the director of Great Legend Development Limited, Beijing City Railway Holdings Company Limited, Innovation Holding Co., Ltd., China City Railway Transportation Technology Investment Company Limited, ERG Transit Systems (HK) Limited and Beijing BII Zhuoyue Technology Development Co., Ltd* (北京京投卓越科技發展有限公司) (each a subsidiary of the Group) and served as the director of Beijing City Metro Ltd.* (北京京城地鐵有限公司), Beijing Metro Technology Development Co., Ltd.* (北京地鐵科技發展有限公司) (each an associate of the Group) since February 2016. Mr. Cao is currently the chairman of Beijing BII Zhuoyue Technology Development Co., Ltd* (北京京投卓越科技發展有限公司). He resigned as the director of ERG Transit Systems (Beijing) Limited* (億雅捷交通系統(北京)有限公司) in August 2016 and Beijing BII-ERG Transportation Technology Co., Ltd.* (北京京投億雅捷交通科技有限公司) in April 2016. Mr. Cao is the sole director of More Legend, the substantial shareholder of the Company and indirectly holds the shares of the Company through his 75% equity interest in More Legend. More Legend holds as to 11.66% of the issued share capital of the Company.

Save as disclosed above, Mr. Cao does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders. Mr. Cao does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Cao has entered into a service agreement with the Company as executive Director for a term of three years commencing from 16 May 2015, which may be terminated by either party by giving no less than three months' notice in writing or payment in lieu. Mr. Cao is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. Cao is entitled to a salary of HK\$1,200,000

per annum which was determined by the Board on the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Cao was deemed to be interested in 245,509,815 Shares and 1,300,000 underlying Shares in respect of share options granted to him under the share option scheme of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Cao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Cao that need to be brought to the attention of the Shareholders.

(2) Mr. Hao Weiya

Mr. Hao Weiya (郝偉亞), aged 47, was appointed as a non-executive Director on 6 August 2013. Mr. Hao graduated from the University of Science and Technology Beijing in the PRC with a bachelor's degree in engineering majoring in applied chemistry (industry analysis) in July 1992 and a master's degree in business administration in June 2001. In November 2008, Mr. Hao was qualified as a senior economist approved by Beijing Senior Specialised Technique Qualification Assessment Committee* (北京市高級專業技術職務任職資格評審委員會). Mr. Hao has over 20 years of experience in finance and investment. During the period from January 1994 to March 2000, Mr. Hao worked in various brokerage and investment companies. During the period from March 2000 to April 2001, Mr. Hao acted as the project manager of Beijing Municipality Overseas Finance and Investment Managing Center* (北京市境外融投資管理中心). From April 2001 to January 2002, Mr. Hao acted as the deputy manager of the capital management department of Beijing State-owned Assets Management Co., Ltd.* (北京市國有資產經營有限責任公司). From January 2002 to August 2008, Mr. Hao served as the deputy general manager and subsequently acted as the general manager and chairman of the board of directors of Beijing Integrated Circuit Design Park Co., Ltd.* (北京集成電路設計園有限公司). From August 2008 to July 2014, Mr. Hao successively served as the senior investment manager of financing department, manager of investment management department, assistant to general manager and deputy general manager of BII, the controlling shareholder of the Company. From July 2014 onwards, Mr. Hao serves as a director and the general manager of BII. From January 2010 to June 2011 and from December 2014 onwards, Mr. Hao serves as a director of Metro Land Development Co., Ltd. (formerly known as Metro Land Corporation Ltd.), a company listed on the Shanghai Stock Exchange (Stock Code: 600683). From October 2013 to November 2014, Mr. Hao served as the non-executive director of Beijing Urban Construction Design & Development Group Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1599). From November 2014 and March 2015, Mr. Hao serves as the chairman of Beijing MTR Corporation Limited, a joint venture company formed amongst MTR Corporation Limited, Beijing Capital Group Co., Ltd. and BII, and Beijing Tianjin Hebei Intercity Railway Investment Co. Ltd., respectively.

Save as disclosed above, Mr. Hao does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders. Mr. Hao does not at present nor has he in the past three years held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas save as those disclosed above.

Mr. Hao has signed a letter of appointment with the Company as non-executive Director for a term of three years commencing from 6 August 2016, which may be terminated by the Company by giving not less than three months' notice in writing. Mr. Hao is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the letter of appointment, Mr. Hao is entitled to the reimbursement of all reasonable out-of-pocket expenses (including expenses of entertainment, subsistence and travelling) properly incurred in relation to the business or in the discharge of his duties to the Group provided that the amount of total reimbursement each year shall not exceed HK\$240,000.

As at the Latest Practicable Date, Mr. Hao did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Hao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hao that need to be brought to the attention of the Shareholders.

(3) Mr. Huang Lixin

Mr. Huang Lixin (黃立新), aged 45, was appointed as an independent non-executive Director on 9 July 2014. Mr. Huang graduated from the Law School of Renmin University of China with a bachelor's degree in law in July 1993 and obtained a master's degree in law from the University of International Business and Economics in July 1996. Mr. Huang obtained the Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong in June 2001. Mr. Huang was qualified as a lawyer in the PRC since October 1995 and obtained the practising certificate issued by the Law Society of Hong Kong for the period from January to December 2004. Mr. Huang possessed extensive experience in the legal practice and had participated in numerous issues of securities, initial public offerings, post-listing financing as well as merger and acquisition projects over the past 20 years as a practising lawyer. Mr. Huang was an intern in the Department of Legal Affairs of the China Securities Regulatory Commission from November 1993 to February 1996. From August 1996 to July 2000, Mr. Huang was a PRC legal consultant at Herbert Smith LLP. From July 2001 to May 2007, Mr. Huang was appointed as a trainee solicitor and later a solicitor at Herbert Smith LLP. Mr. Huang is now a partner of Beijing Haiwen & Partners which he joined in May 2007.

Save as disclosed above, Mr. Huang does not hold any other position in the Company or other members of the Group. Mr. Huang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders. Mr. Huang does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Huang has signed a letter of appointment with the Company as independent non-executive Director for a term of three years commencing from 9 July 2014, which may be terminated by the Company by giving not less than three months' notice in writing. Mr. Huang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the letter of appointment, Mr. Huang is entitled to a director's fee of HK\$240,000 per annum which was determined by the Board with reference to his duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Huang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Huang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

(4) Mr. Ren Yuhang

Mr. Ren Yuhang (任宇航), aged 41, was appointed as non-executive Director on 28 February 2017 and is currently the general manager of the capital operation department of BII. Mr. Ren obtained a bachelor's degree in thermal engineering from Wuhan University in June 1996. He also obtained a master's degree in technology economics and management and a doctorate's degree in business administration from Beijing Institute of Technology in June 2004 and March 2008, respectively. From July 1996 to September 2003, Mr. Ren worked at Henan No. 1 Electrical Power Company* (河南省電力公司火電一公司) as an engineer. From September 2004 to September 2005, he worked for the Credit Management Authority of China Development Bank. From September 2005 to June 2006, he took the position of manager at the research department of Beijing Boxing Investment Consultancy Company Limited* (北京博星投資顧問有限公司). From May to September 2007, he worked as a senior consultant at the business consulting department of INNOFI Financial Information Industry Group* (北京正信嘉華管理顧問有限公司). Mr. Ren has worked as a project manager, senior project manager, general manager of the financial planning department and general manager of the capital operation department of BII since September 2007.

Save as disclosed above, Mr. Ren does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders. Mr. Ren does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ren has signed a letter of appointment with the Company as non-executive Director for a term of three years commencing from 28 February 2017, which may be terminated by the Company by giving not less than three months' notice in writing. Mr. Ren is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the letter of appointment, Mr. Ren is entitled to the reimbursement of all reasonable out-of-pocket expenses properly incurred in relation to the discharge of his duties to the Company provided that the amount of total reimbursement each year shall not exceed HK\$240,000.

As at the Latest Practicable Date, Mr. Ren did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Ren involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ren that need to be brought to the attention of the Shareholders.

* *For identification purposes only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,108,374,727 Shares.

Subject to the passing of the ordinary resolution in respect of the granting of the Repurchase Mandate at the Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 2,108,374,727 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 210,837,472 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

3. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum, the Articles of Association, the Companies Law and other applicable laws of the Cayman Islands, as the case may be.

5. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	1.48	1.29
May	1.34	1.13
June	1.40	1.00
July	1.48	1.31
August	1.51	1.35
September	1.75	1.49
October	1.74	1.51
November	1.62	1.45
December	1.80	1.51
2017		
January	1.62	1.54
February	1.55	1.25
March	1.45	1.26
April (<i>up to and including the Latest Practicable Date</i>)	1.68	1.27

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, and the applicable laws of the Cayman Islands and the regulations set out in the Memorandum and the Articles of Association.

8. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, BII HK, controlling shareholder of the Company (as defined in the Listing Rules), was interested in 1,157,634,900 Shares representing approximately 54.91% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of BII HK would be increased to approximately 61.01% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase in shareholding would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

9. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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 IS HEREBY GIVEN that the Annual General Meeting 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 on Wednesday, 28 June 2017 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 December 2016.
2.
 - (a) To re-elect Mr. Cao Wei as an executive director of the Company.
 - (b) To re-elect Mr. Hao Weiya as a non-executive director of the Company.
 - (c) To re-elect Mr. Huang Lixin as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Ren Yuhang as a non-executive director of the Company.
 - (e) To authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in

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relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
**China City Railway Transportation Technology
Holdings Company Limited**
Xuan Jing
Chief Executive Officer

Hong Kong, 24 April 2017

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or, if holding two or more shares of the Company, more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands, every shareholder of the Company who is present in person (or being a corporation, is present by a duly authorized representative), shall have one vote. If a shareholder appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such person shall have one vote on a show of hands. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder being a corporation, by a duly authorized representative shall be entitled to one vote for each share held by him.

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3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 2:00 p.m. on Monday, 26 June 2017) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 23 June 2017 to Wednesday, 28 June 2017, both days 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 Annual General Meeting, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 June 2017.
5. References to time and dates in this notice are to Hong Kong time and dates.