

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)

FORM OF PROXY

For use at the extraordinary general meeting on 27 May 2014 (or any adjournment thereof)

I/We^(Note a) _____
of _____
being the registered holder(s) of^(Note b) _____ ordinary share(s) of HK\$0.01 each in the capital of China City Railway Transportation Technology Holdings Company Limited (“Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (“Meeting”), or _____ of _____ to act as my/our proxy^(Note c) at the Meeting to 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 Tuesday, 27 May 2014 at 2:30 p.m. or at any adjournment thereof and to vote on my/our behalf as directed below:

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

	ORDINARY RESOLUTIONS	FOR ^(Note d)	AGAINST ^(Note d)
1	(a) To approve the Subscription Agreement; (b) To approve the Placing Agreement; (c) To authorise any one Director to exercise all the powers of the Company and to take all steps as might in their opinion be desirable or necessary in connection with the Subscription Agreement and the Placing Agreement to, including without limitation, allot and issue the Subscription Shares and the Placing Shares; (d) To approve all other transactions contemplated under the Subscription Agreement and the Placing Agreement; and (e) To approve the grant of the unconditional specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Placing Shares pursuant to the Subscription Agreement and the Placing Agreement.		
2	To approve the ruling letter of Whitewash Waiver granted by the Executive to the Subscriber and to authorise any one director of the Company to do all such things and take all such action as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver.		
3	To approve the Special Deal and other transactions contemplated thereunder for the purposes of Rule 25 of the Takeovers Code.		

Date: _____

Signature:^(Notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the meeting.
- In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of shareholders of the Company in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This form of proxy must be signed by a shareholder of the Company, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power 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 later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.