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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: 8240)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China City Railway Transportation Technology Holdings Company Limited (the “**Company**”) will be held at the Conference Room, 10/F, 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on 13 November 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as ordinary resolutions:

- (1) “**THAT**, each as a separate resolution,
 - (a) the supplemental agreement (the “**ERG BJ Supplemental Licensing Agreement**”) dated 15 October 2012 (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 among Vix IP Pty Ltd (“**Vix IP**”), 億雅捷交通系統(北京)有限公司 (ERG Transit Systems (Beijing) Ltd.), Vix Holdings Ltd (“**Vix Holdings**”) (on its own behalf and as trustee for the benefit of its subsidiaries from time to time) and Beijing City Railway Holdings Company Limited (“**Beijing City Railway**”) (on its own behalf and as trustee for the benefit of its subsidiaries from time to time) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the ERG BJ Supplemental Licensing Agreement for the three years ending 30 June 2015 as shown in the Company’s circular dated 26 October 2012 be and the same are hereby approved;
 - (b) the supplemental agreement (the “**ERG HK Supplemental Licensing Agreement**”, together with ERG BJ Supplemental Licensing Agreement, collectively, “**Supplemental Licensing Agreements**”) dated 15 October 2012 (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 among Vix IP, ERG Transit Systems (HK) Limited, Vix Holdings (on its own behalf and as trustee for the benefit of its subsidiaries from time to time) and Beijing City Railway (on its own behalf and as trustee for the benefit of its subsidiaries from time to time) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the ERG HK Supplemental Licensing Agreement for the three years ending 30 June 2015 shown in the Company’s circular dated 26 October 2012 be and the same are hereby approved;

and that any directors 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 they consider necessary, desirable or expedient in connection with the Supplemental Licensing Agreements or any of the transactions contemplated thereby.”

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

Hong Kong, 26 October 2012

<i>Registered office:</i>	<i>Head office and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
Scotia Centre	Room 1705F1, Level 17	Unit 4407, 44/F
4th Floor	Qingyun Modern Plaza	COSCO Tower
P.O. Box 2804	Block 9, Mantingfang Garden	183 Queen’s Road Central
George Town	Qingyun Lane, Haidian District	Hong Kong
Grand Cayman KY1-1112	Beijing	
Cayman Islands	The PRC	

Notes:

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy and/or a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the meeting or any adjourned meeting.
- 3 Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 5 As at the date of this notice, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Dr. Tian Zhenqing and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Dr. Kong Shin Long, Johnny.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 notice 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 in this notice misleading.

This notice will remain on the website of the Stock Exchange at www.hkexnews.hk and on the “Latest Company Announcements” page of the GEM website for at least 7 days from the day of its posting. This notice will also be published on the Company’s website at www.ccrtt.com.hk.