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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 (the “**Meeting**”) of China City Railway Transportation Technology Holdings Company Limited (the “**Company**”) will be held at Room 915, 9/F, 2nd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Tuesday, 25 June 2013 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the form and substance of the agreement (the “**Acquisition Agreement**”) dated 8 May 2013 and entered into between Beijing City Railway Holdings Company Limited, a wholly-owned subsidiary of the Company, as purchaser and Beijing Infrastructure Investment (Hong Kong) Limited, as vendor, in relation to the acquisition (“**Acquisition**”) of the one allotted and issued ordinary share of Innovation Holding Co., Ltd., representing its entire issued share capital from the Vendor by the Purchaser (a copy of the Acquisition Agreement has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby; be and are hereby approved and any one director of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering the Acquisition Agreement, and all such documents and deeds, to do or authorise doing all such acts, matters and things as he may in his discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated in each of the Agreements and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Acquisition Agreement, as he/she may in his absolute discretion consider to be desirable and in the interests of the Company and all of such director’s acts as aforesaid be hereby approved, ratified and confirmed; and

- (b) subject to completion of the Acquisition, the directors of the Company be and are hereby generally and specifically authorised to allot and issue up to 154,192,094 new shares of HK\$0.01 each in the capital of the Company as consideration shares in accordance with the terms and conditions of the Acquisition Agreement.

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

Hong Kong, 7 June 2013

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

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 Mr. Luo Zhenbang.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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.