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**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: 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, 9/F, 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Monday, 5 August 2013 at 2:00 p.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:

“**THAT** the framework agreement (the “**Framework Agreement**”) dated 25 June 2013 (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 between the Company and 北京軌道交通路網管理有限公司 (Beijing Metro Network Administration Co., Ltd\*) (“**Beijing Metro Network**”) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Framework Agreement for the three years ending 30 June 2016 as shown in the Company’s circular dated 17 July 2013 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 Framework Agreement 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, 17 July 2013

<b>Registered office:</b>	<b>Head office and principal place of business in the PRC:</b>	<b>Principal place of business in Hong Kong:</b>
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](http://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](http://www.ccrtt.com.hk).*