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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 (“Company”), you should at once hand this circular together with the accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors (“Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“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 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.

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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)**

**PROPOSALS FOR  
(I) GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
(III) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (“AGM”) to be held at Maple 1, Level 2, Mission Hills International Convention Centre, Lin Ping Road, Daping, Tangxia, Dongguan, the People’s Republic of China on Tuesday, 12 November 2013 at 9:30 a.m. is set out on pages 20 to 27 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.crrtt.com.hk](http://www.crrtt.com.hk).

10 October 2013

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Maple 1, Level 2, Mission Hills International Convention Centre, Lin Ping Road, Daping, Tangxia, Dongguan, the People’s Republic of China on Tuesday, 12 November 2013 at 9:30 a.m., a notice of which is set out on pages 20 to 27 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“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, a company incorporated in the Cayman Islands, the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“ERG BJ”	億雅捷交通系統(北京)有限公司 (ERG Transit Systems (Beijing) Ltd.*), a wholly foreign-owned enterprise established under PRC law with limited liability whose entire equity interest is directly held by Beijing City Railway Holdings Company Limited. ERG BJ is currently an indirectly wholly-owned subsidiary of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	7 October 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Memorandum”	the memorandum of association of the Company as amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 8 December 2011
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

# 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)**



*Executive Directors:*

Mr. Cao Wei (*Chief Executive Officer*)  
Mr. Chen Rui

*Non-executive Directors:*

Dr. Tian Zhenqing (*Chairman*)  
Mr. Hao Weiya  
Mr. Steven Bruce Gallagher

*Independent non-executive Directors:*

Mr. Hu Zhaoguang  
Mr. Bai Jinrong  
Mr. Luo Zhenbang

*Registered office:*

Floor 4, Willow House  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Head office and principal place  
of business in the PRC*

Room 1705F1, Level 17  
Qingyun Modern Plaza  
Block 9, Mantingfang Garden  
Qingyun Lane, Haidian District  
Beijing, The PRC

*Principal place of business  
in Hong Kong:*

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

10 October 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(I) GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS; AND  
(III) AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

## **1. INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) re-election of Directors; (iii) amendments to the Memorandum and Articles and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 13 November 2012, the Directors were granted a general mandate to allot, issue and deal with the Shares and a general mandate to repurchase the Shares on GEM. These mandates will expire at the conclusion of the AGM. At the AGM, among other matters, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and (c) when revoked or varied by passing an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 190,838,418 Shares pursuant to the Issue Mandate based on the number of issued Shares of 954,192,094 as at the Latest Practicable Date.

Under the GEM Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules is set out in the Appendix I to this circular.

### 3. RE-ELECTION OF DIRECTORS

In accordance with article 16.18 of the Articles, Mr. Cao Wei, Mr. Chen Rui and Mr. Steven Bruce Gallagher will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

In accordance with article 16.3 of the Articles, any Director appointed by the Company either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Mr. Hao Weiya and Mr. Luo Zhenbang shall hold office until the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of Mr. Cao Wei, Mr. Chen Rui, Mr. Steven Bruce Gallagher, Mr. Hao Weiya and Mr. Luo Zhenbang are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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#### 4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 2 October 2013.

The Board proposes to amend the Memorandum and Articles to (i) reflect certain amendment to be adopted in the Articles following the Transfer of Listing; and (ii) reflect certain amendments to the Companies Law. The Board also proposes to adopt a new set of amended and restated Memorandum and Articles containing the aforesaid proposed amendments to the Memorandum and Articles in substitution for and to the exclusion of the existing Memorandum and Articles.

The proposed amendments to the Memorandum are as follow:

- (i) By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the heading on page 1 of the Memorandum.

- (ii) **Clause 4** of the Memorandum

By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the first and third line of the first sentence.

- (iii) **Clause 6** of the Memorandum

By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the fourth line of the first sentence.

- (iv) **Clause 7** of the Memorandum

By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the second and third line of the first sentence.

The proposed amendments to the Articles are as follows:

- (i) By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the heading on page 1 of the Articles.

- (ii) The existing definition of “**Companies Law**” or “**Law**” under **Article 2.2** of the Articles

By deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)”.



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## LETTER FROM THE BOARD

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- (iii) The existing definition of “**Exchange**” in **Article 2.2** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“**Exchange**”                      “shall mean The Stock Exchange of Hong Kong Limited”

- (iv) **Article 4.11** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”

- (v) **Article 7.8** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”

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## LETTER FROM THE BOARD

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- (vi) **Article 20.13** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 16.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

- (vii) **Article 37** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”

Save for the proposed amendments to the Memorandum and Articles set out above, other provisions in the Memorandum and Articles remain unchanged.

The proposed amendments to the Memorandum and Articles and the proposed adoption of an amended and restated Memorandum and Articles are subject to the approval of Shareholders by way of special resolutions at the AGM.

Shareholders are advised that the Memorandum and Articles are available in English and Chinese. The Chinese translation of the Memorandum and Articles is for reference only. In case of any inconsistency, the English version shall prevail.

### **5. CLOSURE OF REGISTER OF MEMBERS**

In order to determine the Shareholders who are eligible to attend the AGM, the register of members of the Company will be closed from Friday, 8 November 2013 to Monday, 11 November 2013 (both dates inclusive) during which period no transfer of Shares will be registered.

### **6. AGM**

The notice of the AGM is set out on pages 20 to 27 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, the re-election of Directors and the amendments to the Memorandum and Articles, by way of poll. An announcement on the poll results will be published by the Company after the AGM.

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## LETTER FROM THE BOARD

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Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

### 7. RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the amendments to the Memorandum and Articles referred to in this circular are in the best interests of the Company and the Shareholders and recommend you to vote in favour of all the resolutions to be proposed at the AGM.

### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

*This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.*

## **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and 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 GEM 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 repurchase mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 954,192,094 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 95,419,209 Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchase may, depending on 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 repurchase will benefit the Company and the Shareholders as a whole.

## **4. SOURCE OF FUNDS**

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or out of capital on if immediately following the date the payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2013, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. THE TAKEOVERS CODE**

If a shareholder's proportionate interest in the voting rights of the company increases on the company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. Accordingly, each person under the concert party arrangement is taken to be interested in Shares of that the other party is interested under the SFO. As at the Latest Practicable Date, More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited held an aggregate of 481,267,527 Shares, representing approximately 50.44% of the share capital of the Company.

More Legend Limited is owned as to 75% by Mr. Cao Wei (an executive Director and the chief executive officer of the Company) and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. By virtue of the SFO, each of Mr. Cao Wei and Ms. Wang Jiangping is deemed to be interested in the 481,267,527 Shares which More Legend Limited is interested in.

Landcity Limited is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen Rui (an executive Director) and Ms. Jiang Wenjun, the spouse of Mr. Chen Rui. By virtue of the SFO, each of Mr. Chen Rui and Ms. Jiang Wenjun is deemed to be interested in the 481,267,527 Shares which Landcity Limited is interested in.

On the basis of 954,192,094 Shares in issue as at the Latest Practicable Date and assuming no further issue and repurchase of Shares prior to the date of the AGM, if the Repurchase Mandate were exercised in full, the percentage interest of More Legend Limited, Vix Technology (East Asia) Limited, Landcity Limited, Mr. Cao Wei, Ms. Wang Jiangping, Mr. Chen Rui and Ms. Jiang Wenjun would each increase to approximately 56.04% respectively of the then issued Shares. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate was exercised in full, the percentage shareholding of the public would not be less than 25% of the issued share capital of the Company. As such, the exercise of the Repurchase Mandate in full would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. It is, moreover, not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
September	0.78	0.63
October	1.02	0.74
November	1.00	0.83
December	0.93	0.81
<b>2013</b>		
January	0.94	0.85
February	0.91	0.83
March	0.86	0.81
April	0.82	0.76
May	0.87	0.79
June	0.84	0.70
July	0.79	0.71
August	0.90	0.77
September	1.00	0.82
October (up to the Latest Practicable Date)	0.95	0.87

## 7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

## 8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has present intention to sell any Shares to the Company or its subsidiaries nor has any such connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

Details of the Directors who are proposed to be re-elected at the AGM are set out below:

**Mr. Cao Wei (“Mr. Cao”)***Qualifications and experience*

Mr. Cao, aged 50, is the chief executive officer and executive Director. Mr. Cao was appointed as Director on 7 January 2011 and re-designated as executive Director on 7 December 2011. Mr. Cao joined the Group in April 2009. Mr. Cao has over 15 years of experience in the management technology and communications industry and has developed strong business relationship and networks in the industry. Through Mr. Cao’s experience in the industry and business networks, the Group was able to participate in various projects relating to the automated fare collection clearing centre system. Mr. Cao has been serving as director of ERG BJ and ERG Transit Systems (HK) Limited since his appointment in May 2011 and April 2010, respectively. Mr. Cao had been a director and the general manager of Beijing Enterprises Teletron Information Technology Co., Ltd.. From 2005 to 2010, Mr. Cao was an executive director and vice president of Beijing Development (Hong Kong) Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 154)). From 1996 to 2001, Mr. Cao was the general manager of Beijing Telecom Network Technology Co., Ltd.. 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 MBA (EMBA) from Tsinghua University in July 2009.

Save as disclosed herein, Mr. Cao did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Cao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

*Interests in Shares*

Mr. Cao is the sole director of More Legend Limited and is indirectly interested in the Shares through his interest in More Legend Limited. More Legend Limited is owned as to 75% by Mr. Cao Wei and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. More Legend Limited is the legal and beneficial owner of approximately 28.24% of the entire issued share capital of the Company. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. Accordingly, each person under the concert party arrangement is taken to be interested in Shares of that the other party is interested under the SFO. As at the Latest Practicable Date, More Legend Limited, Vix Technology (East Asia)



Limited and Landcity Limited held an aggregate of 481,267,527 Shares, representing approximately 50.44% of the share capital of the Company. By virtue of the SFO, Mr. Cao is deemed to be interested in the 481,267,527 shares which More Legend Limited is interested in. Moreover, as at the Latest Practicable Date, Mr. Cao was personally interested in 800,000 underlying Shares (being Shares to be allotted on exercise of share options granted under the Share Option Scheme pursuant to Part XV of the SFO, representing approximately 0.08% of the entire issued share capital of the Company.

*Others*

Mr. Cao has entered into a service agreement with the Company for a term of three years commencing from 16 May 2012 and expiring on 15 May 2015, subject to the retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The salary of the executive Directors is subject to review each year. The emoluments in connection with Mr. Cao as an executive Director is HK\$1,200,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Cao that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

**Mr. Chen Rui (“Mr. Chen”),**

*Qualifications and experience*

Mr. Chen, aged 39, is the executive Director. Mr. Chen was appointed as a Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. Mr. Chen joined the Group in April 2009 as a general manager of ERG BJ. Mr. Chen was appointed as a director of ERG BJ in March 2011. From March 2011 to August 2011, Mr. Chen concurrently served as the general manager of Vix Technology (Aust) Ltd (“**Vix Technology**”) in East Asia. Mr. Chen has over 7 years of experience in the management technology and communications industry. From January 2008 to March 2009, Mr. Chen was engaged in the chartered financial analyst self-study program offered by the CFA Institute to investment and financial professionals. From May 2005 to December 2007, Mr. Chen was the deputy general manager of Vix Technology in East Asia. From July 1997 to October 2002, Mr. Chen worked at the Ministry of Foreign Trade and Economic Cooperation (MOFTEC). Mr. Chen obtained his bachelor’s degree in English from Xiamen University in 1997 and a master’s degree in business administration from the University of Western Australia in March 2005.

Save as disclosed herein, Mr. Chen did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Chen did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

*Interests in Shares*

Mr. Chen is a director of Landcity Limited. Landcity Limited is the legal and beneficial owner of approximately 7.06% of the entire issued share capital of the Company. Landcity Limited is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen Rui and Ms. Jiang Wenjun, the spouse of Mr. Chen. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. Accordingly, each person under the concert party arrangement is taken to be interested in Shares of that the other party is interested under the SFO. As at the Latest Practicable Date, More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited held an aggregate of 481,267,527 Shares, representing approximately 50.44% of the share capital of the Company. By virtue of the SFO, Mr. Chen is deemed to be interested in the 481,267,527 shares which Landcity Limited is interested in. Moreover, as at the Latest Practicable Date, Mr. Chen was personally interested in 800,000 underlying Shares (being Shares to be allotted on exercise of share options granted under the Share Option Scheme pursuant to Part XV of the SFO, representing approximately 0.08% of the entire issued share capital of the Company.

*Others*

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing from 16 May 2012 and expiring on 15 May 2015, subject to the retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The salary of the executive Directors is subject to review each year. The emoluments in connection with Mr. Chen as an executive Director is HK\$1,200,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Chen that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

**Mr. Steven Bruce Gallagher (“Mr. Gallagher”)***Qualifications and experience*

Mr. Gallagher, aged 49, is the non-executive Director. Mr. Gallagher was appointed a Director on 7 January 2011 and redesignated as non-executive Director on 7 December 2011. Mr. Gallagher joined the Group as a director of ERG Transportation (Greater China) Pty Ltd (a former controlling shareholder of the Company) in February 2009. Mr. Gallagher has over 20 years of experience in the management technology and communications industry. Mr. Gallagher concurrently serves as an executive director of Vix Technology. Mr. Gallagher has

served as an executive director of Vix Technology since July 2007. Mr. Gallagher was an executive director of Videlli Limited (formerly known as ERG Limited and delisted from the Australia Securities Exchange in June 2009) from June 2007 to March 2009. During the period from 1991 to 2005, Mr. Gallagher served in various posts with Siemens Australia Ltd and later with Siemens China Ltd. until his resignation in 2005. Mr. Gallagher obtained his bachelor's degree in engineering from the University of Melbourne in 1986.

Save as disclosed herein, Mr. Gallagher did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Gallagher did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

#### *Interests in Shares*

As at the Latest Practicable Date, Mr. Gallagher was personally interested in 800,000 underlying Shares (being Shares to be allotted on exercise of share options granted under the Share Option Scheme pursuant to Part XV of the SFO, representing approximately 0.08% of the entire issued share capital of the Company.

#### *Others*

Mr. Gallagher entered into a letter of appointment with the Company with a term of three years from 16 May 2012 subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments in connection with Mr. Gallagher as a non-executive Director is HK\$240,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Gallagher that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

#### **Mr. Hao Weiya (“Mr. Hao”)**

#### *Qualifications and experience*

Mr. Hao, aged 44, was appointed as the non-executive Director on 6 August 2013. Mr. Hao graduated from the University of Science and Technology Beijing (北京科技大學) in the People's Republic of China 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 Evaluation Committee (北京市高級專業技術資格評審委員會). Mr. Hao has over 18 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 北京市境外融投資管理中心 (Beijing Municipality Overseas Finance and Investment Managing Center\*). From April 2001 to January 2002, Mr. Hao acted as the vice president 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 vice general manager and subsequently acted as the general manager and chairman of the board of directors of 北京集成電路設計園有限公司 (Beijing Integrated Circuit Design Park Co., Ltd.\*). During the period from August 2008 to July 2010, Mr. Hao served as the senior investment manager of financing department, the manager of investment management department, assistant to general manager of 北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.\*) (“**BII**”). Since July 2010, Mr. Hao has acted as the vice general manager of BII, a company which held the entire interest of Beijing Infrastructure Investment (Hong Kong) Limited (“**BII HK**”). BIIHK held approximately 24.5% of the issued share capital of the Company as at the Latest Practicable Date. During the period from January 2010 to June 2011, Mr. Hao acted as the director of Metro Land Corporation Ltd. (京投銀泰股份有限公司) (Stock Code: 600683), a company listed on the Shanghai Stock Exchange.

Save as disclosed herein, Mr. Hao did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Hao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

#### *Interests in Shares*

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

#### *Others*

Mr. Hao entered into a letter of appointment with the Company for a term of three years commencing from 6 August 2013 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the letter of appointment, Mr. Hao is entitled to the reimbursement of all reasonable out-of-pocket expenses properly incurred in discharging his duties to Group in the amount not exceeding HK\$240,000 per annum, which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Hao that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

**Mr. Luo Zhenbang (“Mr. Luo”)***Qualifications and experience*

Mr. Luo, aged 47, is the independent non-executive Director. Mr. Luo joined the Group and was appointed as the independent non-executive Director on 13 November 2012. Mr. Luo is the director and senior partner of the BDO China Shu Lun Pan Certified Public Accountants LLP. Mr. Luo graduated from the School of Business of Lanzhou in 1991 majoring in enterprise management and obtained a master’s degree in corporate governance and innovation from Tsinghua University. Mr. Luo has over 19 years’ experience in accounting, auditing and financial management and is a Chinese Certified Public Accountant, Certified Tax Agent, Certified Public Valuer and Certified Accountant in securities and futures industry. Mr. Luo has extensive experience in the audit of listed companies in various sectors and provides business consultation services in corporate restructuring and strategic planning for initial public offering, assets and debts restructuring. Mr. Luo acted as the vice general manager of Zhong Zhou Certified Public Accountants and Baker Tilly China Certified Public Accountants. He was an expert supervisor of China Cinda Asset Management Co., Ltd. and China Great Wall Asset Management Corporation. Mr. Luo served as an independent director of several companies listed in the People’s Republic of China, including Long March Vehicle Technology Company Limited (now known as China Aerospace Times Electronics Company Limited) (Stock Code: 600879) and AVIC Heavy Machinery Company Limited (Stock Code: 600765), each a company listed on the Shanghai Stock Exchange; Ningxia Orient Tantalum Industry Company Limited (Stock Code: 962), Wuzhong Instrument Company Limited (now known as Ningxia Yinxing Energy Company Limited) (Stock Code: 862) and Ningxia Zhongyin Cashmere Company Limited (Stock Code: 982), each a company listed on the Shenzhen Stock Exchange. Mr. Luo has been the independent non-executive director of China Aerospace International Holdings Limited (Stock Code: 31) since December 2004 and the independent non-executive director of Xinjiang Goldwind Science & Technology Co., Ltd. (Stock Code: 2208) since June 2013, both companies are listed on the Stock Exchange. Mr. Luo is also a member of the internal audit committee of Northeast Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange (Stock Code: 686)).

Save as disclosed herein, Mr. Luo did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years before the Latest Practicable Date. Mr. Luo did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

*Interests in Shares*

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

*Others*

Mr. Luo entered into a letter of appointment with the Company for a term of three years commencing from 13 November 2012 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments in connection with Mr. Luo as an independent non-executive Director is HK\$240,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Luo that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) will be held at Maple 1, Level 2, Mission Hills International Convention Centre, Lin Ping Road, Daping, Tangxia, Dongguan, the People’s Republic of China on Tuesday, 12 November 2013 at 9:30 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors (“**Directors**”) of the Company and the Company’s auditors for the year ended 30 June 2013;
2. 2.1 each as a separate resolution, to re-elect the following Directors:
  - 2.1.1 to re-elect Mr. Cao Wei as Director
  - 2.1.2 to re-elect Mr. Chen Rui as Director
  - 2.1.3 to re-elect Mr. Steven Bruce Gallagher as Director
  - 2.1.4 to re-elect Mr. Hao Weiya as Director
  - 2.1.5 to re-elect Mr. Luo Zhenbang as Director
- 2.2 to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration;
3. to appoint KPMG as the Company’s auditors to hold office until conclusion of the next annual general meeting and to authorise the Board to fix its remuneration;

and, as special businesses, to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions or special resolutions (where applicable):

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## NOTICE OF AGM

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### ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.01 each (each, a “**Share**”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of 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 the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.



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## NOTICE OF AGM

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of Shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF AGM

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

### SPECIAL RESOLUTIONS

7. “**THAT** the memorandum and articles of association of the Company be amended as follows:

- (i) by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the heading on page 1 of the memorandum of association of the Company;

- (ii) **Clause 4** of the memorandum of association of the Company

by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the first and third line of the first sentence;

- (iii) **Clause 6** of the memorandum of association of the Company

by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the fourth line of the first sentence;

- (iv) **Clause 7** of the memorandum of association of the Company

by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the second and third line of the first sentence;

- (v) by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the heading on page 1 of the Articles;

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## NOTICE OF AGM

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(vi) **Article 2.2** of the articles of association of the Company

by deleting the words “The Companies Law (2011 Revision)” and replacing with the words “The Companies Law (2012 Revision)” in the existing definition of “**Companies Law**” or “**Law**”;

(vii) **Article 2.2** of the articles of association of the Company

by deleting and replacing the existing definition of “**Exchange**” or “**Law**” in **Article 2.2** of the articles of association of the Company in its entirety with the following:

“**Exchange**”                      “shall mean The Stock Exchange of Hong Kong Limited”;

(viii) **Article 4.11** of the articles of association of the Company

by deleting and replacing the **Article 4.11** of the articles of association of the Company in its entirety with the following:

“Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”;

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## NOTICE OF AGM

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(ix) **Article 7.8** of the articles of association of the Company

by deleting and replacing the **Article 7.8** of the articles of association of the Company in its entirety with the following:

“Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”;

(x) **Article 20.13** of the articles of association of the Company

by deleting and replacing the **Article 20.13** of the articles of association of the Company in its entirety with the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 16.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”; and

(xi) **Article 37** of the articles of association of the Company

by deleting and replacing the **Article 37** of the articles of association of the Company in its entirety with the following:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”.

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## NOTICE OF AGM

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8. “**THAT** subject to the passing of resolution numbered 7 above, the adoption of an amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in resolution numbered 7 above and all previous amendments to the existing memorandum and articles of association of the Company, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) in substitution for and to the exclusion of the existing memorandum and articles of association of the Company be and is hereby approved.”

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

Hong Kong, 10 October 2013

As at the date hereof, the Board comprised the following Directors:

*Executive Directors* Mr. Cao Wei (*Chief Executive Officer*)  
Mr. Chen Rui

*Non-executive Directors* Dr. Tian Zhenqing (*Chairman*)  
Mr. Hao Weiya  
Mr. Steven Bruce Gallagher

*Independent non-executive Directors* Mr. Hu Zhaoguang  
Mr. Bai Jinrong  
Mr. Luo Zhenbang

*Registered office:* Floor 4, Willow House  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Head office and principal place  
of business in the PRC*  
Room 1705F1, Level 17  
Qingyun Modern Plaza  
Block 9, Mantingfang Garden  
Qingyun Lane, Haidian District  
Beijing, The PRC

*Principal place of business  
in Hong Kong:*  
Unit 4407, 44/F, COSCO Tower  
183 Queen’s Road Central  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

- (a) Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder of the Company.
- (b) To be valid, a form of proxy and the 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a Shareholder 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.
- (d) 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 were solely entitled thereto 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 Shareholders in respect of the joint holding.