

# 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)

### FORM OF PROXY

For use at the annual general meeting on 12 November 2013 (or any adjournment thereof)

I/We<sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note b)</sup> \_\_\_\_\_ 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 annual general meeting of the Company (“Meeting”), or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy<sup>(Note c)</sup> at the Meeting 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. 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 <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To receive the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 30 June 2013		
2.	2.1 Each as a separate resolution		
	2.1.1 to re-elect Mr. Cao Wei as director of the Company		
	2.1.2 to re-elect Mr. Chen Rui as director of the Company		
	2.1.3 to appoint Mr. Steven Bruce Gallagher as director of the Company		
	2.1.4 to re-elect Mr. Hao Weiya as director of the Company		
	2.1.5 to re-elect Mr. Luo Zhenbang as director of the Company		
	2.2 To authorise the board of directors of the Company to fix the directors’ remuneration		
3.	To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix its remuneration		
4.	To grant a general mandate to the directors of the Company to issue new shares up to 20%		
5.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares up to 10%		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased		
SPECIAL RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
7.	To approve the proposed amendments to the memorandum and articles of association of the Company		
8.	Subject to the passing of the resolution numbered 7, to approve the adoption of the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company		

Date: \_\_\_\_\_

Signature: <sup>(Notes e, f, g and h)</sup> \_\_\_\_\_

**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 annual 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 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 adjournment thereof.
- Any alteration made to this form should be initiated 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.