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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 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):

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.

“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.”

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;

(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.”;

(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.”.

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:

<i>Executive Directors</i>	Mr. Cao Wei (<i>Chief Executive Officer</i>) Mr. Chen Rui
<i>Non-executive Directors</i>	Dr. Tian Zhenqing (<i>Chairman</i>) Mr. Hao Weiya Mr. Steven Bruce Gallagher
<i>Independent non-executive Directors</i>	Mr. Hu Zhaoguang Mr. Bai Jinrong Mr. Luo Zhenbang
<i>Registered office:</i> Floor 4, Willow House Cricket Square P.O. Box 2804 Grand Cayman KY1-1112 Cayman Islands	<i>Head office and principal place of business in the PRC</i> Room 1705F1, Level 17 Qingyun Modern Plaza Block 9, Mantingfang Garden Qingyun Lane, Haidian District Beijing, The PRC
<i>Principal place of business in Hong Kong:</i> Unit 4407, 44/F, COSCO Tower 183 Queen’s Road Central Hong Kong	

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.

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

This announcement will remain on GEM website at www.hkgem.com on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at www.ccrtt.com.hk.