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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China City Infrastructure Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



中國城市基礎設施集團有限公司
China City Infrastructure Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

**(1) GRANT OF SHARE OPTIONS;
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 27 February 2015 at 11:00 a.m is set out on pages 11 to 13 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

9 February 2015

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DEFINITIONS

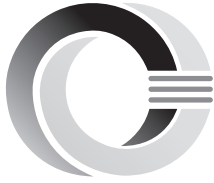
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company dated 22 January 2015 in relation to, among others, the grant of 90,436,140 Share Options to Mr. Duan and the grant of 54,261,684 Share Options to Ms. Wang
“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	board of Directors
“Company”	China City Infrastructure Group Limited, a company incorporated in the Cayman Islands with limited liability and issued Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting to be convened and held by the Company for the Independent Shareholders to consider and to approve the grant of Share Options to Mr. Duan, the grant of Share Options to Ms. Wang respectively and the transactions contemplated thereunder and the proposed refreshment of the Scheme Mandate Limit
“Existing Options”	the share options granted under the Share Options Scheme and/or the previous share option scheme and remain outstanding and subsisting as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	(a) in respect of the grant of Share Options to Mr. Duan, those Shareholders other than Mr. Duan, China Water Affairs Group Limited and their respective associates; and (b) in respect of the grant of Share Options to Ms. Wang, those Shareholders other than Ms. Wang and her associates
“Latest Practicable Date”	5 February 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Duan”	Mr. Duan Chuan Liang, a non-executive Director and the Chairman of the Company
“Ms. Wang”	Ms. Wang Wenxia, an executive Director and the Vice Chairman and Chief Executive Officer of the Company
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options which shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	the share options granted to Mr. Duan and Ms. Wang respectively under the Share Option Scheme as announced in the Announcement and those Share Option(s) granted and to be granted by the Company to eligible participants to subscribe for Shares pursuant to the terms and conditions of the Share Option Scheme
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the existing share option scheme of the Company adopted by resolution of the Shareholders on 18 June 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



中國城市基礎設施集團有限公司
China City Infrastructure Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

Executive Directors:

Ms. Wang Wenxia

(Vice Chairman and Chief Executive Officer)

Mr. Ren Qian

Non-executive Directors:

Mr. Duan Chuan Liang *(Chairman)*

Mr. Zhou Kun

Independent non-executive Directors:

Mr. Chan Pok Hiu

Mr. Wong Chi Ming

Mr. Wang Jian

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and principal place
of business in Hong Kong:*

Suite 6208, 62nd Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

9 February 2015

To Shareholders,

Dear Sir or Madam,

**GRANT OF SHARE OPTIONS
AND
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT**

INTRODUCTION

Reference is made to the Announcement made by the Company dated 22 January 2015 in relation to, among others, the grant of 90,436,140 Share Options to Mr. Duan and the grant of 54,261,684 Share Options to Ms. Wang.

The Board also proposes to refresh the Scheme Mandate Limit so that the total number of Shares which may be allotted and issued upon the exercise of all Share Options to be granted under the Share Option Scheme or any other share option schemes of the Company on or after the date of the EGM will not exceed 10% of the issued share capital of the Company as at the date of passing of the resolution approving the refreshment of Scheme Mandate Limit. The purpose of this circular is to provide with you the information relating to the grant of 90,436,140 Share Options to Mr. Duan and the grant of 54,261,684 Share Options to Ms. Wang, the proposed refreshment of the Scheme Mandate Limit and the notice of EGM, at

LETTER FROM THE BOARD

which resolutions will be proposed to the Independent Shareholders and/or the Shareholders to consider and, if thought fit, to approve the grant of Share Options to Mr. Duan and Ms. Wang respectively and the transactions contemplated thereunder and the proposed refreshment of the Scheme Mandate Limit.

GRANT OF SHARE OPTIONS

As disclosed in the Announcement, on 22 January 2015, the Board resolved to grant, among others, (i) 90,436,140 Share Options to Mr. Duan, a non-executive Director and the Chairman of the Company, and (ii) 54,261,684 Share Options to Ms. Wang, the vice-chairman and Chief Executive Officer and an executive Director of the Company, under the Share Option Scheme, subject to the approvals of the Independent Shareholders in the EGM. Principal Terms of the Share Options are set out in below:

Terms of the Share Options

Date of grant : 22 January 2015 (the “**Date of Grant**”)

Exercise price of Share Options granted : HK\$0.668 per Share (subject to adjustments, if any, pursuant to the Share Option Scheme and the Listing Rules) (being the highest of (i) the closing price of HK\$0.66 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Date of Grant; (ii) the average closing price of HK\$0.668 per Share as quoted in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.10 per Share).

The exercise price represents a premium of approximately 13.22% over the closing price of HK\$0.59 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Latest Practicable Date.

Exercise period of Share Options : In respect of the Share Options granted to Mr. Duan and Ms. Wang, the Share Options can be exercisable upon obtaining Independent Shareholders’ approval at the EGM to 22 January 2015 (both dates inclusive).

There is no specific performance target to be fulfilled before the Share Options can be exercised.

GRANT OF OPTIONS TO MR. DUAN AND MS. WANG

Mr. Duan is the chairman and non-executive director of the Company and he is also the chairman and an executive director of China Water Affairs Group Limited, a company with its issued shares listed on the Main Board of the Stock Exchange (Stock Code: 855). To the best of the Directors’ information and belief, China Water Affairs Group Limited together with its wholly owned subsidiaries hold 867,067,135 Shares as at the Latest Practicable Date,

LETTER FROM THE BOARD

representing approximately 42.41% of issued share capital of the Company. As at the Latest Practicable Date, Mr. Duan is interested in (i) 4,207,928 Shares; and (ii) 67,057,263 Share Options (other than the 90,436,140 Share Options granted to Mr. Duan as disclosed in this circular). Mr. Duan is also a substantial shareholder of China Water Affairs Group Limited.

Ms. Wang is the vice-chairman and Chief Executive Officer and an executive Director of the Company. As at the Latest Practicable Date, Ms. Wang and her associates are interested in (i) 1,231,440 Shares; and (ii) 30,882,491 Share Options (other than the 54,261,684 Share Options granted to Ms. Wang as disclosed in this circular).

As at the date of the Announcement, the proposed grant of 90,436,140 Share Options to Mr. Duan would result in the securities issued and to be issued upon exercise of all Share Options already granted and to be granted to him in the 12-month period representing in aggregate over 1% of the relevant class of securities in issue.

As at the date of the Announcement, the proposed grant of 54,261,684 Share Options to Ms. Wang would result in the securities issued and to be issued upon exercise of all Share Options already granted and to be granted to her in the 12-month period representing in aggregate over 1% of the relevant class of securities in issue.

Reasons for the grant of the Share Options to Mr. Duan and Ms. Wang

Mr. Duan is a non-executive Director and the chairman of the Company since 25 October 2010 and the 90,436,140 Share Options are proposed to be granted to him in recognition of his contribution to the growth of the Group in the past and as an incentive for his continuing commitment and contribution to the Group in the future.

Ms. Wang is the vice-chairman and Chief Executive Officer and an executive Director of the Company and joined the Group since 23 October 2009 and the 54,261,684 Share Options are proposed to be granted to her in recognition of her contribution to the growth of the Group in the past and as an incentive for her continuing commitment and contribution to the Group in the future.

Since the appointment of Mr. Duan and Ms. Wang as members of the Board in 2010 and 2009 respectively, it is noted that the performance of the Company has been significantly improved. The Group has recorded profits for the consecutive years ended 31 December 2010, 2011, 2012 and 2013 respectively in comparison with the losses of the Group for the years ended 31 December 2008 and 2009. This represents a significant turnaround and improvement in performance of the Group. The Board is of the view that such improvement of performance of the Group is attributable to the leadership of Mr. Duan and the management of the Group by Ms. Wang. The grant of Share Options to Mr. Duan and Ms. Wang respectively is in recognition of their past contribution to the growth of the Group.

Moreover, if the Group keeps continuing growth, it is expected the Share price may also reflect the same. As such, those Share Options granted to Mr. Duan and Ms. Wang will become an incentive for them to continue to contribute the Group in future.

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The consideration payable on acceptance of the Share Options is HK\$1.00, which has been paid by Mr. Duan and Ms. Wang respectively in accordance with the terms of the Share Option Scheme.

INFORMATION ON SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME

Assuming that the grant of the Share Options to Mr. Duan and the grant of the Share Options to Ms. Wang are approved by the Independent Shareholders at the EGM and that no Share Options granted under the Share Option Scheme are exercised from the Latest Practicable Date up to the date of the EGM, the Company will have 303,512,040 Share Options outstanding immediately after the EGM, representing approximately 14.84% of the total issued share capital of the Company.

For illustration purpose only, the following table shows the changes in the shareholdings of Mr. Duan and Ms. Wang and their associates in the issued share capital of the Company upon exercise in full of all the Share Options and the Existing Options:

	As at the Latest Practicable Date		Upon exercise of the Share Options by Mr. Duan and Ms. Wang in full		Upon exercise of the Share Options and the Existing Share Options in full	
	Number of Shares held	Approximate shareholding percentage	Number of Shares held	Approximate shareholding percentage	Number of Shares held	Approximate shareholding percentage
Mr. Duan (<i>Note 1</i>)	4,207,928	0.21%	161,701,331	7.07%	161,701,331	6.88%
China Water Affairs and its subsidiaries (<i>Note 2</i>)	867,067,135	42.41%	867,067,135	37.91%	867,067,135	36.93%
Ms. Wang (<i>Note 3</i>)	1,231,440	0.06%	86,375,615	3.77%	86,375,615	3.68%
Directors (<i>other than Mr. Duan and Ms. Wang</i>)	680,400	0.03%	680,400	0.03%	10,880,400	0.46%
Public Shareholders	<u>1,171,407,958</u>	<u>57.29%</u>	<u>1,171,407,958</u>	<u>51.22%</u>	<u>1,222,082,420</u>	<u>52.05%</u>
Total	<u>2,044,594,861</u>	<u>100.0%</u>	<u>2,287,232,439</u>	<u>100.0%</u>	<u>2,348,106,901</u>	<u>100.0%</u>

Notes:

- Mr. Duan Chuan Liang is the Chairman and non-executive Director of the Company.
- These Shares of the Company held by Sharp Profit Investments Limited (“Sharp Profit”) and Good Outlook Investments Limited (“Good Outlook”) which are wholly owned subsidiaries of China Water Affairs Group Limited (“China Water Affairs”). Therefore, China Water Affairs was deemed to be beneficially interested in the said Shares held by Sharp Profit and Good Outlook for the purposes of the SFO.
- Ms. Wang is the Vice Chairman, Chief Executive Officer and executive Director of the Company.

LETTER FROM THE BOARD

IMPLICATION UNDER THE LISTING RULES

The 90,436,140 Shares to be issued upon exercise in full of the 90,436,140 Shares Options granted to Mr. Duan as disclosed in this circular represent approximately 4.42% of the total issued share capital of the Company as at the Latest Practicable Date. The 54,261,684 Shares to be issued upon exercise in full of the 54,261,684 Shares Options granted to Ms. Wang as disclosed in this circular represent approximately 2.65% of the total issued share capital of the Company as at the Latest Practicable Date. The Shares falling to be issued upon exercise of the Existing Options and the Share Options will not exceed 30% of the issued share capital of the Company.

Pursuant to Rule 17.03(4) of the Listing Rules, as the total number of Shares issued and to be issued upon exercise of the Share Options to be granted to Mr. Duan (including both exercised and outstanding Share Options) in 12-month period exceeds 1% of the Shares in issue, such grant must be approved by Independent Shareholders in the general meeting with Mr. Duan and his associates (including China Water Affairs Group Limited and its subsidiaries) abstaining from voting.

In this regard, China Water Affairs Group Limited, Mr. Duan and their respective associates holding 871,275,063 Shares in total, or approximately 42.61% of the total issued Shares as at the Latest Practicable Date, will abstain from voting at the EGM to be convened to approve the grant of the Share Options to Mr. Duan.

Pursuant to Rule 17.03(4) of the Listing Rules, as the total number of Shares issued and to be issued upon exercise of the Share Options to be granted to Ms. Wang (including both exercised and outstanding Share Options) in 12-month period exceeds 1% of the Shares in issue, such grant must be approved by Independent Shareholders in the general meeting with Ms. Wang and her associates abstaining from voting.

In this regard, Ms. Wang and her associates holding 1,231,440 Shares in total, or approximately 0.06% of the total issued Shares as at the Latest Practicable Date, will abstain from voting at the EGM to be convened to approve the grant of the Share Options to Ms. Wang.

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

Under the Listing Rules, the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders.

The Share Option Scheme was adopted by way of Shareholders' resolution on 18 June 2013. Accordingly, the Scheme Mandate Limit would be 180,872,286 Shares, being 10% of the issued share capital of the Company as at 18 June 2013.

LETTER FROM THE BOARD

As at the Latest Practicable Date, as disclosed in the Announcement, the Company has granted an aggregate 180,872,286 Share Options under the Share Option Scheme and all such Share Options remain outstanding, representing approximately 8.85% of the existing issued share capital of the Company.

As at the Latest Practicable Date, there were 2,044,594,861 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 204,459,486 Shares, being 10% of the Shares in issue and assuming no further issue or repurchase of Shares during the period between the Latest Practicable Date up to and including the date of the EGM.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders at the EGM to approve the proposed refreshment; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Share Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the Shares in issue at the EGM, which may fall to be issued upon the exercise of the options that may be granted under the refreshed Scheme Mandate Limit.

The Directors consider that the refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other selected participants under the Share Option Scheme. The renewal of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme.

LISTING RULES IMPLICATION IN RESPECT OF THE PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to Rule 17.03(3) of the Listing Rules, the refreshment of the Scheme Mandate Limit shall be subject to the Shareholders' approval requirements under the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the refreshment of Scheme Mandate Limit and are required to abstain from voting at the EGM.

LETTER FROM THE BOARD

EGM

The notice convening the EGM is set out on pages 11 to 13 of this circular. At the EGM, ordinary resolutions will be proposed for the Independent Shareholders to approve, among other matters, the grant of the Share Options to Mr. Duan, the grant of the Share Options to Ms. Wang and the proposed refreshment of Scheme Mandate Limit by way of poll respectively. An announcement will be made by the Company after the EGM on the results of the EGM.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no voting trust nor other agreement nor arrangement nor understanding (other than an outright sale) entered into by or binding upon any Shareholder; and any obligation or entitlement of any Shareholder as at the date by reference to which disclosure of the shareholding of any such Shareholder is made in this circular, whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis.

A form of proxy for use at the EGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude your from attending and voting at the EGM or the adjourned meeting if you so wish.

RECOMMENDATION

Having considered the terms of the proposed grant of the Share Options to Mr. Duan and Ms. Wang, all the independent non-executive Directors considered they are fair and reasonable so far as the Shareholders and the Independent Shareholders (as the case maybe) are concerned. Accordingly, the Directors (including the independent non-executive Directors), recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of Share Options to Mr. Duan and Ms. Wang respectively as set out in the notice of the EGM.

The Board also considers that the refreshment of the Scheme Mandate Limit is fair and reasonable and in the interests of the Company and the Shareholders as a whole and accordingly, the Directors also recommend the Shareholders to vote in favour of the resolution in respect of the refreshment of the Scheme Mandate Limit as set out in the notice of EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular is accurate and complete in all material respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

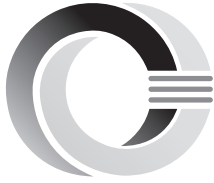
By order of the Board

China City Infrastructure Group Limited

Wang Wenxia

Vice Chairman and Chief Executive Officer

NOTICE OF EGM



中國城市基礎設施集團有限公司

China City Infrastructure Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of China City Infrastructure Group Limited (the “**Company**”) will be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Friday, 27 February 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the grant of the 90,436,140 share options (the “**Mr. Duan Share Options**”) by the Company under the share option scheme of the Company adopted by resolution of the shareholders of the Company on 18 June 2013 (the “**Share Option Scheme**”) to Mr. Duan Chuan Liang (“**Mr. Duan**”) to subscribe 90,436,140 shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company at the subscription price of HK\$0.668 per Share (subject to adjustments pursuant to the Share Option Scheme) subject to such conditions (if any) on the exercise of the Mr. Duan Share Options as stipulated in the offer letter issued pursuant to the Share Option Scheme and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the Mr. Duan Share Options to Mr. Duan and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the grant of the 54,261,684 share options (the “**Ms. Wang Share Options**”) by the Company under the Share Option Scheme to Ms. Wang Wenxia (“**Ms. Wang**”) to subscribe 54,261,684 Shares at the subscription price of HK\$0.668 per Share (subject to adjustments pursuant to the Share Option Scheme) subject to such conditions (if any) on the exercise of the Ms. Wang Share Options as stipulated in the offer letter issued pursuant to the Share Option Scheme and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

NOTICE OF EGM

- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the Ms. Wang Share Options to Ms. Wang and the transactions contemplated thereunder.”
3. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of, the listing of and permission to deal in, the Shares in the capital of the Company to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the Share Option Scheme in the manner as set out in paragraph (a) of this resolution below,
- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
China City Infrastructure Group Limited
Wang Wenxia
Vice Chairman and Chief Executive Officer

Hong Kong, 9 February 2015

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Suite 6208, 62nd Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

NOTICE OF EGM

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the Articles of Association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM, 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, and 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.