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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
- (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

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.

As at the date of this announcement, the Board comprises Ms. Wang Wenxia (Vice Chairman and Chief Executive Officer) and Mr. Ren Qian as executive Directors, Mr. Duan Chuan Liang (Chairman) and Mr. Zhou Kun as non-executive Directors and Mr. Chan Pok Hiu, Mr. Wong Chi Ming and Mr. Wang Jian as independent non-executive Directors.