

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on Friday, 27 February 2015, all the ordinary resolutions were duly passed by the Shareholders or the Independent Shareholders by way of poll.

Reference is made to the circular of the Company dated 9 February 2015 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on Friday, 27 February 2015, the ordinary resolutions approving the grant of the Share Options to Mr. Duan and Ms. Wang, and the transactions contemplated thereunder have been duly passed by the Independent Shareholders by way of poll and the ordinary resolution approving the refreshment of the 10% mandate limit under the Share Option Scheme of the Company has been duly passed by the Shareholders by way of poll.

As at the date of EGM, the total number of issued shares in the Company was 2,044,594,861 Shares.

As at the date of EGM, 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. To the best of the Directors’ knowledge information and belief, other than China Water Affairs Group Limited, Mr. Duan and their respective associates, no other Shareholders have a material interest in the grant of the Share Options to Mr. Duan and no other Shareholders shall have to abstain from voting in respect of the ordinary resolution approving the grant of the Share Options to Mr. Duan at the EGM. China Water Affairs Group Limited, Mr. Duan and their respective associates have abstained from voting in respect of the ordinary resolution approving the grant of the Share Options to Mr. Duan at the EGM.

As at the date of EGM, Ms. Wang and her associates holding 1,231,440 Shares in total, or approximately 0.06% of the total issued Shares. To the best of the Directors' knowledge information and belief, other than Ms. Wang and her associates, no other Shareholders have a material interest in the grant of the Share Options to Ms. Wang and no other Shareholders shall have to abstain from voting in respect of the ordinary resolution approving the grant of the Share Options to Ms. Wang at the EGM. Ms. Wang and her associates have abstained from voting in respect of the ordinary resolution approving the grant of the Share Options to Ms. Wang at the EGM.

To the best of the Directors' knowledge information and belief, no Shareholders have a material interest in the refreshment of the 10% mandate limit under the Share Option Scheme of the Company and no Shareholders shall be required to abstain from voting at the EGM.

The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The Board is pleased to announce that each of the ordinary resolutions was duly passed by the Shareholders or the Independent Shareholders by way of poll at the EGM. The poll results in respect of the resolutions are as follows:

ORDINARY RESOLUTIONS	Number of votes (Approximate %)	
	For	Against
To approve, among other matters, the grant of the 90,436,140 Share Options to Mr. Duan and the transactions contemplated thereunder.	561,893,473 (99.99%)	12,000 (0.01%)
To approve, among other matters, the grant of the 54,261,684 Share Options to Ms. Wang and the transactions contemplated thereunder.	1,355,799,243 (99.99%)	12,000 (0.01%)
To approve the refreshment of the 10% mandate limit under the Share Option Scheme of the Company.	1,357,042,683 (100%)	0 (0%)

Accordingly, each of the aforesaid ordinary resolutions has more than 50% of the votes were cast in favour of each of the proposed resolutions was duly passed by way of poll at the EGM.

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

Hong Kong, 27 February 2015

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.