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**中國高速傳動設備集團有限公司\***  
China High Speed Transmission Equipment Group Co., Ltd.

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 658)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China High Speed Transmission Equipment Group Co., Ltd. (the “**Company**”) will be held at Level 3, the Function Room, JW Marriott Hotel, 88 Queensway, Hong Kong at 9:30 a.m. on 15 January 2010 for the purposes of,

- (1) considering and, if thought fit, passing, with or without modification(s), the following resolution as an ordinary resolution to be voted on by way of poll:

### **ORDINARY RESOLUTION**

“**THAT** the amended and restated equity swap dated 6 November 2009 (the “**Amended and Restated Equity Swap**”) entered into between the Company and Morgan Stanley & Co. International plc (a copy of which is tabled at the meeting and marked ‘A’ and initialed by the chairman of the meeting for the purpose of identification), the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects and any one director of the Company be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other documents, instruments and agreements and to take such steps which in the opinion of the director may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of the Amended and Restated Equity Swap and the transactions contemplated thereunder.”

- (2) considering and, if thought fit, passing, with or without modification(s), the following resolution as a special resolution to be voted on by way of poll:

### **SPECIAL RESOLUTION**

“**THAT** the proposed potential off-market repurchase by the Company of up to 12,612,707 ordinary shares of the Company as contemplated by the Amended and Restated Equity Swap (“**Share Repurchase**”) which represent up to approximately 1.01% of the existing issued

share capital of the Company be and is hereby approved and any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such other documents, instruments and agreements and to take such steps which in the opinion of the director may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Share Repurchase.”

By order of the Board  
**CHINA HIGH SPEED TRANSMISSION  
EQUIPMENT GROUP CO., LTD.**  
**Hu Yueming**  
*Chairman*

Hong Kong, 24 December 2009

*Head office and principal place of business:*

Room 1302  
13th Floor  
Top Glory Tower  
No.262 Gloucester Road  
Causeway Bay  
Hong Kong

**Notes:**

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. Pursuant to Article 90 of the Articles of Association of the Company, the Chairman of the meeting will demand a poll on each of the resolutions put to the vote at the meeting.
4. As at the date of this notice, the board of Directors comprises ten Directors, of which Mr. Hu Yueming, Mr. Chen Yongdao, Mr. Lu Xun, Mr. Li Shengqiang, Mr. Liu Jianguo and Mr. Liao Enrong are Executive Directors, Mr. Zhang Wei is Non-Executive Director, Mr. Zhu Junsheng, Mr. Jiang Xihe and Mr. Chen Shimin are Independent Non-Executive Directors.