

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of China City Railway Transportation Technology Holdings Company Limited (the “Company”) dated 3 May 2012.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

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)



GLOBAL OFFERING

Number of Offer Shares : 200,000,000 Shares (subject to the Over-allotment Option)

Number of Hong Kong Public Offer Shares : 20,000,000 Shares (subject to reallocation)

Number of International Placing Shares : 180,000,000 Shares (subject to the Over-allotment Option and reallocation)

Maximum Offer Price : Not more than HK\$1.23 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$0.95 per Offer Share

Nominal Value : HK\$0.01 per Share

Stock Code : 8240

Sole Global Coordinator, Lead Manager and Bookrunner



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Securities (Hong Kong) Limited

Joint Sponsors



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Capital Limited

Quam



華富嘉洛
企業融資

Quam Capital Limited

As required under the GEM Listing Rules and the Companies Ordinance, copies of the Prospectus are available, for information purpose only, at the offices of (i) Guotai Junan Capital Limited of 27th Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; and (ii) Quam Capital Limited of Room 3208, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong.

Pursuant to the Underwriting Agreements, the Company is initially offering 200,000,000 Shares for subscription by way of Global Offering at the Offer Price on and subject to the terms and conditions as set forth in the Prospectus. In addition, the Company has also granted the Over-allotment Option to the Lead Manager under the Underwriting Agreements pursuant to which the Lead Manager may at any time up to the 30th day after the last date for lodging of applications under the Hong Kong Public Offer, i.e. 7 June 2012, to exercise the Over-allotment Option to require the Company to allot and issue up to 30,000,000 Shares at the Offer Price, representing 15% of initial number of the Offer Shares, on the same terms as those applicable to the Global Offering, to cover over-allocations in connection with the Global Offering.

Application has been made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued by the Company pursuant to the exercise of the Share Options and the Over-allotment Option). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 16 May 2012. The Shares will be traded in board lots of 4,000 Shares. In the event the Over-allotment Option is exercised, an announcement will be made.

Application for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms. The Global Offering is conditional upon the fulfillment of the conditions as set out in the paragraph under "Conditions of the Global Offering" in the section headed "Structure and conditions of the Global Offering" in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Lead Manager (for itself and on behalf of the other Underwriters)) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Global Offering will not proceed and all money received will be refunded to applicants of the Global Offering without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Global Offering will be published on the Stock Exchange website at www.hkexnews.hk and the website of the Company at www.ccrft.com.hk on the next business day immediately following the date of such lapse.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the other Underwriters) upon the occurrence of any of the events set forth in the paragraph under "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. 16 May 2012. Such events include, among other things, any act of God, war, riot, public disorder, civil commotion, economic sanctions, fire, flood, explosion, epidemic, outbreak of an infectious disease, calamity, crisis, terrorism, strike or lock-out.

Applicants who wish to be allotted the Hong Kong Public Offer Shares in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Public Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 3 May 2012 until 12:00 noon on Tuesday, 8 May 2012 from:

- Any of the following addresses of the Hong Kong Public Offer Underwriters:

Guotai Junan Securities (Hong Kong) Limited at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

or

Quam Securities Company Limited at 32/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong

or

Ample Orient Capital Limited at Unit A, 14/F, Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong

or

Ever-Long Securities Company Limited at 18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road Central, Hong Kong

or

Huatai Financial Holdings (Hong Kong) Limited at Room 5808-12, The Centre, 99 Queen's Road Central, Hong Kong

or

Pico Zeman Securities (HK) Limited at 19 & 22/F, CMA Building, 64-66 Connaught Road Central, Hong Kong

or

South China Securities Limited at 26/F, Tower 1, Lippo Centre, 89 Queensway, Admiralty, Hong Kong

or any of the following branches of Wing Lung Bank Limited:

	Name of branch	Address
Hong Kong Island:	Head office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
Kowloon:	Mongkok Branch	B/F Wing Lung Bank Centre 636 Nathan Road
	Lamtin Sceneway Plaza Branch	Shop 59, 3/F Sceneway Plaza 8 Sceneway Road
	Sham Shui Po Branch	111 Tai Po Road
New Territories:	Shatin Plaza Branch	21 Shatin Centre Street
	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 3 May 2012 until 12:00 noon on Tuesday, 8 May 2012 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Applicants applying by **HK eIPO White Form** may submit application to the designated **HK eIPO White Form** Service Provider through the designated website www.hkeipo.hk from 9:00 a.m. on Thursday, 3 May 2012 until 11:30 a.m. on Tuesday, 8 May 2012 (24 hours daily, except on the last application day) (or such later date as described in the section headed “How to Apply for the Hong Kong Public Offer Shares” in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 3 May 2012 until 12:00 noon on Tuesday, 8 May 2012.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is 9 May 2012 or such later date as the Company and the Lead Manager (for itself and on behalf of the Underwriters) may agree, but in any event, no later than 5:00 p.m. (Hong Kong time) on 10 May 2012. If, for whatever reason, the Lead Manager (for itself and on behalf of the Underwriters) and the Company are unable to reach any agreement or enter into the Price Determination Agreement on the Offer Price on the Price Determination Date or such later date as agreed by the Lead Manager (for itself and on behalf of the Underwriters) and the Company, the Global Offering will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange website at www.hkexnews.hk and the Company's website at www.ccrtt.com.hk.

The Company expects to announce the Offer Price, the level of indication of interest in the International Placing, the basis of allotment and the results of applications under the Hong Kong Public Offer on 15 May 2012 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ccrtt.com.hk. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration certificate numbers of successful applicants under the Hong Kong Public Offer will be available in the manner described in the section headed "How to Apply for the Hong Kong Public Offer Shares" in the Prospectus.

The Company will not issue any temporary documents of title. No receipt will be issued for application monies paid. Share certificates will only become valid documents of title when the Global Offering has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their term prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Shares will be traded in board lots of 4,000 each. The GEM stock code for the Shares is 8240.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 16 May 2012.

By order of the Board
**China City Railway Transportation Technology
Holdings Company Limited**
Cao Wei
Chief Executive Officer

Hong Kong, 3 May 2012

As at the date of this announcement, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Mr. Steven Bruce Gallagher and Mr. Tian Zhenqing; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Kong Shin Long, Johnny.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of the announcement, on the "Latest Company Announcements" page of the GEM website for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.ccrtt.com.hk.