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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)

(Stock Code: 1522)



POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (“**Circular**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 6 October 2016. Terms used in this announcement shall have the same meanings as those defined in the Circular.

At the EGM held on 25 October 2016, voting on each of the proposed ordinary resolutions (“**Resolutions**”) as set out in the notice of the EGM contained in the Circular was conducted by poll. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as scrutineer for the vote-taking at the EGM.

The Board is pleased to announce that all of the Resolutions were duly passed at the EGM. The poll results in respect of each of the Resolutions are as follows:

Ordinary Resolutions		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
1.	<p>(a) To approve the Subscription Agreement;</p> <p>(b) To authorise any one Director to exercise all the powers of the Company and to take all steps as might in his/her opinion be desirable or necessary in connection with the Subscription Agreement to, including without limitation, allot and issue the Subscription Shares;</p> <p>(c) To approve all other transactions contemplated under the Subscription Agreement; and</p> <p>(d) To approve the grant of the unconditional specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement.</p>	<p>136,827,984 (98.77%)</p>	<p>1,708,000 (1.23%)</p>

Ordinary Resolutions		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
2.	To approve the ruling letter of Whitewash Waiver granted by the Executive to the Subscriber and to authorise any one director of the Company to do all such things and take all such action as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver.	136,827,984 (98.77%)	1,708,000 (1.23%)

Notes:

1. The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the EGM in person or by corporate representative or proxy.
2. The full text of the ordinary resolutions is set out in the notice of the EGM dated 6 October 2016.

The total number of issued Shares as at the date of the EGM was 1,435,737,203. In accordance with the Listing Rules and the Takeovers Code, (i) the Subscriber and its associates; (ii) any parties acting in concert with the Subscriber; and (iii) Shareholders involved or interested in the Subscription or the Whitewash Waiver, were required to abstain and had abstained from voting on the Resolutions at the EGM. As at the date of the EGM, the aggregate shareholding of the Shareholders who were required to abstain from voting at the EGM was 51.13% (representing 734,091,191 Shares) which comprised (i) 34.03% of the Shares (representing 488,581,376 Shares) held by BII HK which was wholly-owned by BII; and (ii) 17.10% of the Shares (representing 245,509,815 Shares) held by More Legend Limited which was owned as to 25% by Ms. Wang Jiangping and 75% by Mr. Cao Wei (who was the spouse of Ms. Wang Jiangping, the Chief Executive Officer of the Company and an executive Director). The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions as set out in the above table at the EGM was 701,646,012.

As at the date of the EGM:

- (i) there was no Share entitling the holder to attend and vote only against the Resolutions;
- (ii) there was no Share entitling the holder to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules; and
- (iii) save as disclosed, no Shareholders are required under the Listing Rules to abstain from voting.

The Executive has granted the Whitewash Waiver subject to (i) the approval of the issue of the Subscription Shares by a vote of the Independent Shareholders taken by way of poll at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the Announcement, i.e. 31 August 2016, and the date of Completion.

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE SUBSCRIPTION

As at the date of this announcement, the Company has 1,435,737,203 Shares in issue. Set out below is a table showing the shareholding structure of the Group (i) as at the date of this announcement; and (ii) immediately upon Completion.

Name of Shareholder	At the		Immediately	
	date of this		upon Completion	
	announcement	%	No. of Shares	%
	No. of Shares			
BII HK and its concert parties	488,581,376	34.03	1,157,634,900	55.00
More Legend Limited (<i>Note</i>)	245,509,815	17.10	245,509,815	11.66
China Property Reinsurance	115,301,534	8.03	115,301,534	5.48
Other public Shareholders	586,344,478	40.84	586,344,478	27.86
Total	1,435,737, 203	100.00	2,104,790,727	100.00

Note: More Legend Limited is the legal and beneficial owner of approximately 17.10% of the entire issued share capital of the Company. More Legend Limited is owned as to 75% by Mr. Cao Wei (an executive Director and the Chief Executive Officer of the Company) and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. Mr. Cao Wei is the sole director of More Legend Limited.

Further announcement(s) will be made by the Company upon Completion.

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

Hong Kong, 25 October 2016

As at the date of this announcement, the executive Directors are Mr. Cao Wei, Ms. Xuan Jing and Mr. Shao Kai; the non-executive Directors are Dr. Tian Zhenqing, Mr. Hao Weiya and Mr. Guan Jifa; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.