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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)**



**(1) CHANGE IN CHAIRMAN, CHAIRMAN OF NOMINATION COMMITTEE AND CHIEF EXECUTIVE OFFICER;  
(2) APPOINTMENT OF VICE CHAIRMAN;  
(3) CHANGE IN NON-EXECUTIVE DIRECTORS; AND  
(4) CHANGE IN AGENT FOR THE SERVICE OF PROCESS AND NOTICES IN HONG KONG**

The Board announces that with effect from 28 February 2017,

1. Mr. Guan Jifa, a non-executive Director, has been appointed as the Chairman and the chairman of the Nomination Committee;
2. Ms. Xuan Jing, an executive Director, has been appointed as the Chief Executive Officer;
3. Mr. Cao Wei, an executive Director, has ceased to be the Chief Executive Officer and has been appointed as the Vice Chairman;
4. Dr. Tian Zhenqing has tendered his resignation as a non-executive Director, the Chairman and the chairman of the Nomination Committee;
5. Mr. Ren Yuhang has been appointed as a non-executive Director;
6. Ms. Wu Xiao has ceased to be the Process Agent; and
7. Ms. Ng Sin Yee, Clare, the Company Secretary and the Authorised Representative, has been appointed as the Process Agent.

## CHANGE IN CHAIRMAN AND CHAIRMAN OF NOMINATION COMMITTEE

The board (the “**Board**”) of directors (the “**Director(s)**”) of China City Railway Transportation Technology Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, Mr. Guan Jifa (“**Mr. Guan**”), a non-executive Director, has been appointed as the chairman of the Board (the “**Chairman**”) to replace Dr. Tian Zhenqing (“**Dr. Tian**”) with effect from 28 February 2017.

In addition, Mr. Guan has been appointed as the chairman of the nomination committee (the “**Nomination Committee**”) of the Company to replace Dr. Tian with effect from 28 February 2017.

Mr. Guan, aged 51, was appointed as a non-executive Director on 28 October 2015. He graduated from Xi’an Institute of Metallurgy and Architecture\* (西安冶金建築學院) (now renamed as Xi’an University of Architecture and Technology\* (西安建築科技大學)) with a bachelor’s degree in engineering in July 1987. In September 1999, Mr. Guan obtained the engineer qualification certificate and was qualified as a senior engineer approved by Beijing Senior Specialised Technique Post Evaluation Committee\* (北京市高級專業技術職務評審委員會). He had taken a graduate course in the International Business Administration School of the University of International Business and Economics\* (對外經濟貿易大學國際工商管理學院) from March 2002 to August 2004. He obtained a doctor’s degree in engineering from Xi’an University of Architecture and Technology\* (西安建築科技大學) in December 2008. During the period from July 1987 to August 1992, Mr. Guan worked at the Heilongjiang Metallurgical Design and Planning Institute\* (黑龍江冶金設計規劃院) as an engineer. During the period from June 1994 to April 2005, Mr. Guan worked at Beijing Urban Construction No. 3 Development Co., Ltd\* (北京城建三建設發展有限公司) as a project manager and subsequently served as a deputy general manager. From April 2005 to January 2008, Mr. Guan acted as the deputy general manager and subsequently the general manager of Beijing Subway Construction Co., Ltd\* (北京地下鐵道建設公司). Mr. Guan served as the chairman of Beijing Jing Chuang Investment Ltd. (北京京創投資有限公司) from January 2008 to March 2010. Since March 2010, Mr. Guan joined 北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.\*) (“**BII**”) as the general manager of the Land Development Department from March 2010 to September 2010, and he also acted as the assistant general manager of BII from September 2010 to August 2015. Mr. Guan now serves as the deputy general manager of BII. He also serves as a non-executive director in Beijing Urban Construction Design & Development Group Co., Limited (a company listed on the Stock Exchange (stock code: 1599)).

Mr. Guan has entered into a letter of appointment with the Company for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. According to the terms of appointment, no director’s fee will be payable to Mr. Guan but Mr. Guan is entitled to reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$240,000 per annum.

Save as disclosed above, as at the date of this announcement, (i) Mr. Guan did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”); (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information to be disclosed pursuant to the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) relating to the appointment of Mr. Guan as the Chairman and the chairman of the Nomination Committee and there are no other matters that need to be brought to the attention of the shareholders of the Company.

### **CHANGE IN CHIEF EXECUTIVE OFFICER**

The Board also announces that Mr. Cao Wei (“Mr. Cao”), an executive Director, has ceased to be the Chief Executive Officer (the “Chief Executive Officer”) of the Company with effect from 28 February 2017. Ms. Xuan Jing (“Ms. Xuan”), an executive Director, has been appointed as the Chief Executive Officer with effect from 28 February 2017.

Ms. Xuan, aged 43, was appointed as an executive Director on 27 June 2014. Ms. Xuan graduated from Tianjin University in the People’s Republic of China in July 1995 with a bachelor’s degree in engineering majoring in engineering management and obtained a master’s degree in business administration from Nankai University in March 2001. In November 2003, Ms. Xuan was qualified as an intermediate economist approved by Beijing Intermediate Specialised Technique Qualification Evaluation Committee\* (北京市中級專業技術職務評審委員會). During the period from July 1995 to September 1998, Ms. Xuan acted as the project manager of Changshi International (Tianjin) Group Limited\* (長實國際(天津)集團公司). From March 2001 to November 2007, Ms. Xuan acted as the deputy manager of the finance department of Digital China (China) Ltd.\* (神州數碼(中國)有限公司). During the period from November 2007 to May 2010, Ms. Xuan served as the secretary to the board of directors and the general manager of the development department of Beijing Jinxin Technology Co., Ltd\* (北京神州金信科技股份有限公司). In May 2010, Ms. Xuan was appointed as the assistant to the manager and subsequently appointed as deputy manager of the investment management department of BII. Ms. Xuan concurrently serves as a director of Beijing BII Technology Development Company Limited\* (北京京投卓越科技發展有限公司) (“BII Zhuoyue”), ERG Transit Systems (Beijing) Limited\* (億雅捷交通系統(北京)有限公司) (“ERG BJ”) and Beijing BII-ERG Transportation Technology Company Limited\* (北京京投億雅捷交通科技有限公司) (“BII ERG”), each a subsidiary of the Company.

Ms. Xuan has entered into a service agreement with the Company for a term of three years commencing from 28 February 2017 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Ms. Xuan is entitled to a salary of HK\$1,200,000 per annum.

Save as disclosed above, as at the date of this announcement, (i) Ms. Xuan did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) she did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) she did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) she did not hold other positions with other members of the Group.

There is no other information to be disclosed pursuant to the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Ms. Xuan as a Chief Executive Officer and there are no other matters that need to be brought to the attention of the shareholders of the Company.

#### **APPOINTMENT OF VICE CHAIRMAN**

The Board further announces that, Mr. Cao has been appointed as the vice chairman of the Board (the “**Vice Chairman**”) with effect from 28 February 2017.

Mr. Cao, aged 53, is our executive Director. Mr. Cao concurrently serves as a director of Great Legend Development Limited, China City Railway Transportation Technology Investment Company Limited, Beijing City Railway Holdings Company Limited, Innovation Holding Co., LTD., ERG Transit Systems (HK) Limited (“**ERG HK**”), ERG BJ, BII Zhuoyue and BII ERG, each a subsidiary of the Company. Mr. Cao was appointed as Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. Mr. Cao joined our Group in April 2009. Mr. Cao is the sole director of More Legend Limited (“**More Legend**”) and is indirectly interested in the shares of the Company through his 75% equity interest in More Legend. As at the date of this announcement, More Legend is interested in approximately 11.64% of the issued share capital of the Company. The substance of Mr. Cao’s responsibilities and contribution to the business of our Group was demonstrated through his shareholding interests in our Company through More Legend and his being a Director since 2011. Mr. Cao has over 15 years of experience in the management technology and communications industry and has developed strong business relationship and networks in the industry. Through Mr. Cao’s experience in the industry and business networks, our Group was able to participate in various projects relating to the automatic fare collection clearing system. Mr. Cao has been serving as director of ERG BJ and ERG HK since his appointment in May 2011 and April 2010, respectively. Mr. Cao had been a director and the general manager of Beijing Enterprises Teletron Information Technology Co., Ltd., a company which became a subsidiary of Beijing Enterprises Environment Group Limited (then known as Beijing Development (Hong Kong) Limited) (“**Beijing Development**”), (a company listed on the Main Board of the Stock

Exchange (stock code: 154) in 2001. From 2005 to 2010, Mr. Cao was an executive director and vice president of Beijing Development. From 1996 to 2001, Mr. Cao was the general manager of Beijing Telecom Network Technology Co., Ltd.. Mr. Cao obtained a bachelor's degree in industrial automation from Harbin Institute of Technology in July 1985 and received his certification as senior engineer in 1996. Mr. Cao subsequently obtained an executive MBA (EMBA) from Tsinghua University in July 2009.

Mr. Cao has entered into a service agreement with the Company for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. According to the terms of appointment, no director's fee will be payable to Mr. Cao but Mr. Cao is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$1,200,000 per annum which was determined by the Board with reference to the duties and level of responsibilities with the group for the relevant position.

Save as disclosed above, as at the date of this announcement, (i) Mr. Cao did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information to be disclosed pursuant to the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Cao as the Vice Chairman and there are no other matters that need to be brought to the attention of the shareholders of the Company.

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board further announces that with effect from 28 February 2017, Dr. Tian has tendered his resignation as a non-executive Director, the Chairman and the chairman of the Nomination Committee, as he would like to spend more time on his other business commitments.

Dr. Tian confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. Ren Yuhang ("**Mr. Ren**") has been appointed as a non-executive Director with effect from 28 February 2017.

Mr. Ren, aged 41, is currently the general manager of the capital operations department of BII. Mr. Ren has worked as a project manager, senior project manager and general manager of the financial planning department of BII since September 2007. Prior to joining BII, from July 1996 to September 2003, Mr. Ren worked at Henan No. 1 Electrical Power Company\* (河南省電力公司火電一公司) as an engineer. From May to September 2007, he worked as a senior consultant at the corporate business consulting department of INNOFI Financial Information Industry Group\* (北京正信嘉華管理顧問有限公司). Mr. Ren obtained a bachelor's degree of thermal engineering in Wuhan University in June 1996. He also obtained a master's degree of technology economics and management and a doctor's degree of business administration from Beijing Institute of Technology in June 2004 and March 2008, respectively.

Mr. Ren has entered into a letter of appointment with the Company for a term of three years commencing from 28 February 2017 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. According to the terms of appointment, no director's fee will be payable to Mr. Ren but Mr. Ren is entitled to reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$240,000 per annum.

Save as disclosed above, as at the date of this announcement, (i) Mr. Ren did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information to be disclosed pursuant to the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Ren as a non-executive Director and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Dr. Tian for his valuable contribution towards the Company during his tenure of service and its warmest welcome to Mr. Ren for joining the Board.

## **CHANGE IN AGENT FOR THE SERVICE OF PROCESS AND NOTICES IN HONG KONG**

The Board announces that Ms. Wu Xiao has ceased to act as an agent for the service of process and notices on behalf of the Company in Hong Kong (the "Process Agent") under Rule 19.05(2) of the Listing Rules on 28 February 2017.

The Board further announces that Ms. Ng Sin Yee, Clare, the company secretary (the “**Company Secretary**”) of the Company and the authorised representative (the “**Authorised Representative**”) of the Company under Rule 3.05 of the Listing Rules, has been appointed as the Process Agent with effect from 28 February 2017.

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

Hong Kong, 28 February 2017

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

\* *For identification purposes only*