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京投轨道交通科技控股有限公司

BII Railway Transportation Technology Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1522)

**INSIDE INFORMATION
POTENTIAL DISCLOSEABLE TRANSACTION
POTENTIAL DISPOSAL OF EQUITY INTERESTS IN JOINT VENTURE
THROUGH PUBLIC TENDER**

INTRODUCTION

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 13 February 2025 (after trading hours), the Board resolved that the Group dispose of 49% equity interests in Metro Technology by way of Public Tender on the CBEX.

The Company is a state-controlled listed company and, as required by PRC laws and regulations concerning the disposal of state-owned equity, the state-owned assets held by the Company shall be disposed of through a public process in an equity exchange established in accordance with the applicable PRC laws and regulations.

Pursuant to the relevant PRC laws and regulations, the Potential Disposal is intended to be conducted by way of Public Tender through the CBEX and the successful delisting party, as the Transferee, shall thereafter enter into the Equity Transfer Agreement with CCRTT Investment, as the transferor, in accordance with the requirements of the CBEX.

LISTING RULES IMPLICATIONS

The transaction contemplated under the Equity Transfer Agreement, if materialised, will be entered into between the CCRTT Investment and the Transferee. Based on the Minimum Consideration, as one or more of the applicable percentage ratios as defined in the Listing Rules in respect of the Potential Disposal exceeds 5% but is less than 25%, the transaction contemplated thereunder may constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Accordingly, the entering into of the Equity Transfer Agreement is subject to the reporting and announcement requirements but exempt from Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company will make further announcement(s) in compliance with the Listing Rules and/or Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as and when appropriate.

As at the date of this announcement, the Potential Disposal has not yet materialised, the Transferee is still uncertain and the Equity Transfer Agreement has not been entered into. The Potential Disposal may or may not proceed. Therefore, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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DETAILS OF THE POTENTIAL DISPOSAL

Public Tender

CCRTT Investment will undergo the process of Public Tender at the CBEX in accordance with the relevant regulations. The notice of the Public Tender containing details and terms of the Potential Disposal was published on the website of the CBEX on 13 February 2025.

Disclosure period of the Potential Disposal will last for 20 business days in the PRC commencing from 14 February 2025 (the “**Disclosure Period**”). During the Disclosure Period, any qualified entity may (i) indicate its intention to acquire the equity interests in Metro Technology held by CCRTT Investment; and (ii) register itself as prospective transferees.

If there are two or more prospective transferees, the Transferee shall be determined by the bidding procedures of the CBEX. Upon completion of such bidding procedure, if any, the CBEX shall notify the Company of the identity of the Transferee. Within five business days in the PRC after confirmation of the Transferee, CCRTT Investment and the Transferee shall enter into the Equity Transfer Agreement.

If no prospective transferee was registered within the Disclosure Period, CCRTT Investment will continuously extend the Disclosure Period by five business days in the PRC until a prospective transferee is identified. The Company will make further announcement in relation to any adjustments on the terms of the Potential Disposal to be made by CCRTT Investment in accordance with applicable laws and regulations as well as the rules of the CBEX, when and as appropriate.

To the best of the Directors’ knowledge and based on information currently available to the Directors, no connected persons of the Company will participate in the process of Public Tender. In the event that any connected persons of the Company register as a prospective transferee, the Company will make further announcement and comply with the relevant requirements under the Listing Rules.

Basis of Minimum Consideration

The Minimum Consideration is RMB68,332,215 (equivalent to approximately HK\$74,208,785).

The Minimum Consideration was determined with reference to, among others, (i) the valuation of 49% of the equity interests in Metro Technology; (ii) the business and financial prospects of Metro Technology; and (iii) the reasons for and benefits of the Potential Disposal as stated under the paragraph headed “Reasons for and benefits of the Potential Disposal” in this announcement.

The final consideration payable for the Potential Disposal shall be subject to the final bidding price.

Payment by the Transferee

Prospective transferees shall pay a deposit of RMB20,490,000 (equivalent to approximately HK\$22,252,140) to the bank account designated by the CBEX within three business days in the PRC upon the confirmation of its qualifications as the Transferee by CCRTT Investment. Upon completion of the bidding process by the prospective transferees, the deposit will form part of the final consideration. Should prospective transferees fail to delist Metro Technology, the CBEX will refund the deposit paid by such prospective transferees in accordance with its rules and regulations.

The final consideration (less the abovementioned deposit) for the Potential Disposal will be paid in cash by the Transferee to the bank account designated by the CBEX in one lump sum within five business days in the PRC after the entering into of the Equity Transfer Agreement.

REASONS FOR AND BENEFITS OF THE POTENTIAL DISPOSAL

References are made to the announcement of the Company dated 5 November 2015 and the annual report of the Company for the year ended 31 December 2016 (the “**2016 Annual Report**”) in relation to, among others, the formation of Metro Technology. As stipulated in the 2016 Annual Report, CCRTT Investment made a capital injection of RMB14.7 million. At the material time, the establishment of Metro Technology was for the purposes of expanding the Group’s business scope by investing in subway operations, in order to enhance its income stream and financial performance.

Since the establishment of Metro Technology, the Group has continually reaped positive returns from investment in Metro Technology. However, in recent years, as the growth in the business operations of Metro Technology was not as expected, the Group had continuously strengthened its focus on its main business as the business operations of Metro Technology could not provide sufficient strategic development to the Group as its business operations had fluctuated in recent years. If the Potential Disposal materialises, the Group will be able to ensure capital gains on its investment. As such, (i) due to the uncertainty in Metro Technology’s growth potential and strategic synergy with the Group going forward; and (ii) to avoid further fluctuation in its financial performance, and realise gain on its investment, the Board is of the view that the Potential Disposal, if materialised, will not have any adverse impact on the Group’s business and financial performance.

Further, to ensure the Group’s business is not affected by Metro Technology’s business operations after the Potential Disposal, Metro Technology has undertaken not to engage in business operations relating to automatic fare collection and passenger information systems going forward.

As at the date of the announcement, none of the Directors have a material interest in the Potential Disposal or was required to abstain from voting in respect of the Board resolutions to approve the Potential Disposal pursuant to the articles of association of the Company.

USE OF PROCEEDS AND FINANCIAL EFFECTS OF THE POTENTIAL DISPOSAL

The Company intends to use the proceeds from the Potential Disposal, if materialised, for general working capital and/or repaying its loans and/or future investments.

As at the date of this announcement, the final consideration has not been determined and no Equity Transfer Agreement has been entered into. The Company will make further disclosure regarding the financial effects of the Potential Disposal in compliance with the Listing Rules as and when the relevant information is available to the Company to enable it to make an assessment of such financial impact.

INFORMATION ON THE PARTIES

Information on the Company and the Group

The Company is an investment holding company.

The Group is a high-tech enterprise group specialising in integrating investment and financing, technology research, and intelligent railway transportation construction, operation and maintenance. With the mission of “empowering railway transportation with intelligent technology”, and the strategic direction of “focusing on integrated innovation and becoming a leading rail transit smart systems service provider in the PRC” and building a technological ecosystem, the Group aims to be an international leader in smart rail transit.

Information on Metro Technology

Metro Technology is a company established in the PRC with limited liability. As at the date of this announcement, it is indirectly held as to 49% by the Company and held as to 51% by Beijing Subway, an independent third party. Metro Technology is principally engaged in the maintenance of application solutions for the networking and controlling systems of public transport companies.

Financial information of Metro Technology

Set out below is the financial information of Metro Technology:

Item	As at	As at
	31 December 2023 (audited) (RMB'000)	31 December 2024 (unaudited) (RMB'000)
Total assets	398,472	334,301
Net assets	136,140	136,410
	For the	For the
	year ended	year ended
	31 December	31 December
	2023	2024
	(audited)	(unaudited)
	(RMB'000)	(RMB'000)
Revenue	366,645	367,902
Profit before taxation	370	1,133
Profit after taxation	1,538	963

Information on CCRTT Investment

CCRTT Investment is a company incorporated in the Hong Kong with limited liability. As at the date of this announcement, it is indirectly held as to 70% by the Company and held as to 30% by Mr. Cao Zhida, brother of Mr. Cao Mingda, a non-executive Director. CCRTT Investment is principally engaged in investment holding.

LISTING RULES IMPLICATIONS

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The Company will make further announcement(s) in compliance with the Listing Rules and/or Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as and when appropriate.

GENERAL

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DEFINITIONS

- “Beijing Subway” Beijing Subway Operation Co., Ltd.* (北京市地鐵運營有限公司), a company established in the PRC with limited liability, the ultimate beneficial owner being the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality, and an independent third party as at the date of this announcement
- “BII” 北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.*), a company established in the PRC with limited liability and interested in approximately 55.20% of the issued share capital of the Company through BII HK as at the date of this announcement, and which is wholly-owned by the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality, and the ultimate controlling Shareholder as at the date of this announcement
- “BII HK” Beijing Infrastructure Investment (Hong Kong) Limited (京投(香港)有限公司), a company incorporated in Hong Kong with limited liability and wholly-owned by BII, and held approximately 55.20% of the issued share capital of the Company as at the date of this announcement

“Board”	the board of Directors
“CBEX”	the China Beijing Equity Exchange (北京產權交易所)
“CCRTT Investment”	China City Railway Transportation Technology Investment Co., Ltd. (中國城市軌道交通科技投資有限公司), a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned subsidiary of the Company as at the date of this announcement
“Company”	BII Railway Transportation Technology Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules and the word “connected” shall be construed accordingly
“Director(s)”	the director(s) of the Company
“Equity Transfer Agreement”	the equity transfer agreement to be entered into between CCRTT Investment and the Transferee in relation to the Potential Disposal
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Metro Technology”	Beijing Metro Science and Technology Development Co., Ltd.* (北京地鐵科技發展有限公司), a company established in the PRC with limited liability and a joint venture of the Company (held as to 49% by the Company) as at the date of this announcement
“Minimum Consideration”	the minimum consideration for the Potential Disposal, which is RMB68,332,215 (equivalent to approximately HK\$74,208,785)
“Potential Disposal”	the potential disposal of 49% of the equity interests in Metro Technology through Public Tender
“PRC”	the People’s Republic of China

“Public Tender”	the public tender process conducted through the CBEX in respect of the Potential Disposal
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transferee”	the transferee of the Potential Disposal
“%”	per cent

By Order of the Board
**BII Railway Transportation Technology
 Holdings Company Limited**
Liu Yu
Executive Director
Chief Executive Officer

Hong Kong, 13 February 2025

For the purpose of this announcement, unless otherwise specified, conversions of RMB into HK\$ are based on the approximate exchange rate of RMB1.00 to HK\$1.086.

As at the date of this announcement, the executive Directors are Mr. Liu Yu and Ms. Zhao Jingyuan; the non-executive Directors are Mr. Ren Yuhang, Ms. Sun Fang, Mr. Cao Mingda and Mr. Fang Zhiwei; and the independent non-executive Directors are Mr. Luo Zhenbang, Mr. Huang Lixin and Mr. Li Wei.

* *For identification purposes only*