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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)

**FORMATION OF INDEPENDENT BOARD COMMITTEE
AND
APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Board announces that the Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in connection with the Subscription and the transactions contemplated thereunder and the Whitewash Waiver.

Goldin Financial Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Subscription and the transactions contemplated thereunder and the Whitewash Waiver.

INTRODUCTION

Reference is made to the announcement of the Company dated 4 April 2014 in relation to, among others, the Subscription and the transactions contemplated thereunder and the Whitewash Waiver (“**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

FORMATION OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang, being all the independent non-executive Directors, has been formed to advise the Independent Shareholders in connection with the Subscription and the transactions contemplated thereunder and the Whitewash Waiver. The Independent Board Committee has approved the appointment of Goldin Financial Limited as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Subscription and the transactions contemplated thereunder and the Whitewash Waiver.

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

Hong Kong, 9 April 2014

As at the date of this announcement, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Dr. Tian Zhenqing, Mr. Hao Weiya and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang.

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.