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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)**



**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO  
THE ANNUAL REPORT  
FOR THE 18 MONTHS ENDED 31 DECEMBER 2014**

Reference is made to the annual report (“**Annual Report**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”, together with its subsidiaries, the “**Group**”) for the 18 months ended 31 December 2014 (“**Reporting Period**”). Terms used in this announcement shall have the same meanings as those defined in the Annual Report.

Further to the information disclosed in the Annual Report, the Company wishes to provide the shareholders of the Company (“**Shareholders**”) and the public with the following supplementary information.

**PLACING AND SUBSCRIPTION OF NEW SHARES**

As set out in the Annual Report, a subscription (“**Subscription**”) of shares of the Company (“**Shares**”) and a placing of Shares (“**Placing**”) were conducted during the Reporting Period pursuant to the Placing Agreement and the Subscription Agreement respectively.

The Directors considered that it was in the interests of the Company to raise capital from the equity market in order to maintain the cash flow position of the Group and to enhance the capital and shareholders’ base of the Company for long-term development and further strengthen its financial position.

The gross proceeds from the Subscription and the Placing amounted to approximately HK\$311 million and HK\$105 million respectively, representing approximately HK\$416 million in aggregate. The net proceeds from the Subscription and the Placing amounted to approximately HK\$310.2 million and HK\$104.8 million respectively, representing approximately HK\$415 million in aggregate. As disclosed in the circular of the Company dated 9 May 2014, such proceeds were intended to be applied to (i) the proposed acquisition of civil communication assets involving eight subway lines of Beijing Subway as set out in the announcement of the Company dated 25 February 2014; and (ii) the general working capital of the Group including salary and wages, purchase of materials and repayment of trade and other payables.

As at the date of the Annual Report, (i) RMB96 million (equivalent to approximately HK\$119.5 million) had been used to acquire the civil communication assets involving eight subway lines of Beijing Subway as detailed in the announcements of the Company dated 8 July 2014 and 29 September 2014 and the circular of the Company dated 8 August 2014; (ii) approximately HK\$100 million had been used as general working capital of the Group.

As at the date of this announcement, a further amount of approximately HK\$100 million had been used as general working capital of the Group. The remaining of approximately HK\$95.5 million is intended to be retained as general working capital of the Group.

## **SHARE OPTION SCHEME**

The Company wishes to disclose further details in relation to the Share Option Scheme. The share options granted under the Share Option Scheme must be taken up within 21 days of the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1 to the Company as consideration for the grant.

The exercise price of the options granted under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

Subject to the terms of the Share Option Scheme, the Board may, at its absolute discretion, grant or invite any person belonging to any of the following classes to take up options to subscribe for shares: (a) any employee, supplier, service provider, customer, partner or joint-venture partner of the Group (including any director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Company or any subsidiaries, (b) any person who have contributed or may contribute to the Group. During the Reporting Period, the value of options granted to participants of class (a) was approximately HK\$17.2 million and no options were granted to participants of class (b).

The maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

The total number of Shares which may be issued upon exercise of all options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to the date of grant of each eligible participant shall not exceed 1% of the total issued Shares unless (i) a circular is despatched to the Shareholders; (ii) the Shareholders approve the grant of the options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant eligible participant and its associates abstain from voting on such resolution.

As at the date of the Annual Report, the total number of Shares available for issue under the Share Option Scheme was 40 million Shares, representing approximately 3.06% of the issued Shares of the Company.

#### **ACQUISITION OF INNOVATION HOLDING CO., LTD.**

Reference is made to the announcement (“**Announcement**”) of the Company dated 8 May 2013 regarding the Innovation Acquisition. As set out in the Announcement, the consideration for the Innovation Acquisition shall be adjusted according to the agreed formula in the event the 2013 Profits (being the profit after tax and extraordinary expenses as set out in the audited financial report of Innovation and 北京京投億雅捷交通科技有限公司 for the year ending 31 December 2013 issued by an accountant appointed or approved by the Purchaser adopting the relevant accounting standards) is less than HK\$25 million (“**Profit Guarantee**”). The Company wishes to inform the Shareholders that the Profit Guarantee was achieved. Please refer to the announcement of the Company dated 28 June 2013 in relation to the completion of the Innovation Acquisition for further details.

The additional information provided above does not affect other information contained in the Annual Report and the contents of the Annual Report remain unchanged.

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

Hong Kong, 2 September 2015

*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. Zhang Jie; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.*