

京投軌道交通科技控股有限公司
BII Railway Transportation Technology Holdings Company Limited
 (“Company”)
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1522)

SECURITIES DEALING CODE
(“Code”)

Overview

1. The Company has adopted and disclosed the Code, namely the “Securities Dealing Code”, in December 2013. The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) as set out in Appendix 10 to the Listing Rules (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) as the basis of the Code, and regulated the internal procedure.
2. The Code applies to all Directors and the Chief Executive Officer (“**Directors**”, as the Chief Executive Officer is also the Executive Director of the Company), any employee or a director or employee of a subsidiary or holding company who, because of his office or employment, is likely to possess inside information in relation to the Company or its securities (“**Relevant Employee**”) to whom the Code is given and who are informed that they are subject to its provisions.
3. The Code applies to dealings in the Company’s securities (as defined in the Code).
4. You must comply strictly with the terms of the Code. Any breach of the Code will be regarded as a very serious disciplinary matter and as a breach of the Listing Rules.
5. The spirit of the Code, as well as its letter, must be complied with.
6. Directors who deal in the Company’s securities must also comply with Part XV of the Securities and Futures Ordinance (“**SFO**”) Parts XIII and XIV of the SFO and the Hong Kong Code on Takeovers and Mergers.
7. If you have any questions about the Code or the requirements of any of the legislation or code referred to in Article 6 above, you should contact the company secretary of the Company or the Company’s legal advisers in Hong Kong.

Basic principles of the Model Code

Note: If you are a Relevant Employee (other than a director of the Company) to whom this Model Code applies, it applies to you as if you were a “director”.

1. The Model Code (both the basic principles and the rules) sets out a required standard against which directors must measure their conduct regarding transactions in securities of their listed issuers. Any breach of such required standard will be regarded as a breach of the Listing Rules. A director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Model Code.
2. A listed issuer may adopt its own code on terms no less exacting than those set out in this Code if it so wishes. Any breach of such code will not be a breach of the Listing Rules unless it is also a breach of the provisions contained in the Model Code.
3. Directors wishing to deal in any securities in a listed issuer must first have regard to the provisions of Parts XIII and XIV of the SFO with respect to insider dealing and market misconduct. However, there are occasions where directors should not be free to deal in the listed issuer’s securities even though the statutory requirements will not be contravened.
4. The single most important thrust of the Model Code is that directors who are aware of or privy to any negotiations or agreements related to intended acquisitions or disposals which are notifiable transactions under Chapter 14 of the Listing Rules or connected transactions under Chapter 14A of the Listing Rules or any inside information must refrain from dealing in the listed issuer’s securities as soon as they become aware of them or privy to them until the information has been announced. Directors who are privy to relevant negotiations or agreements or any inside information should caution those directors who are not so privy that there may be unpublished inside information and that they must not deal in the listed issuer’s securities for a similar period.
5. In addition, a director must not make any unauthorized disclosure of confidential information, whether to co-trustees or to any other person (even those to whom he owes a fiduciary duty) or make any use of such information for the advantage of himself or others.
6. For the purpose of the Model Code:
 - (1) “dealing” includes, subject to paragraph (4) below, any acquisition, disposal or transfer of, or offer to acquire, dispose of or transfer, or creation of pledge, charge or any other security interest in, any securities of the listed issuer or any entity whose assets solely or substantially comprise securities of the listed issuer, and the grant, acceptance, acquisition, disposal, transfer, exercise or discharge of any option (whether call, put or both) or other right or obligation, present or future, conditional or unconditional, to acquire, dispose of or transfer securities, or any interest in securities, of the listed issuer or any such entity, in each case whether or not for consideration and any agreements to do any of the foregoing, and “deal” shall be construed accordingly;

- (2) “beneficiary” includes any discretionary object of a discretionary trust (where the director is aware of the arrangement) and any beneficiary of a non-discretionary trust;
- (3) “securities” means listed securities and any unlisted securities that are convertible or exchangeable into listed securities and structured products (including derivative warrants), such as those described in Chapter 15A of the Listing Rules, issued in respect of the listed securities of a listed issuer;
- (4) notwithstanding the definition of “dealing” in paragraph (1) above, the following “dealings” are not subject to the provisions of Model Code:
- ① taking up of entitlements under a rights issue, bonus issue, capitalisation issue or other offer made by the listed issuer to holders of its securities (including an offer of shares in lieu of a cash dividend) but, for the avoidance of doubt, applying for excess shares in a rights issue or applying for shares in excess of an assured allotment in an open offer is a “dealing”;
 - ② allowing entitlements to lapse under a rights issue or other offer made by the listed issuer to holders of its securities (including an offer of shares in lieu of a cash dividend);
 - ③ undertakings to accept, or the acceptance of, a general offer for shares in the listed issuer made to shareholders other than those that are concert parties (as defined under the Takeovers Code) of the offeror;
 - ④ exercise of share options or warrants or acceptance of an offer for shares pursuant to an agreement entered into by the director and listed issuer before a period during which the director is prohibited from dealing under the Model Code at the pre-determined exercise price, being a fixed monetary amount determined at the time of grant of the share option or warrant or acceptance of an offer for shares;
 - ⑤ an acquisition of qualification shares where, under the listed issuer’s constitutional documents, the final date for acquiring such shares falls within a period when dealing is prohibited under the Model Code and such shares cannot be acquired at another time;
 - ⑥ dealing where the beneficial interest or interests in the relevant security of the listed issuer do not change;
 - ⑦ dealing where a shareholder places out his existing shares in a “top-up” placing where the number of new shares subscribed by him pursuant to an irrevocable, binding obligation equals the number of existing shares placed out and the subscription price (after expenses) is the same as the price at which the existing shares were placed out; and
 - ⑧ dealing where the beneficial ownership is transferred from another party by operation of law.

7. For the purpose of the Model Code, the grant to a director of an option to subscribe or purchase securities of listed issuers shall be regarded as a dealing by him, if the price at which such option may be exercised is fixed at the time of such grant. If, however, an option is granted to a director on terms whereby the price at which such option may be exercised is to be fixed at the time of exercise, the dealing is to be regarded as taking place at the time of exercise.

Rules of the Model Code

Note: If you are a Relevant Employee (other than a director of the Company) to whom this Model Code applies, it applies to you as if you were a “director”.

A. Absolute Prohibitions

1. A director must not deal in any of the securities of the listed issuer at any time when he possesses inside information in relation to those securities, or where clearance to deal is not otherwise conferred upon him under rule B.8 of this Code.
2. A director must not deal in the securities of an issuer when by virtue of his position as a director of another issuer, he possesses inside information in relation to those securities.
3. (1) A director must not deal in any securities of the listed issuer on any day on which its financial results are published and:
 - ① during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
 - ② during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in section C below. In any event, the director must comply with the procedure in rules B.8 and B.9 of this Code.

- (2) The listed issuer must notify the Exchange in advance of the commencement of each period during which directors are not allowed to deal under rule A.3(1).

Note: Directors should note that the period during which they are not allowed to deal under rule A.3 will cover any period of delay in the publication of the listed issuer’s results announcement.

4. Where a director is a sole trustee, the provisions of this Code will apply to all dealings of the trust as if he were dealing on his own account (unless the director is a bare trustee and neither he nor any of his close associates is a beneficiary of the trust, in which case the provisions of the Code will not apply).

5. Where a director deals in the securities of a listed issuer in his capacity as a co-trustee and he has not participated in or influenced the decision to deal in the securities and is not, and none of his close associates is, a beneficiary of the trust, dealings by the trust will not be regarded as his dealings.
6. The restrictions on dealings by a director contained in the Model Code will be regarded as equally applicable to any dealings by the director's spouse or by or on behalf of any minor child (natural or adopted) and any other dealings in which for the purposes of Part XV of the SFO, he is or is to be treated as interested. It is the duty of the director, therefore, to seek to avoid any such dealing at a time when he himself is not free to deal.
7. When a director places investment funds comprising securities of the listed issuer under professional management, discretionary or otherwise, the managers must nonetheless be made subject to the same restrictions and procedures as the director himself in respect of any proposed dealings in the listed issuer's securities.

B. Notification

8. A director must not deal in any securities of the listed issuer without first notifying in writing the chairman or a director (otherwise than himself) designated by the board for the specific purpose and receiving a dated written acknowledgement. In his own case, the chairman must first notify the board at a board meeting, or alternatively notify a director (otherwise than himself) designated by the board for the purpose and receive a dated written acknowledgement before any dealing. The designated director must not deal in any securities of the listed issuer without first notifying the chairman and receiving a dated written acknowledgement. In each case,
 - (1) a response to a request for clearance to deal must be given to the relevant director within five business days of the request being made; and
 - (2) the clearance to deal in accordance with (1) above must be valid for no longer than five business days of clearance being received.

Note: For the avoidance of doubt, the restriction under rule A.1 of this Code applies if the inside information develops following the grant of clearance.
9. The procedure established within the listed issuer must, as a minimum, provide for there to be a written record maintained by the listed issuer that the appropriate notification was given and acknowledged pursuant to rule B.8 of this Code, and for the director concerned to have received written confirmation to that effect.
10. Any director of the listed issuer who acts as trustee of a trust must ensure that his co-trustees are aware of the identity of any company of which he is a director so as to enable them to anticipate possible difficulties. A director having funds under management must likewise advise the investment manager.

11. Any director who is a beneficiary, but not a trustee, of a trust which deals in securities of the listed issuer must endeavour to ensure that the trustees notify him after they have dealt in such securities on behalf of the trust, in order that he in turn may notify the listed issuer. For this purpose, he must ensure that the trustees are aware of the listed issuers of which he is a director.
12. The register maintained in accordance with Section 352 of the Securities and Futures Ordinance should be made available for inspection at every meeting of the board.
13. The directors of the Company must as a board and individually endeavour to ensure that any employee of the Company or director or employee of a subsidiary company who, because of his office or employment in the Company or a subsidiary, is likely to be in possession of unpublished inside information in relation to the securities of any listed issuer does not deal in those securities at a time when he would be prohibited from dealing by the Model Code if he were a director.

C. Exceptional circumstances

14. If a director proposes to sell or otherwise dispose of securities of the listed issuer under exceptional circumstances where the sale or disposal is otherwise prohibited under the Model Code, the director must, in addition to complying with the other provisions of the Model Code, comply with the provisions of rule B.8 of this Code regarding prior written notice and acknowledgement. The director must satisfy the chairman or the designated director that the circumstances are exceptional and the proposed sale or disposal is the only reasonable course of action available to the director before the director can sell or dispose of the securities. The listed issuer shall give written notice of such sale or disposal to the Stock Exchange as soon as practicable stating why it considered the circumstances to be exceptional. The listed issuer shall publish an announcement in accordance with rule 2.07C immediately after any such sale or disposal and state that the chairman or the designated director is satisfied that there were exceptional circumstances for such sale or disposal of securities by the director. An example of the type of circumstances which may be considered exceptional for such purposes would be a pressing financial commitment on the part of the director that cannot otherwise be satisfied.

D. Disclosure

15. In relation to securities transactions by directors, the Company shall disclose in its interim reports (and summary interim reports, if any) and the Corporate Governance Report contained in its annual reports (and summary financial reports, if any):
 - (1) whether the listed issuer has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in the Model Code;

- (2) having made specific enquiry of all directors, whether its directors have complied with, or whether there has been any non-compliance with, the required standard set out in the Model Code and its code of conduct regarding securities transactions by directors; and
- (3) in the event of any non-compliance with the required standard set out in the Model Code, details of such non-compliance and an explanation of the remedial steps taken by the listed issuer to address such non-compliance.

Internal procedures on Directors' dealing in the Company's securities

1. A director must submit a written application to the chairman of the board and filled in the "Notice and Confirmation for Dealing in Securities" before dealing in the Company's securities, and the chairman of the board shall reply the director within 5 business days upon the receipt of written application;
2. A director shall be allowed to deal in the securities within 5 business days upon the receipt of signed "Notice and Confirmation for Dealing in Securities" from the chairman of the board;
3. A director shall file disclosure of interests forms on the Disclosure of Interests Online System at the website of the Stock Exchange within 3 business days upon the date of securities transaction.

Note: If the chairman of the board intended to purchase any securities of the Company, he/she must first notify the board at a board meeting and receive a dated "Notice and Confirmation for Dealing in Securities" before dealing in any securities of the Company. The restriction under rule A.1 of this Code applies if inside information develops following the grant of clearance.

Revised and adopted by a resolution of the board on 27 August 2019 and effective from 27 August 2019.