

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

京投軌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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of BII Railway Transportation Technology Holdings Company Limited (the “**Company**”) will be held at Conference Room, 9/F., 3rd Building, Jingtou Plaza, No. 6 Xiaoying North Road, Chaoyang District, Beijing, the People’s Republic of China on Monday, 25 February 2019 at 2:00 p.m., to consider and, if thought fit, pass the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTION

“THAT

- (a) the conditional equity transfer agreements dated 29 November 2018 (the “**Acquisition Agreements**”), details of which are disclosed in the circular of the Company dated 31 January 2019 (the “**Circular**”), entered into among the Company, NetPosa Technologies Limited* (東方網力科技股份有限公司) (“**NetPosa**”), Suzhou Huaqi Intelligent Technology Co., Ltd.* (蘇州華啟智能科技有限公司) (“**Huaqi Intelligent**”) and Mr. Liu Guang in relation to the sale and purchase of 95% of the equity interests in Huaqi Intelligent from NetPosa to the Company (the “**Acquisition**”) for a maximum consideration of RMB1,045,000,000 (equivalent to approximately HK\$1,191,300,000), subject to adjustments to be made in accordance with the Acquisition Agreements (a copy of the Acquisition Agreements has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) the terms and conditions thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the options to be granted to Huaqi Management Team under the Acquisition Agreements to request the Company to purchase from them certain equity interests in Huaqi Intelligent and which are subject to certain conditions (details of these options are set out in the paragraph headed “Option to sell” in the Letter from the Board in the Circular) are hereby approved and confirmed; and
- (c) any one of Mr. Zhang Yanyou (the chairman of the board of directors and a non-executive director of the Company) or Ms. Xuan Jing (an executive director of the Company) be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or

to give effect to, the Acquisition Agreements and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Acquisition Agreements and any other transactions contemplated under or incidental to the Acquisition Agreements.”

By order of the Board
**BII Railway Transportation Technology
Holdings Company Limited**
Xuan Jing
Executive Director and Chief Executive Officer

Hong Kong, 31 January 2019

Principal place of business:

Unit 4407,
44/F, COSCO Tower,
183 Queen’s Road Central,
Sheung Wan, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish.
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
5. The form of proxy for use at the EGM is enclosed herewith.

* *For identification purposes only*

As at the date of this notice, the executive Directors are Mr. Cao Wei, Ms. Xuan Jing; the non-executive Directors are Mr. Zhang Yanyou, Mr. Guan Jifa, Mr. Zheng Yi and Mr. Ren Yuhang; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.