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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)**



**CONNECTED TRANSACTION INVOLVING  
SUBSCRIPTION OF NEW SHARES:  
(1) LAPSE OF SUBSCRIPTION AGREEMENT; AND  
(2) THE WHITEWASH WAIVER**

Reference is made to the announcement and the circular (“**Circular**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 20 May 2015 and 10 June 2015 respectively. Terms used in this announcement shall have the same meanings as those defined in the Circular.

**(1) LAPSE OF THE SUBSCRIPTION AGREEMENT**

Pursuant to the Subscription Agreement, if any of the conditions of the Subscription is not fulfilled or waived on or prior to 4:00 p.m. on 31 December 2015 (or such later date as may be agreed between the Company and the Subscriber in writing), unless the parties have written agreement, the Subscription Agreement will terminate and all obligations of the Company and the Subscriber under the Subscription Agreement shall cease and determine and neither the Company nor the Subscriber shall have any claim against the other in respect of any matter arising out of or in connection with the Subscription Agreement except for any antecedent breach of any obligation and any liabilities under the Subscription Agreement.

After 31 December 2015, the Subscriber and the Company had been in discussion on possible ways to proceed with the Subscription. Subsequent to the negotiation, the parties decided that the Subscription Agreement shall lapse and neither the Company nor the Subscriber shall have any claim against the other in respect of any matter arising out of or in connection with the Subscription Agreement except for any antecedent breach of any obligation and any liabilities under the Subscription Agreement.

## (2) THE WHITEWASH WAIVER

The Whitewash Waiver was granted by the Executive on 17 June 2015 and the EGM was held on 7 July 2015 where the relevant resolutions approving (i) the Subscription Agreement and the transactions contemplated thereunder, and (ii) the Whitewash Waiver were duly passed. As the transactions contemplated under the Subscription Agreement would not proceed, the Whitewash Waiver granted by the Executive and approved at the EGM will no longer be relevant.

The Board considers that the lapse of the Subscription Agreement will not have any material adverse impact on the business, operation and financial position of the Group. The Board may explore opportunities with the Subscriber for any possible subscription in the future.

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

Hong Kong, 19 February 2016

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

*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.*