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京投轨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)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

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On 14 and 19 January 2021, Litmus and ICBC entered into the Litmus Wealth Management Agreements II to subscribe for a wealth management product in the aggregate subscription amount of RMB8 million (equivalent to approximately HK\$9.52 million).

On 21 January 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements X to subscribe for a wealth management product in the subscription amount of RMB64 million (equivalent to approximately HK\$76.16 million).

On 21 January 2021, BII Zhuoyue and ICBC entered into the BII Zhuoyue Wealth Management Agreements XI to subscribe for a wealth management product in the subscription amount of RMB70 million (equivalent to approximately HK\$83.3 million).

LISTING RULES IMPLICATIONS

References are made to the announcement of the Company dated 9 November 2020 in relation to, among others, (i) the Litmus Wealth Management Agreements I entered into between Litmus and ICBC in the subscription amount of RMB7 million (equivalent to approximately HK\$8.33 million); (ii) the BII Zhuoyue Wealth Management Agreement VIII entered into between BII Zhuoyue and ICBC in the subscription amount of RMB50 million (equivalent to approximately HK\$59.5 million); (iii) the BII Zhuoyue Wealth Management Agreement IX entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB36 million (equivalent to approximately HK\$42.84 million); and (iv) the BII ERG Wealth Management Agreement I entered into between BII ERG and Industrial Bank in the subscription amount of RMB34 million (equivalent to approximately HK\$40.46 million). As at the date of this announcement, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I are subsisting, but the Litmus Wealth Management Agreements I and the BII Zhuoyue Wealth Management Agreement VIII have expired.

Reference is also made to the announcement of the Company dated 10 September 2020 in relation to, among others, the BII Zhuoyue Wealth Management Agreements VI entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB70 million (equivalent to approximately HK\$83.3 million), and the BII Zhuoyue Wealth Management Agreement VII entered into between BII Zhuoyue and ICBC in the subscription amount of RMB20 million (equivalent to approximately HK\$23.8 million). As at the date of this announcement, the BII Zhuoyue Wealth Management Agreements VI and the BII Zhuoyue Wealth Management Agreement VII have expired.

On 14 and 19 January 2021, Litmus and ICBC entered into the Litmus Wealth Management Agreements II. As at 14 and 19 January 2021, there were no other wealth management agreements entered between the Group and the ICBC. Therefore, no other wealth management agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As all the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Litmus Wealth Management Agreements II are less than 5%, the transactions under the Litmus Wealth Management Agreements II are not subject to any announcement requirement under Chapter 14 of the Listing Rules.

On 21 January 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements X. As at 21 January 2021, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I were subsisting. As the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I were entered into with Industrial Bank within 12 months, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I, when calculated on an aggregate basis, is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

On 21 January 2021, BII Zhuoyue and ICBC entered into the BII Zhuoyue Wealth Management Agreements XI. As the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI were entered into with ICBC within 12 months, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI, when calculated on an aggregate basis, is more than 5% but less than 25%, the transactions under the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE TRANSACTIONS

The Board announces that (i) on 14 and 19 January 2021, Litmus and ICBC entered into the Litmus Wealth Management Agreements II; (ii) on 21 January 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements X; and (iii) on 21 January 2021, BII Zhuoyue and ICBC entered into the BII Zhuoyue Wealth Management Agreements XI. Pursuant to the foregoing agreements, Litmus and BII Zhuoyue agreed to subscribe for wealth management products in an aggregate amount of RMB142 million (equivalent to approximately HK\$168.98 million) using their self-owned funds. Set out below are the principal terms of the Litmus Wealth Management Agreements II, Zhuoyue Wealth Management Agreements X and BII Zhuoyue Wealth Management Agreements XI:

Litmus Wealth Management Agreements II

	Litmus Wealth Management Agreements II A	Litmus Wealth Management Agreements II B	Litmus Wealth Management Agreements II C
Parties	Litmus and ICBC		
Subscription date	14 January 2021	14 January 2021	19 January 2021
Name of product	ICBC Wealth Management Principal-Guaranteed “Sui Xin E” (Targeted) Issue 3 of 2017* (工銀理財保本型「隨心E」(定向)2017年第3期)		
Type of product	Principal-guaranteed with floating income		
Subscription amount	RMB3 million (equivalent to approximately HK\$3.57 million)	RMB3 million (equivalent to approximately HK\$3.57 million)	RMB2 million (equivalent to approximately HK\$2.38 million)
Term of the investment	85 days	85 days	80 days
Investments of the product	This product mainly invests in the following assets that conform to relevant regulatory requirements: (i) highly liquid assets, including but not limited to bonds, deposits, money market funds, bond funds, pledged repos and other money market trading instruments; (ii) other assets or asset portfolios, including but not limited to collective asset management plans or targeted asset management plans offered by securities companies, asset management plans for specific clients offered by fund management companies, and investment plans offered by insurance asset management companies; and (iii) creditor’s rights assets, including but not limited to creditor’s rights trust plans and creditor’s rights entrusted by Beijing Financial Assets Exchange.		
Expected annualised rate of return	2.55%	2.55%	2.25%
Right of early termination or redemption	Litmus does not have the right of early termination or redemption for this product whereas ICBC has the right of early termination for this product.		

BII Zhuoyue Wealth Management Agreements X

	BII Zhuoyue Wealth Management Agreements X A	BII Zhuoyue Wealth Management Agreements X B
Parties	BII Zhuoyue and Industrial Bank	
Subscription date	21 January 2021	21 January 2021
Name of product	Industrial Bank Corporate Finance Structured Deposit Product (closed-end)* (興業銀行企業金融結構性存款(封閉式))	
Type of product	Principal-guaranteed with floating income	
Subscription amount	RMB50 million (equivalent to approximately HK\$59.5 million)	RMB14 million (equivalent to approximately HK\$16.66 million)
Term of the investment	90 days	46 days
Linked subject of the floating income	Shanghai Gold A.M. Benchmark Price* (上海金上午基準價) as quoted on the Shanghai Gold Exchange	
Expected annualised rate of return	2.75%-2.83%	2.70%-2.78%
Right of early termination or redemption	BII Zhuoyue does not have the right of early termination or redemption for this product whereas Industrial Bank has the right of early termination for this product.	

BII Zhuoyue Wealth Management Agreements XI

	BII Zhuoyue Wealth Management Agreements XI A	BII Zhuoyue Wealth Management Agreements XI B
Parties	BII Zhuoyue and ICBC	
Subscription date	21 January 2021	21 January 2021
Name of product	ICBC Wealth Management Principal-Guaranteed “Sui Xin E” (Targeted) Issue 3 of 2017* (工銀理財保本型「隨心E」(定向) 2017年第3期)	
Type of product	Principal-guaranteed with floating income	
Subscription amount	RMB50 million (equivalent to approximately HK\$59.5 million)	RMB20 million (equivalent to approximately HK\$23.8 million)
Term of the investment	90 days	
Investments of the product	This product mainly invests in the following assets that conform to relevant regulatory requirements: (i) highly liquid assets, including but not limited to bonds, deposits, money market funds, bond funds, pledged repos and other money market trading instruments; (ii) other assets or asset portfolios, including but not limited to collective asset management plans or targeted asset management plans offered by securities companies, asset management plans for specific clients offered by fund management companies, and investment plans offered by insurance asset management companies; and (iii) creditor’s rights assets, including but not limited to creditor’s rights trust plans and creditor’s rights entrusted by Beijing Financial Assets Exchange.	
Expected annualised rate of return	2.25%	
Right of early termination or redemption	BII Zhuoyue does not have the right of early termination or redemption for this product whereas ICBC has the right of early termination for this product.	

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Group aims to improve capital gains on its funds by reasonably and effectively mobilising its self-owned funds, on the premises that the security and liquidity of the funds are ensured in order to meet the Group’s daily operations and dividend payment needs. Given that the above wealth management products are all principal-guaranteed and their expected returns are exposed to limited risk, the Group expects that it is able to obtain a higher return by subscribing for these wealth management products when compared to fixed deposits offered by PRC commercial banks, thereby increasing the Group’s earnings.

The Group has compared and considered the terms of similar types of wealth management products in the market and is of the view that the terms of the Litmus Wealth Management Agreements II, the BII Zhuoyue Wealth Management Agreements X and the BII Zhuoyue Wealth Management Agreements XI are fair and reasonable. In view of the above and having taken into consideration the normal operation funding needs and liquidity needs of the Group, the Directors are of the opinion that the terms of the Litmus Wealth Management Agreements II, the BII Zhuoyue Wealth Management Agreements X and the BII Zhuoyue Wealth Management Agreements XI are fair and reasonable, and the Litmus Wealth Management Agreements II, the BII Zhuoyue Wealth Management Agreements X and the BII Zhuoyue Wealth Management Agreements XI have been entered into on normal commercial terms or better and are in the interests of the Company and its shareholders as a whole.

INTRODUCTION TO THE PARTIES

The Group integrates investment and finance, research and development of technologies, intelligent railway transportation business and maintenance of application solution services, and implements the industry layout of “giving priority to intelligent railway transportation services and infrastructure information services and supplementing with new business development through joint ventures and partnership”, thereby building a business layout of providing the whole life-cycle service for the development of railway transportation. The Group has been aiming for scientific and technological innovations such as rail transit cloud platform construction and big data construction and analysis, so as to promote the development of urban rail transit systems from informationised business to intelligent business. BII Zhuoyue and Litmus are subsidiaries of the Company.

Industrial Bank is a licensed bank established under the laws of the PRC, which provides corporate and personal banking business, treasury business, and other financial services in the PRC. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, Industrial Bank and its ultimate beneficial owners are parties independent of the Company and its connected persons under the Listing Rules.

ICBC is a licensed bank established under the laws of the PRC, which provides corporate and personal banking business, treasury business, and other financial services in the PRC. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, ICBC and its ultimate beneficial owners are parties independent of the Company and its connected persons under the Listing Rules.

LISTING RULES IMPLICATIONS

References are made to the announcement of the Company dated 9 November 2020 in relation to, among others, (i) the Litmus Wealth Management Agreements I entered into between Litmus and ICBC in the subscription amount of RMB7 million (equivalent to approximately HK\$8.33 million); (ii) the BII Zhuoyue Wealth Management Agreement VIII entered into between BII Zhuoyue and ICBC in the subscription amount of RMB50 million (equivalent to approximately HK\$59.5 million); (iii) the BII Zhuoyue Wealth Management Agreement IX entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB36 million (equivalent to approximately HK\$42.84 million); and (iv) the BII ERG Wealth Management Agreement I entered into between BII ERG and Industrial Bank in the subscription amount of RMB34 million (equivalent to approximately HK\$40.46 million). As

at the date of this announcement, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I are subsisting, but the Litmus Wealth Management Agreements I and the BII Zhuoyue Wealth Management Agreement VIII have expired.

Reference is also made to the announcement of the Company dated 10 September 2020 in relation to, among others, the BII Zhuoyue Wealth Management Agreements VI entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB70 million (equivalent to approximately HK\$83.3 million), and the BII Zhuoyue Wealth Management Agreement VII entered into between BII Zhuoyue and ICBC in the subscription amount of RMB20 million (equivalent to approximately HK\$23.8 million). As at the date of this announcement, the BII Zhuoyue Wealth Management Agreements VI and the BII Zhuoyue Wealth Management Agreement VII have expired.

On 14 and 19 January 2021, Litmus and ICBC entered into the Litmus Wealth Management Agreements II. As at 14 and 19 January 2021, there were no other wealth management agreements entered between the Group and the ICBC. Therefore, no other wealth management agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As all the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Litmus Wealth Management Agreements II are less than 5%, the transactions under the Litmus Wealth Management Agreements II are not subject to any announcement requirement under Chapter 14 of the Listing Rules.

On 21 January 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements X. As at 21 January 2021, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I were subsisting. As the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I were entered into with Industrial Bank within 12 months, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I, when calculated on an aggregate basis, is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreements X, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

On 21 January 2021, BII Zhuoyue and ICBC entered into the BII Zhuoyue Wealth Management Agreements XI. As the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI were entered into with ICBC within 12 months, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI, when calculated on an aggregate basis, is more than 5% but less than 25%, the transactions under the Litmus Wealth Management Agreements II and the BII Zhuoyue Wealth Management Agreements XI constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below, unless the context otherwise requires:

- “BII ERG” 北京京投億雅捷交通科技有限公司 (Beijing BII-ERG Transportation Technology Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
- “BII ERG Wealth Management Agreement I” the wealth management agreement entered into between BII ERG and Industrial Bank dated 9 November 2020 in relation to the subscription of a wealth management product in the amount of RMB34 million (equivalent to approximately HK\$40.46 million) by BII ERG from Industrial Bank
- “BII Zhuoyue” 北京京投卓越科技發展有限公司 (Beijing BII Zhuoyue Technology Development Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
- “BII Zhuoyue Wealth Management Agreements VI” the wealth management agreements entered into between BII Zhuoyue and Industrial Bank dated 10 September 2020 in relation to the subscription of a wealth management product in the amount of RMB70 million (equivalent to approximately HK\$83.3 million) by BII Zhuoyue from Industrial Bank
- “BII Zhuoyue Wealth Management Agreement VII” the wealth management agreement entered into between BII Zhuoyue and ICBC dated 10 September 2020 in relation to the subscription of a wealth management product in the amount of RMB20 million (equivalent to approximately HK\$23.8 million) by BII Zhuoyue from ICBC
- “BII Zhuoyue Wealth Management Agreement VIII” the wealth management agreement entered into between BII Zhuoyue and ICBC dated 9 November 2020 in relation to the subscription of a wealth management product in the amount of RMB50 million (equivalent to approximately HK\$59.5 million) by BII Zhuoyue from ICBC
- “BII Zhuoyue Wealth Management Agreement IX” the wealth management agreement entered into between BII Zhuoyue and Industrial Bank dated 9 November 2020 in relation to the subscription of a wealth management product in the amount of RMB36 million (equivalent to approximately HK\$42.84 million) by BII Zhuoyue from Industrial Bank

“BII Zhuoyue Wealth Management Agreements X”	the wealth management agreement entered into between BII Zhuoyue and Industrial Bank dated 21 January 2021 in relation to the subscription of a wealth management product in the amount of RMB64 million (equivalent to approximately HK\$76.16 million) by BII Zhuoyue from Industrial Bank
“BII Zhuoyue Wealth Management Agreements XI”	the wealth management agreement entered into between BII Zhuoyue and ICBC dated 21 January 2021 in relation to the subscription of a wealth management product in the amount of RMB70 million (equivalent to approximately HK\$83.3 million) by BII Zhuoyue from ICBC
“Board”	the board of Directors
“Company”	BII Railway Transportation Technology Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICBC”	中國工商銀行 (Industrial and Commercial Bank of China*), a licensed bank in the PRC
“Industrial Bank”	興業銀行股份有限公司 (Industrial Bank Co., Ltd.*), a licensed bank in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Litmus”	北京樂碼仕智能科技有限公司 (Litmus Technologies (Beijing) Co., Ltd.*), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“Litmus Wealth Management Agreements I”	the wealth management agreements entered into between Litmus and ICBC dated 2 and 3 November 2020 in relation to the subscription of a wealth management product in the aggregate amount of RMB7 million (equivalent to approximately HK\$8.33 million) by Litmus from ICBC

“Litmus Wealth Management Agreements II”	the wealth management agreements entered into between Litmus and ICBC dated 14 and 19 January 2021 in relation to the subscription of a wealth management product in the aggregate amount of RMB8 million (equivalent to approximately HK\$9.52 million) by Litmus from ICBC
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 21 January 2021

As at the date of this announcement, the executive Directors are Mr. Cao Wei and 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.

For the purpose of this announcement, unless otherwise specified, conversions of RMB into HK\$ are based on the approximate exchange rate of RMB1.00 to HK\$1.19.

* *For identification purposes only*