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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)



COMPLETION OF CONNECTED TRANSACTION INVOLVING SUBSCRIPTION OF NEW SHARES

The Board is pleased to announce that all conditions precedent to the Subscription Agreement have been fulfilled and Completion took place on 3 November 2016. Following the fulfillment of all conditions precedent to the Subscription Agreement, 669,053,524 Subscription Shares were allotted and issued by the Company to the Subscriber pursuant to the terms and conditions of the Subscription Agreement. As a result, the issued share capital of the Company increased to 2,104,790,727 Shares of which the Subscriber and parties acting or presumed to be acting in concert with it were interested in 1,157,634,900 Shares in aggregate, representing approximately 55.00% of the issued share capital of the Company as at the date of this announcement.

Reference is made to the circular (“**Circular**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 6 October 2016. Terms used in this announcement shall have the same meanings as those defined in the Circular.

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The net proceeds of the Subscription amounted to approximately HK\$902.62 million, which will be applied to (i) the general working capital of the Group; (ii) the acquisition of the civil communication assets as disclosed in the announcements of the Company dated 29 June 2015 and 26 September 2016 and the circular of the Company dated 14 October 2016; and (iii) the injection of capital into the joint venture company, namely Beijing City Metro, formed by the Company and Beijing MTR Operation as disclosed in the announcement of the Company dated 5 November 2015 in relation to the formation of a joint venture company. Please refer to the paragraph headed “V. Use of proceeds” in the Circular for further details of the uses of the net proceeds from the Subscription.

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE SUBSCRIPTION

Set out below is a table showing the shareholding structure of the Group immediately before Completion, and after Completion and as at the date of this announcement.

Name of Shareholder	Immediately before Completion		Immediately after Completion and as at the date of this announcement	
	No. of Shares	%	No. of Shares	%
BII HK and its concert parties	488,581,376	34.03	1,157,634,900	55.00
More Legend Limited (<i>Note</i>)	245,509,815	17.10	245,509,815	11.66
China Property Reinsurance	115,301,534	8.03	115,301,534	5.48
Other public Shareholders	586,344,478	40.84	586,344,478	27.86
Total	1,435,737,203	100.00	2,104,790,727	100.00

Note: More Legend Limited is the legal and beneficial owner of approximately 11.66% of the entire issued share capital of the Company immediately after Completion. More Legend Limited is owned as to 75% by Mr. Cao Wei and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. Mr. Cao Wei is the sole director of More Legend Limited.

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

Hong Kong, 3 November 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.