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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)



POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (“**Circular**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 9 May 2014. Terms used in this announcement shall have the same meanings as those defined in the Circular.

At the EGM held on 27 May 2014, voting on each of the proposed ordinary resolutions (“**Resolutions**”) as set out in the notice of the EGM contained in the Circular was conducted by poll. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as scrutineer for the vote-taking at the EGM.

The Board is pleased to announce that all of the Resolutions were duly passed at the EGM. The poll results in respect of each of the Resolutions are as follows:

Ordinary Resolutions		For Number of shares (Approximate %)	Against Number of Shares (Approximate %)
1.	<p>(a) To approve the Subscription Agreement;</p> <p>(b) To approve the Placing Agreement;</p> <p>(c) To authorise any one Director to exercise all the powers of the Company and to take all steps as might in their opinion be desirable or necessary in connection with the Subscription Agreement and the Placing Agreement to, including without limitation, allot and issue the Subscription Shares and the Placing Shares;</p> <p>(d) To approve all other transactions contemplated under the Subscription Agreement and the Placing Agreement; and</p> <p>(e) To approve the grant of the unconditional specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Placing Shares pursuant to the Subscription Agreement and the Placing Agreement</p>	<p>47,028,000 (100%)</p>	<p>0 (0%)</p>

2.	To approve the ruling letter of Whitewash Waiver granted by the Executive to the Subscriber and to authorise any one director of the Company to do all such things and take all such action as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver	47,028,000 (100%)	0 (0%)
3.	To approve the Special Deal and other transactions contemplated thereunder for the purposes of Rule 25 of the Takeovers Code	47,028,000 (100%)	0 (0%)

Notes:

1. The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the EGM in person or by corporate representative or proxy.
2. The full text of the ordinary resolutions is set out in the notice of the EGM dated 9 May 2014.

The total number of issued Shares as at the date of the EGM was 954,192,094. In accordance with the Listing Rules and the Takeovers Code, (i) the Subscriber and its associate (which are interested in 233,777,063 Shares, representing approximately 24.50% of the total issued share capital of the Company as at the date of the EGM); (ii) any parties acting in concert with the Subscriber; (iii) any parties presumed to be acting in concert with the Subscriber (including Mr. Cao Wei, Mr. Chen Rui, More Legend Limited, Landcity Limited and Vix Technology (East Asia) Limited, among which, More Legend Limited, Landcity Limited and Vix Technology (East Asia) Limited, are parties in concert with each other, together they are interested in 481,267,527 Shares, representing approximately 50.44% of the total issued share capital of the Company as at the date of the EGM); (iv) parties involved or interested in the Subscription and/or the Whitewash Waiver and/or the Special Deal; and (v) parties involved or interested in the transactions contemplated under the Placing Agreement (including LBN Fund and Asia Opportunities Fund, together they are interested in 12,904,000 Shares, representing approximately 1.35% of the total issued share capital of the Company as at the date of the EGM), were required to abstain from voting on the Resolutions at the EGM. As at the date of the EGM, the total number of Shares held by the Shareholders that shall abstain from voting at the EGM is 727,948,590. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions as set out in the above table at the EGM was 226,243,504.

As at the date of the EGM:

- (i) there was no Share entitling the holder to attend and vote only against the Resolutions;
- (ii) there was no Share entitling the holder to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules; and
- (iii) save as disclosed, no shareholders of the Company are required under the Listing Rules to abstain from voting.

The Executive has granted the Whitewash Waiver subject to (i) the approval by a vote of the Independent Shareholders taken by way of poll at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the Company's announcement dated 4 April 2014 and the date of Subscription Completion.

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE PLACING AND THE SUBSCRIPTION

As at the date of this announcement, the Company has 954,192,094 Shares in issue. Set out below is a table showing the shareholding structure of the Group (i) as at the date of this announcement; and (ii) immediately upon Placing Completion and Subscription Completion.

Name of Shareholder	At the date of this announcement		Immediately upon Placing Completion and Subscription Completion	
	No. of Shares	%	No. of Shares	%
Subscriber and parties acting in concert with it	233,777,063	24.50	482,581,376	37.50
Parties presumed to be acting in concert with the Subscriber				
More Legend Limited (Notes 1, 2 and 5)	269,509,815	28.25	269,509,815	20.94
Landcity Limited (Notes 1, 3 and 5)	67,377,454	7.06	67,377,454	5.24
Vix Technology (East Asia) Limited (Notes 1, 4 and 5)	144,380,258	15.13	144,380,258	11.22
Subscriber and parties acting or presumed to be acting in concert with it	715,044,590	74.94	963,848,903	74.90
Placees	12,904,000	1.35	96,791,262	7.52
Other public Shareholders	226,243,504	23.71	226,243,504	17.58
Total	954,192,094	100.00	1,286,883,669	100.00

Notes:

- Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. By virtue of the SFO, each person under the concert party arrangement is taken to be interested in the shares of the Company that the other party is interested under the SFO, hence each of More Legend Limited, Landcity Limited and Vix Technology (East Asia) Limited is deemed to be interested in 481,267,527 Shares, representing approximately 50.44% of the total issued share capital of the Company as at the date of this announcement.
- More Legend Limited is the legal and beneficial owner of approximately 28.25% of the entire issued share capital of the Company. 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. By virtue of the SFO, Mr. Cao Wei is deemed to be interested in the 481,267,527 shares which More Legend Limited is interested in. Mr. Cao Wei is the sole director of More Legend Limited. Mr. Cao Wei is a Director.
- Landcity Limited is the legal and beneficial owner of approximately 7.06% of the entire issued share capital of the Company. Landcity Limited is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen Rui and Ms. Jiang Wenjun, the spouse of Mr. Chen Rui. By virtue of the SFO, Mr. Chen Rui is deemed to be interested in the 481,267,527 shares which Landcity Limited is interested in. Mr. Chen Rui is a director of Landcity Limited. Mr. Chen Rui is a Director.
- Vix Technology (East Asia) Limited is the legal and beneficial owner of approximately 15.13% of the entire issued share capital of the Company. Mr. Steven Bruce Gallagher is a director of Vix Technology (East Asia) Limited. Vix Technology (East Asia) Limited is a wholly-owned subsidiary of Vix Holdings Limited. Mr. Steven Bruce Gallagher is a Director.
- Each of More Legend Limited, Landcity Limited and Vix Technology (East Asia) Limited is presumed to be a party acting in concert with the Subscriber under the Takeovers Code.

As at the date of this announcement, options to subscribe for an aggregate of 55,396,000 Shares granted pursuant to the Old Scheme and the Revised Scheme were outstanding, out of which 1,600,000 options were held by the Subscriber and parties presumed to be acting in concert with it.

Further announcement(s) will be made by the Company upon Completion.

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

Hong Kong, 27 May 2014

As at the date of this announcement, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Dr. Tian Zhenqing, Mr. Hao Weiya and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang.

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.