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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: 8240)**

**(I) PROPOSED TRANSFER OF LISTING FROM  
THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED; AND  
(II) PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

The Board is pleased to announce that the Company submitted a formal application to the Stock Exchange for the transfer of listing of all Shares from GEM to the Main Board of the Stock Exchange on 2 October 2013 pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules. The Transfer of Listing will not involve issue of any new Shares by the Company.

The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility.

The Board proposes to amend the Memorandum and the Articles to (i) reflect certain amendment to be adopted in the Articles following the Transfer of Listing; and (ii) reflect certain amendments to the Companies Laws (2012 Revision), Cap. 22 of the Cayman Islands (as consolidated and revised from time to time).

## **(I) PROPOSED TRANSFER OF LISTING**

The Board is pleased to announce that the Company submitted a formal application to the Stock Exchange on 2 October 2013 for the transfer of listing of all Shares from GEM to the Main Board of the Stock Exchange pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules.

The Group is principally engaged in (i) the design, implementation and maintenance of application solutions for centralising various functions of public transport systems in Beijing and Hong Kong; and (ii) the provision of software in application solutions and products for the subsystems of public transport systems at line-level. The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility. As at the date of this announcement, there was no intention of the Board to change the nature of business of the Group following the Transfer of Listing. The Transfer of Listing will not involve issue of any new Shares by the Company.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

Further announcement(s) will be made by the Company in relation to the progress of the Transfer of Listing as and when appropriate.

**There is no assurance that permission will be obtained from the Stock Exchange for the Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. Accordingly, the Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **(II) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

The Board proposes to amend the Memorandum and the Articles to (i) reflect certain amendment to be adopted in the Articles following the Transfer of Listing; and (ii) reflect certain amendments to the Companies Laws (2012 Revision), Cap. 22 of the Cayman Islands (as consolidated and revised from time to time).



(v) **Article 7.8** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”

(vi) **Article 20.13** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 16.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

(vii) **Article 37** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”

Save for the proposed amendments to the Memorandum and the Articles set out above, other provisions in the Memorandum and the Articles remain unchanged.

This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules. The proposed amendments to the Memorandum and the Articles are subject to the approval of the Shareholders by way of special resolutions at the forthcoming annual general meeting of the Company (the “AGM”).

A circular containing, among other things, details of the proposed amendments to the Memorandum and the Articles and a notice convening the AGM will be despatched to Shareholders in due course.

## DEFINITIONS

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	China City Railway Transportation Technology Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to the Listing Rules

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

Hong Kong, 2 October 2013

*As at the date of this announcement, the Board comprises:*

*Executive Directors*

*Mr. Cao Wei  
Mr. Chen Rui*

*Non-executive Directors*

*Dr. Tian Zhenqing  
Mr. Hao Weiya  
Mr. Steven Bruce Gallagher*

*Independent non-executive Directors*

*Mr. Hu Zhaoguang  
Mr. Bai Jinrong  
Mr. Luo Zhenbang*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for seven days from the day of its posting and on the website of the Company at [www.ccrtt.com.hk](http://www.ccrtt.com.hk).*