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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 28 April 2020, BII Zhuoyue entered into (i) the BII Zhuoyue Wealth Management Agreement I; and (ii) the BII Zhuoyue Wealth Management Agreements II with Industrial Bank to subscribe for wealth management products in the aggregate subscription amount of RMB110 million (equivalent to approximately HK\$121 million).

LISTING RULES IMPLICATIONS

As the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II are entered into with Industrial Bank, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one of the applicable percentage ratios in respect of the transactions under the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II, on an aggregate basis, is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II, on an aggregate basis, constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE TRANSACTIONS

The Board announces that on 28 April 2020, BII Zhuoyue entered into the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II pursuant to which BII Zhuoyue agreed to subscribe for wealth management products in an aggregate amount of RMB110 million (equivalent to approximately HK\$121 million) using their self-owned funds. Set out below are the principal terms of the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II:

BII Zhuoyue Wealth Management Agreement I

Parties	BII Zhuoyue and Industrial Bank
Subscription date	28 April 2020
Name of the product	Industrial Bank Corporate Finance Structured Deposit Product (open-end)* (興業銀行企業金融結構性存款(開放式))
Type of product	Principal-guaranteed with floating income
Subscription amount	RMB20 million (equivalent to approximately HK\$22 million)
Term of the investment	Long-term
Linked subject of the floating income	Yield-to-maturity of short-term and medium-term notes of banks with AAA credit rating
Expected annualised rate of return	2.20%
Right of early termination or redemption	Both BII Zhuoyue and Industrial Bank have the right of early termination or redemption (as the case may be) for this product.

BII Zhuoyue Wealth Management Agreements II

	BII Zhuoyue Wealth Management Agreements II (A)	BII Zhuoyue Wealth Management Agreements II (B)	BII Zhuoyue Wealth Management Agreements II (C)
Parties	BII Zhuoyue and Industrial Bank		
Subscription date	28 April 2020		
Name of product	Industrial Bank Corporate Finance Structured Deposit Product* (興業銀行企業金融結構性存款)		
Type of product	Principal-guaranteed with floating income		
Subscription amount	RMB20 million (equivalent to approximately HK\$22 million)	RMB40 million (equivalent to approximately HK\$44 million)	RMB30 million (equivalent to approximately HK\$33 million)
Term of the investment	62 days	90 days	120 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	2.93-3.01%	3.04-3.12%	3.06-3.14%
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.		

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Group has reserved idle funds in its accounts from time to time for potential business expansion and risk management. The Group aims to improve returns on its funds by reasonably and effectively mobilising its idle funds and at the same time ensuring its safety and liquidity. 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 BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II are fair and reasonable. In view of the above and have 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 BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II are fair and reasonable, and the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II have been entered into on normal commercial terms or better and are in the interests of the Company and its shareholders as a whole.

THE PARTIES

The Group integrates investment and finance, research and development of technologies, intelligent railway transportation business and maintenance of application solution services, and implement 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 is an indirect wholly-owned subsidiary 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.

LISTING RULES IMPLICATIONS

As the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II are entered into with Industrial Bank, the transactions under these agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one of the applicable percentage ratios in respect of the transactions under the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II, on an aggregate basis, is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreement I and the BII Zhuoyue Wealth Management Agreements II, on an aggregate basis, constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is 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 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 Agreement I”	the wealth management agreement entered into between BII Zhuoyue and Industrial Bank dated 28 April 2020 in relation to the subscription of wealth management product in the amount of RMB20 million (equivalent to approximately HK\$22 million) by BII Zhuoyue from Industrial Bank
“BII Zhuoyue Wealth Management Agreements II”	the wealth management agreements entered into between BII Zhuoyue and Industrial Bank dated 28 April 2020 in relation to the subscription of wealth management products in the amount of RMB20 million (equivalent to approximately HK\$22 million), RMB40 million (equivalent to approximately HK\$44 million) and RMB30 million (equivalent to approximately HK\$33 million) respectively
“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
“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

“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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, 28 April 2020

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\$1.10.

* *For identification purposes only*