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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 PRODUCT

SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT

On 30 July 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements XII to subscribe for a wealth management product in the subscription amount of RMB130 million (equivalent to approximately HK\$156 million).

LISTING RULES IMPLICATIONS

Reference is made to the announcement of the Company dated 21 January 2021 in relation to, among others, (i) the Litmus Wealth Management Agreements II entered into between Litmus and ICBC in the subscription amount of RMB8 million (equivalent to approximately HK\$9.6 million); (ii) the BII Zhuoyue Wealth Management Agreements X entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB64 million (equivalent to approximately HK\$76.8 million); and (iii) the BII Zhuoyue Wealth Management Agreements XI entered into between BII Zhuoyue and ICBC in the subscription amount of RMB70 million (equivalent to approximately HK\$84 million). As at the date of this announcement, the Litmus Wealth Management Agreements II, the BII Zhuoyue Wealth Management Agreements X and the BII Zhuoyue Wealth Management Agreements XI have expired.

Reference is also 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\$8.4 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\$60 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\$43.2 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\$40.8 million). As at the date of this announcement, the Litmus Wealth Management Agreements I, the BII Zhuoyue Wealth Management Agreement VIII, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I have expired.

On 30 July 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements XII to subscribe for a wealth management product in the subscription amount of RMB130 million (equivalent to approximately HK\$156 million). 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 XII is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreements XII 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 on 30 July 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements XII to subscribe for a wealth management product in the subscription amount of RMB130 million (equivalent to approximately HK\$156 million) using BII Zhuoyue's self-owned funds. Set out below are the principal terms of BII Zhuoyue Wealth Management Agreements XII:

BII Zhuoyue Wealth Management Agreements XII

	BII Zhuoyue Wealth Management Agreements XII A	BII Zhuoyue Wealth Management Agreements XII B	BII Zhuoyue Wealth Management Agreements XII C
Parties	BII Zhuoyue and Industrial Bank		
Subscription date	30 July 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\$60 million)	RMB40 million (equivalent to approximately HK\$48 million)	RMB40 million (equivalent to approximately HK\$48 million)
Term of the investment	70 days	92 days	92 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	1.50%–3.24%	1.50%–3.30%	1.50%–3.28%
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 under the conditions specified in the BII Zhuoyue Wealth Management Agreements XII.		

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 product is principal-guaranteed and its expected returns are exposed to limited risk, the Group expects that it is able to obtain a higher return by subscribing for the wealth management product 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 product in the market and is of the view that the terms of the BII Zhuoyue Wealth Management Agreements XII 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 BII Zhuoyue Wealth Management Agreements XII are fair and reasonable, and the BII Zhuoyue Wealth Management Agreements XII 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 OF 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 is a 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

Reference is made to the announcement of the Company dated 21 January 2021 in relation to, among others, (i) the Litmus Wealth Management Agreements II entered into between Litmus and ICBC in the subscription amount of RMB8 million (equivalent to approximately HK\$9.6 million); (ii) the BII Zhuoyue Wealth Management Agreements X entered into between BII Zhuoyue and Industrial Bank in the subscription amount of RMB64 million (equivalent to approximately HK\$76.8 million); and (iii) the BII Zhuoyue Wealth Management Agreements XI entered into between BII Zhuoyue and ICBC in the subscription amount of RMB70 million (equivalent to approximately HK\$84 million). As at the date of this announcement, the Litmus Wealth Management Agreements II, the BII Zhuoyue Wealth Management Agreements X and the BII Zhuoyue Wealth Management Agreements XI have expired.

Reference is also 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\$8.4 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\$60 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\$43.2 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\$40.8 million). As at the date of this announcement, the Litmus Wealth Management Agreements I, the BII Zhuoyue Wealth Management Agreement VIII, the BII Zhuoyue Wealth Management Agreement IX and the BII ERG Wealth Management Agreement I have expired.

On 30 July 2021, BII Zhuoyue and Industrial Bank entered into the BII Zhuoyue Wealth Management Agreements XII to subscribe for a wealth management product in the subscription amount of RMB130 million (equivalent to approximately HK\$156 million). 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 XII, is more than 5% but less than 25%, the transactions under the BII Zhuoyue Wealth Management Agreements XII 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 shall, unless the context requires otherwise, have the following meanings:

“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\$40.8 million) by BII ERG from Industrial Bank
“BII Zhuoyue”	北京京投卓越科技發展有限公司 (BII 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 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\$60 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\$43.2million) by BII Zhuoyue from Industrial Bank
“BII Zhuoyue Wealth Management Agreements X”	the wealth management agreements 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\$76.8 million) by BII Zhuoyue from Industrial Bank
“BII Zhuoyue Wealth Management Agreements XI”	the wealth management agreements 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\$84 million) by BII Zhuoyue from ICBC
“BII Zhuoyue Wealth Management Agreements XII”	the wealth management agreements entered into between BII Zhuoyue and Industrial Bank dated 30 July 2021 in relation to the subscription of a wealth management product in the amount of RMB130 million (equivalent to approximately HK\$156 million) by BII Zhuoyue from Industrial Bank
“Board”	the board of Directors
“Company”	BII Railway Transportation Technology Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	collectively, the Company and its subsidiaries, from time to time
“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\$8.4 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\$9.6 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, 30 July 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 Ms. Gu Xiaohui; 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\$1.20.

* For identification purposes only