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Prospective investors of the Global Offering should note that the Lead Manager (for itself and on behalf of the Hong Kong Public Offer Underwriters) is entitled to terminate the Hong Kong Underwriting Agreement upon the occurrence of any of the events set out in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus, at any time before 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Wednesday, 16 May 2012).

In connection with the Global Offering, the Lead Manager, as stabilising manager, or its authorised agents, may, but is not obliged to, over-allocate Shares and/or effect any other transactions with a view to stabilising or supporting the market price of our Shares at a level higher than which might otherwise prevail in the open market, for a limited period. Such stabilizing activity may include stock borrowing, making market purchases of Shares in the secondary market or selling Shares to liquidate a position held as a result of those purchases, as well as exercising the Over-allotment Option. Any such stabilising activity will be effected in compliance with all applicable laws, rules and regulatory requirements in Hong Kong on stabilisation including the Securities and Futures (Price Stabilising) Rules made under the SFO. However, there is no obligation on the stabilising manager or its authorised agents to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the stabilising manager or its authorised agents and may be discontinued at any time. Potential investors should be aware that stabilising action cannot be taken to support the price of the Offer Shares for longer than the stabilising period which begins on the Listing Date and ends on the 30th day after the last date for lodging of applications under the Hong Kong Public Offer (the “**Stabilisation Period**”). The Stabilisation Period is expected to expire on Thursday, 7 June 2012, and that after this date, when no further stabilising action may be taken, demand for the Shares, and therefore its price, could fall. The details of such stabilisation and how it will be regulated under the SFO are contained in the Prospectus.

The Company has granted the Over-allotment Option to the Lead Manager (in its sole and absolute discretion) to require the Company at any time within the Stabilisation Period to allot and issue by up to an aggregate of 30,000,000 additional new Shares, representing 15% of the Offer Shares initially being offered under the Global Offering, on the same terms as those applicable to the Global Offering. There has been no over-allocation of Shares in the International Placing and therefore the Over-allotment Option will not be exercised.

# 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)*



## GLOBAL OFFERING

Number of Offer Shares	: 200,000,000 Shares
Number of Hong Kong Public Offer Shares	: 60,000,000 Shares (Adjusted after reallocation)
Number of International Placing Shares	: 140,000,000 Shares (Adjusted after reallocation)
Offer Price	: HK\$1.00 per Offer Share (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal Value	: HK\$0.01 per Share
Stock Code	: 8240

*Sole Global Coordinator, Bookrunner and Lead Manager*



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