
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

“Articles of Association” or “Articles”	the articles of association of our Company adopted on [●], as amended from time to time
“associate(s)”	has/have the meaning ascribed to it under the [●]
“AUD”	Australian dollars, the lawful currency of Australia
“Bangkok Smartcard”	Bangkok Smartcard System Company Limited, a company which provides micro e-payment card systems for use in mass transit, retail, access control, and tourism sectors in Thailand, and an Independent Third Party
“Beijing City Railway”	Beijing City Railway Holdings Company Limited (北京城市軌道交通控股有限公司) (formerly known as Smart Tone Development Limited (寰通發展有限公司) from 29 October 2010 to 10 January 2011), a company incorporated under Hong Kong law with limited liability whose entire issued share capital is owned by Great Legend. Beijing City Railway is an indirectly wholly owned subsidiary of our Company
“Beijing Huatong Kefeng”	北京華通科峰軌道交通科技開發有限公司 (Beijing Huatong Kefeng Railway Technology Development Co., Ltd.*), a company established under PRC Law with limited liability whose entire registered capital is owned by Beijing Railway Construction and a holder of 10% of the equity interests in BII ERG
“Beijing Jianyi”	北京建誼世紀科技有限公司 (Beijing Jianyi Century Technology Co., Ltd*), a company established under PRC law with limited liability, whose principal activities include the research and development, design, production, installation and after-sale services in relation to the AFC System and PSD, an Independent Third Party and one of our customers. The end user of the services and spare parts provided by our Group to such customer is Beijing Subway
“Beijing Metro Network”	北京軌道交通路網管理有限公司 (Beijing Metro Network Administration Co., Ltd*), a company established under PRC law with limited liability by BII to set up and operate the railway transport command centre in Beijing. BII holds 100% equity interest in BII HK

* For identification purposes

DEFINITIONS

“Beijing-MTR”	北京京港地鐵有限公司 (Beijing MTR Corp.*), a joint venture among MTR, BII and Beijing Capital Group Ltd. and one of the operators of the Beijing Subway, and an Independent Third Party
“Beijing MTR Operation”	北京市地鐵運營有限公司 (Beijing Mass Transit Railway Operation Corp., Ltd.*), [wholly owned] by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality and one of the operators of the Beijing Subway, and an Independent Third Party
“Beijing Railway Construction”	北京市軌道交通建設管理有限公司 (Beijing Railway Construction and Management Co. Ltd.*), a company established under PRC law with limited liability and wholly owned by State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality. Beijing Railway Construction is the sole shareholder of Beijing Huatong Kefeng
“Beijing Subway”	the transit rail network that serves the urban and suburban districts of Beijing municipality which is owned by the city of Beijing
“BETIT Australia”	BETIT Australia Pty Ltd, a company incorporated under Australian Law with limited liability, whose issued share capital is owned as to 50% by Mr. Cao, 30% by Ms. Wang and 20% by Sino Choice Trust, and which holds 70% of the issued share capital of ERG Greater China
“BII”	北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.*), a company established under PRC law with limited liability and wholly owned by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality. BII is currently interested in 46% of the equity interests in BII ERG and the entire issued share capital of BII HK
“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 under PRC law with limited liability and whose registered capital is owned as to 46% by BII, 44% by ERG BJ, an indirectly wholly-owned subsidiary of our Company, and 10% by Beijing Huatong Kefeng
“BII ERG Licensing Agreement”	the licensing agreement entered into between BII ERG and Vix IP on 3 December 2009

DEFINITIONS

“BII HK”	Beijing Infrastructure Investment (Hong Kong) Limited (京投(香港)有限公司) (formerly known as New Eastern Development Limited (新義發展有限公司)), a wholly-owned subsidiary of BII incorporated under Hong Kong law with limited liability
“BII HK Subscription Agreement”	the subscription agreement dated 23 May 2011, entered into amongst BII HK, ERG Greater China and our Company (as amended and supplemented by two supplemental subscription agreements dated 6 July 2011 and 31 October 2011, respectively)
“Board”	our board of Directors
“Business Day(s)”	any day(s) (excluding Saturday(s) and Sunday(s) and public holidays) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Changchun Light Rail”	an on-ground rail mass transit system in the city of Changchun, the PRC
“CISI Rules”	Measures on Administration of Computer Information System Integration Certification (Trial) (計算機信息系統集成資質管理辦法(試行)) issued on 7 December 1999 by the MII
“Companies Law”	the Companies Law (2011 Revision), Cap. 22 (as consolidated and revised from time to time) of the Cayman Islands
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China City Railway Transportation Technology Holdings Company Limited (中國城市軌道交通科技控股有限公司) (formerly known as Beijing Metro Holdings Company Limited (北京地鐵控股有限公司)), an exempted company incorporated in the Cayman Islands on 7 January 2011 under the Companies Law with limited liability

DEFINITIONS

“Computer Information System Integration Qualification” or “CISI Qualification”	計算機信息系統集成資質, a qualification awarded by MIIT in recognition of entities which fulfill various criteria on computer information system integration capabilities. There are four grades of qualifications, each with different grades of criteria prescribed (Grade 1 being the highest)
“connected person(s)”	has/have the meaning ascribed to it under the [●]
“Controlling Shareholder(s)”	has/have the meaning ascribed to it under the [●] and unless the context requires otherwise, refers to ERG Greater China BVI, More Legend, Mr. Cao and Ms. Wang, who together will control [●]% of the voting rights in the general meeting of our Company after the [●] (assuming that the [●] is not exercised)
“CTB”	Citybus Limited, a company which is indirectly jointly owned by Chow Tai Fook Enterprises Limited and NWS Holdings Limited (Stock Code: 659), a company listed on the Main Board of the Stock Exchange, which, together with NWFB, runs two franchised networks, one for Hong Kong Island, and one for Airport and North Lantau Island, and provides private hire, and non-franchised residential or staff bus services, and an Independent Third Party
“Directors”	director(s) of our Company
“ERG BJ”	億雅捷交通系統(北京)有限公司 (ERG Transit Systems (Beijing) Ltd.*), a wholly foreign-owned enterprise established under PRC law with limited liability whose entire equity interest is directly held by Beijing City Railway. ERG BJ is currently an indirectly wholly owned subsidiary of our Company
“ERG BJ Licensing Agreement”	the licensing agreement entered into between ERG BJ and Vix IP on 28 February 2012
“ERG Greater China”	ERG Transportation (Greater China) Pty Ltd, a company incorporated under Australian law with limited liability, pursuant to the Joint Venture Agreement, whose issued share capital is owned as to 30% by Vix Holdings and 70% by BETIT Australia. Prior to our Reorganisation, ERG Greater China held the entire issued share capital of ERG BJ and ERG HK

DEFINITIONS

“ERG Greater China BVI”	ERG Transportation Greater China Company Limited, a company incorporated under BVI law with limited liability whose issued share capital is owned as to 30% by Vix East Asia, 56% by More Legend and 14% by Landcity. ERG Greater China BVI is one of our Controlling Shareholders
“ERG HK”	ERG Transit Systems (HK) Limited (formerly known as AES Prodata (Hong Kong) Limited from 13 September 1994 to 17 May 1999; Energy Research Holding (International) Limited from 2 October 1984 to 12 September 1994; and Kahour Limited from 17 July 1984 to 1 October 1984), a company incorporated under Hong Kong law with limited liability whose entire issued share capital is owned by Beijing City Railway. ERG HK is currently an indirectly wholly owned subsidiary of our Company
“ERG HK Licensing Agreement”	the licensing agreement entered into between ERG HK and Vix IP on 28 February 2012
“Great Legend”	Great Legend Development Limited, a company incorporated under BVI law with limited liability and a directly wholly-owned subsidiary of our Company
“Greater China region”	for the purpose of this document, shall mean and include the PRC, Hong Kong, Macau and Taiwan
“Group”, “we”, “our” and “us”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them
“Guotai Junan”	Guotai Junan (Hong Kong) Limited, a company incorporated under the laws of Samoa with limited liability whose entire issued share capital is owned by Guotai Junan International Holdings Limited.
“Guotai Junan Capital”	Guotai Junan Capital Limited, a licensed corporation under the SFO permitted to engage in type 6 of the regulated activities (as defined under the SFO)
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

"HuiCong Research"	慧聰研究, the industry expert engaged by our Company to prepare the HuiCong Research Report
"HuiCong Research Report"	an industry report prepared by HuiCong Research which was commissioned by us in relation to, amongst other things, the PRC public transport systems industry
"Independent Third Party(ies)"	a person(s) or company(ies) which is/are independent of and not connected with any Directors, chief executive and Substantial Shareholders of our Company or any of its subsidiaries and their respective associates
"Joint Venture Agreement"	the joint venture agreement entered into between Vix Holdings and BETIT Australia on 23 January 2009 in relation to the establishment and operations of ERG Greater China (as amended by the deed of variation dated 31 March 2009 and as amended and restated by the deed of variation dated 30 March 2010)
"KMB"	The Kowloon Motor Bus Company (1933) Limited, a wholly-owned subsidiary of Transport International Holdings Limited which provides public bus services covering Kowloon, the New Territories and Hong Kong Island, and an Independent Third Party
"Landcity"	Landcity Limited, a company incorporated under BVI law with limited liability whose entire issued share capital is owned by Sino Choice Trust and which holds 14% equity interests in ERG Greater China BVI
"Latest Practicable Date"	[●], being the latest practicable date prior to the printing of this document for ascertaining certain information in this document
"Licensing Agreements"	ERG HK Licensing Agreement and ERG BJ Licensing Agreement
"Macau"	the Macau Special Administrative Region of the PRC
"Memorandum of Association" or "Memorandum"	the memorandum of association of our Company, as amended from time to time, a summary of which is contained in Appendix IV to this document
"MIIT"	the Ministry of Information Industry of the PRC, now superseded by the MIIT

DEFINITIONS

“MIIT”	the Ministry of Industry and Information Technology of the PRC
“More Legend”	More Legend Limited, a company incorporated under BVI law with limited liability whose issued share capital is owned as to 75% by Mr. Cao and 25% by Ms. Wang and holds 56% equity interests in ERG Greater China BVI. More Legend is one of our Controlling Shareholders
“Mr. Cao”	Mr. Cao Wei, our Chief Executive Officer and executive Director. Mr. Cao is one of our Controlling Shareholders through his interests in More Legend
“Mr. Chen”	Mr. Chen Rui, our executive Director. Mr. Chen, through his interest in Landcity, holds 14% interests in ERG Greater China BVI
“Mr. Gallagher”	Mr. Steven Bruce Gallagher, our non-executive Director
“Ms. Jiang”	Ms. Jiang Wenjun, the spouse of Mr. Chen and a beneficiary of the Sino Choice Trust
“Ms. Wang”	Ms. Wang Jiangping, the spouse of Mr. Cao and one of our Controlling Shareholders through her interests in More Legend
“MTR”	MTR Corporation Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 066), whose principal activities include owning and operating the Mass Transit Railway in Hong Kong and the Octopus smart card system in Hong Kong, properties development and sales, leasing of commercial facilities and provision of other services within the Mass Transit Railway in Hong Kong, and an Independent Third Party
“NWFB”	New World First Bus Services Limited, a company which is indirectly jointly owned by Chow Tai Fook Enterprises Limited and NWS Holdings Limited (Stock Code: 659), a company listed on the Main Board of the Stock Exchange, which, together with CTB, runs two franchised networks, one for Hong Kong Island, and one for the Hong Kong International Airport and North Lantau Island, and provides private hire, and non-franchised residential or staff bus services, and an Independent Third Party

DEFINITIONS

“NFFF”	New World First Ferry Services Limited, a company jointly owned by Chow Tai Fook Enterprises Limited and NWS Holdings Limited (Stock Code: 659), a company listed on the Main Board of the Stock Exchange, which operates inner harbour and outlying island ferry routes in Hong Kong, and an Independent Third Party
“PRC” or “China”	the People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, Macau and Taiwan
“PRC EIT Law”	中華人民共和國企業所得稅法 (Enterprise Income Tax Law of the PRC) promulgated on 16 March 2007
“PRC Legal Advisers”	Commerce & Finance Law Offices, the legal advisers to our Company as to the PRC law
“Quam Capital”	Quam Capital Limited, a corporation licensed by the SFC to carry out type 6 of the regulated activities under the SFO
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [●] as described in the section headed “Reorganisation” in this document
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange (國家外匯管理局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [8 December 2011], a summary of principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix V to this document
“Sino Choice Trust”	The Sino Choice Trust, holding 100% of Landcity in favour of Mr. Chen and Ms. Jiang

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has/have the meaning ascribed to it under the Companies Ordinance
“Substantial Shareholder(s)”	has/have the meaning ascribed to it under the [●]
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Repurchase as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two financial years ended 30 June 2011 and the five months ended 30 November 2011
“US” or “United States”	the United States of America
“US\$” or “USD”	United States dollars, the lawful currency of the US
“Vix East Asia”	Vix Technology (East Asia) Limited, a company incorporated in Hong Kong with limited liability whose entire issued share capital is held by Vix Holdings. Vix East Asia is a connected person of our Group and holds 30% equity interests in ERG Greater China BVI
“Vix Engineering”	Vix Engineering Ltd (formerly known as E.R.G. Management Services Ltd from 28 September 1984 to 5 November 2009; Energy Research Group Pty Ltd from 1 March 1983 to 28 September 1984 and subsequently renamed as E.R.G. Management Services Ltd on the same day as a public company in Australia; and Notrege Pty Ltd from 6 January 1983 to 1 March 1983), a company incorporated in Australia with limited liability whose entire issued share capital is held by Vix Holdings and which was the founding member of ERG HK in 1984. Vix Engineering is a connected person of our Group
“Vix Group”	Vix Transportation and its subsidiaries from time to time
“Vix Holdings”	Vix Holdings Ltd (formerly known as ERG Holdings Ltd), a company incorporated under Australian law with limited liability whose entire issued share capital is held by Vix Transportation. Vix Holdings is a connected person of our Group and holds 100% interests in Vix East Asia

DEFINITIONS

“Vix IP”	Vix IP Pty Ltd, a company incorporated under Australian law with limited liability whose entire issued share capital is held by Vix Holdings. Vix IP is a connected person of our Group. Vix IP is a party to the Licensing Agreements
“Vix Technology”	Vix Technology (Aust) Ltd (formerly known as ERG Transit Systems Ltd), a company incorporated under Australian law with limited liability whose entire issued share capital is held by Vix Transportation. Vix Technology is a connected person of our Group and held the entire issued share capital of ERG HK from November 2009 to March 2010
“Vix Transportation”	Vix Transportation Systems Pty Ltd (formerly known as ERG Transportation Systems Pty Ltd), a company incorporated under Australian law with limited liability whose entire issued share capital is held by Vix Mobility Pty Ltd. Vix Transportation is a connected person of our Group and holds the entire issued share capital of Vix Holdings
“km”	kilometres
“sq.m.” or “m ² ”	square metres
“%”	per cent.