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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)



(A) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND

(B) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE

(A) POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (“**Circular**”) of China City Railway Transportation Technology Holdings Company Limited (“**Company**”) dated 29 September 2012. Terms used in this announcement shall have the same meanings as those defined in the Circular.

At the AGM held on 13 November 2012, voting on each of the proposed ordinary resolutions (“**Resolutions**”) as set out in the notice of the AGM contained in the Circular was conducted by poll. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as scrutineer for the vote-taking at the AGM.

The Board is pleased to announce that all of the Resolutions were duly passed at the AGM. The poll results in respect of each of the Resolutions are as follows:

| Resolutions | | For Number of Shares (Approximate %) | Against Number of Shares (Approximate %) |
|--------------------|---|---|---|
| 1. | To receive the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 30 June 2012 | 621,124,000 (100%) | 0 (0%) |
| 2. | To approve the declaration of a final dividend for the year ended 30 June 2012 | 621,124,000 (100%) | 0 (0%) |

| Resolutions | | For Number of Shares (Approximate %) | Against Number of Shares (Approximate %) |
|--------------------|--|---|---|
| 3.1.1 | To re-elect Mr. Hu Zhaoguang as Director | 621,124,000 (100%) | 0 (0%) |
| 3.1.2 | To re-elect Mr. Bai Jinrong as Director | 621,124,000 (100%) | 0 (0%) |
| 3.1.3 | To appoint Mr. Luo Zhenbang as Director | 621,124,000 (100%) | 0 (0%) |
| 3.2 | To authorise the Board to fix the Directors' remuneration | 621,124,000 (100%) | 0 (0%) |
| 4. | To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix its remuneration | 621,124,000 (100%) | 0 (0%) |
| 5. | To grant a general mandate to the Directors to issue new Shares up to 20% | 616,076,000 (99.19%) | 5,048,000 (0.81%) |
| 6. | To grant a general mandate to the Directors to repurchase the Shares up to 10% | 621,124,000 (100%) | 0 (0%) |
| 7. | To extend the general mandate to issue new Shares by adding the number of Shares repurchased | 621,124,000 (100%) | 0 (0%) |
| 8. | To approve and grant for refreshing the 10% general scheme limit of the Share Option Scheme | 621,124,000 (100%) | 0 (0%) |

Note: The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy.

As at the date of the AGM:

- (i) the total number of issued Shares was 800,000,000 Shares, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions as set out in the above table at the AGM;
- (ii) none of the Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 17.47A of the GEM Listing Rules; and
- (iii) no Shareholders are required under the GEM Listing Rules to abstain from voting.

(B) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE

At the AGM, the appointment of Mr. Luo Zhenbang (“**Mr. Luo**”) as independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter. The Board is also pleased to announce that the appointment of Mr. Luo as the chairman of the audit committee of the Company with effect from 13 November 2012.

Mr. Luo, aged 45, is the director and senior partner of the BDO China Shu Lun Pan Certified Public Accountants LLP. Mr. Luo graduated from the School of Business of Lanzhou in 1991 majoring in enterprise management. Mr. Luo has over 18 years’ experience in accounting, auditing and financial management and possesses several professional qualifications, such as Chinese certified public accountant, certified accountant in securities and futures industry, Chinese certified assets valuer and Chinese certified tax accountant. Mr. Luo has extensive experience in the audit of listed companies in various sectors and provides business consultation services in corporate restructuring and strategic planning for initial public offer, assets and debts restructuring.

Mr. Luo acted as the vice general manager of Zhong Zhou Certified Public Accountants and Baker Tilly China Certified Public Accountants. He was an expert supervisor of China Cinda Asset Management Co., Ltd. and China Great Wall Asset Management Corporation. Mr. Luo served as an independent director of several companies listed in the People’s Republic of China, including Long March Vehicle Technology Company Limited (now known as China Aerospace Times Electronics Company Limited) (Stock Code: 600879) and AVIC Heavy Machinery Company Limited (Stock Code: 600765), each a company listed on the Shanghai Stock Exchange; Ningxia Orient Tantalum Industry Company Limited (Stock Code: 962), Wuzhong Instrument Company Limited (now known as Ningxia Yinxing Energy Company Limited) (Stock Code: 862) and Ningxia Zhongyin Cashmere Company Limited (Stock Code: 982), each a company listed on the Shenzhen Stock Exchange. Mr. Luo has been the independent non-executive director of China Aerospace International Holdings Limited (Stock Code: 31), a company listed on the Main Board of the Stock Exchange since December 2004. Save as disclosed herein, Mr. Luo did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years prior to the date of this announcement. Mr. Luo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the date of this announcement, Mr. Luo did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Luo will enter into a letter of appointment with the Group with a term of three years commencing on the date of appointment as an independent non-executive Director subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments in connection with Mr. Luo as an independent non-executive Director is HK\$240,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Group.

Save as disclosed above, there is no other information relating to Mr. Luo that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to extend its warm welcome to Mr. Luo on joining the Company.

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

Hong Kong, 13 November 2012

As at the date of this announcement, the executive Directors are Mr. Cao Wei and Mr. Chen Rui; the non-executive Directors are Dr. Tian Zhenqing and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 in this announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk and on the “Latest Company Announcements” page of the GEM website for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.ccrtt.com.hk.