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中國城市軌道交通科技控股

CHINA CITY RAILWAY TRANSPORTATION TECHNOLOGY

CHINA CITY RAILWAY TRANSPORTATION TECHNOLOGY HOLDINGS COMPANY LIMITED

中國城市軌道交通科技控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8240)**



**VOLUNTARY ANNOUNCEMENT  
CONCERT PARTIES ARRANGEMENTS  
AND  
NON-DISPOSAL UNDERTAKING**

This announcement is made by China City Railway Transportation Technology Holdings Company Limited on a voluntary basis.

The Board was informed that each of More Legend, Vix East Asia and Landcity was interested in the Shares as to approximately 33.69%, 18.05% and 8.42% respectively. On 29 November 2012, More Legend, Vix East Asia and Landcity entered into the Concert Parties Confirmation, pursuant to which the parties thereto agreed and confirmed that since the Listing Date, in the process of discussion and decision-making in the shareholders' meetings of ERG Greater China and the Company:

- (a) all decisions relating to the business, operations and decision-making, appointment of management (including the nomination, appointment and removal of directors and senior management), financial matters and development of ERG Greater China and the Company, must be made subject to their unanimous decisions and all of their voting rights, in their capacity as shareholders of ERG Greater China and the Company, must be exercised in the same manner; and
- (b) the parties thereto are prepared to continue to act in the manner as described in sub-paragraph (a) above to consolidate their control of the Company, unless the decisions so made would be in breach of any applicable laws or regulations.

Further, each of More Legend, Vix East Asia and Landcity have jointly and severally undertaken to the Company (“**Non-disposal Undertaking**”) that, they shall not, at any time during the period of 18 months commencing from 29 November 2012 (“**Non-disposal Period**”), among others, sell, transfer or otherwise dispose of, or enter into any agreement to sell, transfer or dispose of, or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares (or any interest therein) directly or indirectly owned by them or in which they are, directly or indirectly, interested or any interest in any shares in any company controlled by them which is the beneficial owner of any of the Shares, subject to certain exceptions set out in the Non-disposal Undertaking.

Each of More Legend, Vix East Asia and Landcity have also undertaken to procure their associates or any company controlled by them or any of their associates, nominees or trustees holding in trust for them to observe and comply with the Non-disposal Undertaking.

Under the Concert Parties Confirmation, each of More Legend, Vix East Asia and Landcity agreed to grant each other, a pre-emptive right to acquire, directly or through one or more nominees, the entire of or part of their respective Share(s), from the other parties after the Non-disposal Period. If any of the parties thereto (“**Seller**”) wishes to sell the entire of or part of their Share(s) (“**Sale Interest**”), they must first offer to sell the Sale Interest to the other parties (“**Buyer(s)**”) (subject to mutual agreement) at the price and terms to be determined and mutually agreed between them subject to any applicable laws and regulations. If the Buyer(s) refuses to buy the Sale Interest or the price and terms cannot be agreed, the Seller then has the right to sell the Sale Interest to a third party at a price and on terms no more favourable than those offered to the Buyer.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

<b>“Board”</b>	the board of Directors
<b>“Company”</b>	China City Railway Transportation Technology Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
<b>“Concert Parties Confirmation”</b>	the confirmation dated 29 November 2012 entered into among More Legend, Vix East Asia and Landcity in relation to, among others, the concert parties arrangements and Non-disposal Undertaking
<b>“Directors”</b>	the directors of the Company
<b>“ERG Greater China”</b>	ERG Transportation Greater China Company Limited, a company incorporated in the British Virgin Islands with limited liability and a former substantial shareholder of the Company
<b>“GEM”</b>	The Growth Enterprise Market of the Stock Exchange
<b>“Landcity”</b>	Landcity Limited, a company incorporated in the British Virgin Islands with limited liability whose issued share capital is owned by the Sino Choice Trust as trustee for Mr. Chen Rui, an executive Director, and Ms. Jiang Wenjun, the spouse of Mr. Chen Rui. Landcity held approximately 8.42% of the issued share capital of the Company as at the date of this announcement
<b>“Listing Date”</b>	16 May 2012, being the date on which dealing in the Shares on GEM commence

<b>“More Legend”</b>	More Legend Limited, a company incorporated in the British Virgin Islands with limited liability whose issued share capital is owned as to 75% by Mr. Cao Wei, an executive Director and the Chief Executive Officer of the Company, and 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. More Legend held approximately 33.69% of the issued share capital of the Company as at the date of this announcement
<b>“Share(s)”</b>	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Vix East Asia”</b>	Vix Technology (East Asia) Limited, a company incorporated in Hong Kong with limited liability whose entire issued capital is held by Vix Holdings Ltd. Vix East Asia held approximately 18.05% of the issued share capital of the Company as at the date of this announcement

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

Hong Kong, 29 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 Rules Governing the Listing of Securities on GEM 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](http://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](http://www.ccrtt.com.hk).*