



THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: China City Railway Transportation Technology Holdings Company Limited

Stock code (ordinary shares): 8240

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 28 June 2013

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 May 2012

Name of Sponsor(s): Guotai Junan Capital Limited and Quam Capital Limited

Names of directors:
(*please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive*)
Cao Wei (Executive Director)
Chen Rui (Executive Director)
Tian Zhenqing (Non-executive Director)
Steven Bruce Gallagher (Non-executive Director)
Hu Zhaoguang (Independent Non-executive Director)
Bai Jinrong (Independent Non-executive Director)
Luo Zhenbang (Independent Non-executive Director)

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Shareholder</u>	<u>No. of shares</u>	<u>Approx. shareholding</u>
	More Legend Limited <i>(Notes 1 and 2)</i>	481,267,527	50.43%
	Landcity Limited <i>(Notes 1 and 3)</i>	481,267,527	50.43%
	Vix Technology (East Asia) Limited <i>(Notes 1 and 4)</i>	481,267,527	50.43%
	Beijing Infrastructure Investment (Hong Kong) Limited <i>(Note 5)</i>	233,777,063	24.50%

1. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited, Vix Technology (East Asia) Limited and Landcity Limited, they have confirmed that they are parties acting in concert in the operation and management of ERG Transportation Greater China Company Limited and the Company since the date of listing of the Company. Accordingly, each person under the concert party arrangement is taken to be interested in the shares of the Company that the other party is interested under the Securities and Futures Ordinance (“SFO”).
2. More Legend Limited is the legal and beneficial owner of approximately 26.25% of the entire issued share capital of the Company. More Legend Limited is owned as to 75% by Mr. Cao Wei and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao Wei. By virtue of the SFO, Mr. Cao Wei is deemed to be interested in the 481,267,527 shares which More Legend Limited is interested in. Mr. Cao Wei is the sole director of More Legend Limited.
3. Landcity Limited is the legal and beneficial owner of approximately 7.06% of the entire issued share capital of the Company. Landcity Limited is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen Rui and Ms. Jiang Wenjun, the spouse of Mr. Chen Rui. By virtue of the SFO, Mr. Chen Rui is deemed to be interested in the 481,267,527 shares which Landcity Limited is interested in. Mr. Chen Rui is a director of Landcity Limited.
4. Vix Technology (East Asia) Limited is the legal and beneficial owner of approximately 15.13% of the entire issued share capital of the Company. Mr. Steven Bruce Gallagher is a director of Vix Technology (East Asia) Limited. Vix Technology (East Asia) Limited is a wholly-owned subsidiary of Vix Holdings Limited.
5. Beijing Infrastructure Investment (Hong Kong) Limited is a wholly-owned subsidiary of 北京市基礎設施投資有限公司 (Beijing Infrastructure Investment Co., Ltd.*). Dr. Tian Zhenqing is a director of Beijing Infrastructure Investment (Hong Kong) Limited.

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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 30 June

Registered address: Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands

Head office and principal place of business: Room 1705F1, Level 17, Qingyun Modern Plaza, Block 9, Mantingfang Garden, Qingyun Lane, Haidian District, Beijing The PRC

Web-site address (if applicable): www.ccrtt.com.hk

Share registrar: Cayman Islands share registrar and transfer office:
Butterfield Fulcrum Group (Cayman) Limited, Butterfield House, 68 Fort Street, P.O. Box 609, Grand Cayman KY1-1107, Cayman Islands

Hong Kong branch share registrar and transfer office:
Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong

Auditors: KPMG

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

We are principally engaged in the design, implementation and maintenance of application solutions for centralising various functions of public transport systems in Beijing and Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue: 954,192,094

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

The Company has a total of 35,800,000 share options (“Options”) outstanding, entitling option holders to subscribe for 35,800,000 new shares of the Company under the share option scheme adopted by the Company on 8 December 2011, the details of the Options granted are as follows:

<u>Date of grant</u>	<u>Number of options outstanding</u>	<u>Exercise price</u>	<u>Exercise period</u> ^(Note)
26 July 2012	35,800,000	HK\$0.656	26 July 2012 to 25 July 2017

Note: The Options are vested and become exercisable in three tranches in the proportion of 20%, 70% and 100% on 26 July 2013, 26 July 2014 and 26 July 2015 respectively.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Cao Wei _____

Chen Rui _____

Tian Zhenqing _____

Steven Bruce Gallagher _____

Hu Zhaoguang _____

Bai Jinrong _____

Luo Zhenbang _____

NOTES

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- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*