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This announcement, for which the directors (the “Directors”) of China City Railway Transportation Technology Holdings Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given 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”) 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.

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)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The board of Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 30 September 2013, together with the unaudited comparative figures for the three months ended 30 September 2012, as follows:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the three months ended 30 September 2013

(Expressed in Hong Kong dollars (“HK\$”))

		Three months ended	
		30 September	
	<i>Note</i>	2013	2012
		HK\$’000	HK\$’000
		(Unaudited)	(Unaudited)
Revenue	4	48,791	10,871
Cost of sales		<u>(31,584)</u>	<u>(9,660)</u>
Gross profit		17,207	1,211
Other revenue		55	7
Other net loss		(1,063)	(41)
Selling, general and administrative expenses		<u>(18,716)</u>	<u>(6,822)</u>
Loss from operations		(2,517)	(5,645)
Share of loss of an associate		<u>–</u>	<u>(1,188)</u>
Loss before taxation	5	(2,517)	(6,833)
Income tax	6	<u>(124)</u>	<u>494</u>
Loss for the period		(2,641)	(6,339)
Attributable to:			
Equity shareholders of the Company		(2,042)	(6,339)
Non-controlling interests		(599)	–
		<u><u>(2,641)</u></u>	<u><u>(6,339)</u></u>
Loss for the period		(2,641)	(6,339)
		<u><u>(2,641)</u></u>	<u><u>(6,339)</u></u>
Loss per share			
Basic and diluted (<i>HK cents</i>)	7	(0.2)	(0.8)
		<u><u>(0.2)</u></u>	<u><u>(0.8)</u></u>

**UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME**

for the three months ended 30 September 2013

(Expressed in HK\$)

	Three months ended	
	30 September	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss for the period	(2,641)	(6,339)
Other comprehensive income for the period (before and after tax):		
Item that may be reclassified subsequently to profit or loss:		
– Exchange differences on translation into presentation currency	<u>1,391</u>	<u>(404)</u>
Total comprehensive income for the period	<u>(1,250)</u>	<u>(6,743)</u>
Attributable to:		
Equity shareholders of the Company	(676)	(6,743)
Non-controlling interests	<u>(574)</u>	<u>–</u>
Total comprehensive income for the period	<u>(1,250)</u>	<u>(6,743)</u>

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the three months ended 30 September 2013

(Expressed in HK\$)

	Attributable to equity shareholders of the Company							Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve	Statutory reserves	Exchange reserve	Retained earnings	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
Balance at 1 July 2012	8,000	209,488	17,564	12,967	3,003	88,792	339,814	–	339,814
Changes in equity for the three months ended 30 September 2012:									
Loss for the period	–	–	–	–	–	(6,339)	(6,339)	–	(6,339)
Other comprehensive income	–	–	–	–	(404)	–	(404)	–	(404)
Total comprehensive income	–	–	–	–	(404)	(6,339)	(6,743)	–	(6,743)
Balance at 30 September 2012 and 1 October 2012	8,000	209,488	17,564	12,967	2,599	82,453	333,071	–	333,071
Changes in equity for the nine months ended 30 June 2013:									
Profit for the period	–	–	–	–	–	65,381	65,381	–	65,381
Other comprehensive income	–	–	–	–	4,891	–	4,891	–	4,891
Total comprehensive income	–	–	–	–	4,891	65,381	70,272	–	70,272
Distributions approved in respect of the previous year	–	(20,000)	–	–	–	–	(20,000)	–	(20,000)
Issuance of shares	1,542	96,118	–	–	–	–	97,660	–	97,660
Increase in non-controlling interests through the acquisition of subsidiaries	–	–	–	–	–	–	–	6,097	6,097
Equity settled share-based transactions	–	–	2,252	–	–	–	2,252	–	2,252
Appropriation to reserves	–	–	–	3,429	–	(3,429)	–	–	–
	1,542	76,118	2,252	3,429	–	(3,429)	79,912	6,097	86,009
Balance at 30 June 2013	9,542	285,606	19,816	16,396	7,490	144,405	483,255	6,097	489,352

Attributable to equity shareholders of the Company

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Statutory reserves <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 July 2013	9,542	285,606	19,816	16,396	7,490	144,405	483,255	6,097	489,352
Changes in equity for the three months ended 30 September 2013:									
Loss for the period	-	-	-	-	-	(2,042)	(2,042)	(599)	(2,641)
Other comprehensive income	-	-	-	-	1,366	-	1,366	25	1,391
Total comprehensive income/ (expense)	-	-	-	-	1,366	(2,042)	(676)	(574)	(1,250)
Equity settled share-based transactions	-	-	548	-	-	-	548	-	548
Balance at 30 September 2013	9,542	285,606	20,364	16,396	8,856	142,363	483,127	5,523	488,650

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

(Expressed in HK\$ unless otherwise indicated)

1 CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 7 January 2011 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company were listed on the GEM of the Stock Exchange on 16 May 2012. The condensed consolidated financial information of the Company for the three months ended 30 September 2013 comprises the Company and its subsidiaries. The principal activities of the Group are the design, implementation and sale, and maintenance of application solutions for the networking and controlling systems of public transport and other companies.

2 BASIS OF PREPARATION

The unaudited condensed financial information for the three months ended 30 September 2013 (the “First Quarterly Financial Information”) has been prepared in accordance with the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules, and with the same accounting policies adopted in the 2013 annual financial statements, except for accounting policy changes that are expected to be reflected in the 2014 annual financial statements of the Group. Details of these changes in accounting policies are set out in Note 3.

The First Quarterly Financial Information contains unaudited consolidated statement of profit or loss, unaudited consolidated statement of profit or loss and other comprehensive income, unaudited consolidated statement of changes in equity and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial performance of the Group since the 2013 annual financial statements. The First Quarterly Financial Information and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRSs”).

The First Quarterly Financial Information has not been audited by the Company’s auditors.

3 CHANGES IN ACCOUNTING POLICIES

The International Accounting Standards Board has issued a number of new IFRSs and amendments to IFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s financial statements:

- IFRS 10, *Consolidated financial statements*
- IFRS 12, *Disclosure of interests in other entities*
- IFRS 13, *Fair value measurement*
- Amendments to IFRS 7, *Financial instruments: Disclosures – Offsetting financial assets and financial liabilities*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

IFRS 10, Consolidated financial statements

IFRS 10 replaces the requirements in IAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and SIC 12 *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of IFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 July 2013.

IFRS 12, Disclosure of interests in other entities

IFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by IFRS 12 are generally more extensive than those previously required by the respective standards. Since those disclosure requirements only apply to a full set of financial statements, the Group has not made additional disclosures in this First Quarterly Financial Information as a result of adopting IFRS 12.

IFRS 13, Fair value measurement

IFRS 13 replaces existing guidance in individual IFRSs with a single source of fair value measurement guidance. IFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and nonfinancial instruments. The adoption of IFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

Amendments to IFRS 7, Financial instruments: disclosures – offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32, *Financial Instruments: Presentation* and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with IAS 32.

The adoption of the amendments does not have an impact on the First Quarterly Financial Information because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of IFRS 7.

4 REVENUE

Revenue represents contract revenue from the provision of design and implementation of application solution services, contract revenue from the provision of maintenance of application solution services, sales of application solution software, and sales of application solution related hardware and spare parts. The amount of each significant category of revenue recognised during the period is as follows:

	Three months ended	
	30 September	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue from the provision of design and implementation of application solution services	22,953	4,561
Revenue from the provision of maintenance of application solution services	22,165	6,119
Sales of application solution software	367	–
Sales of application solution related hardware and spare parts	3,306	191
	48,791	10,871

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

	Three months ended 30 September	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
(a) Staff costs:		
Salaries, wages and other benefits	13,911	4,995
Contributions to defined retirement plans	1,170	489
Equity-settled share-based payment expenses	548	–
	<u>15,629</u>	<u>5,484</u>
(b) Other items:		
Cost of inventories	17,144	473
Depreciation and amortisation	2,166	3,392
Operating lease charges in respect of office premises	1,312	588
Interest income	(55)	(7)
Net foreign exchange loss	1,041	2
	<u>1,041</u>	<u>2</u>

6 INCOME TAX

	Three months ended 30 September	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current taxation:		
– Hong Kong Profits Tax	114	272
– The People's Republic of China (the "PRC") Corporate Income Tax	1,869	(476)
	<u>1,983</u>	<u>(204)</u>
Deferred taxation:		
– Origination and reversal of temporary differences	<u>(1,859)</u>	<u>(290)</u>
	<u>124</u>	<u>(494)</u>

The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% for the three months ended 30 September 2013 (three months ended 30 September 2012: 16.5%).

The Company and the subsidiaries of the Group incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the three months ended 30 September 2013 (three months ended 30 September 2012: 25%).

One of the subsidiaries of the Group established in the PRC has obtained an approval from the tax bureau to be taxed as an enterprise with advanced and new technologies, and therefore enjoys a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2010 to 2012. This subsidiary is in the process of applying the above preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2013 to 2015, whereby the Directors consider this subsidiary has satisfied the conditions of being an enterprise with advanced and new technologies according to the relevant tax rules and regulations, and accordingly, the Directors has adopted the preferential PRC Corporate Income Tax rate as the applicable tax rate of this subsidiary.

7 BASIC AND DILUTED LOSS PER SHARE

(a) Basic loss per share

The basic loss per share for the three months ended 30 September 2013 is calculated based on the unaudited loss attributable to ordinary equity shareholders of the Company of HK\$2,042,000 (three months ended 30 September 2012: unaudited loss of HK\$6,339,000) and the weighted average of 954,192,094 ordinary shares (three months ended 30 September 2012: 800,000,000 ordinary shares) in issue during the three months ended 30 September 2013.

(b) Diluted loss per share

There were no dilutive potential ordinary shares for the three months ended 30 September 2013 and 2012.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

The Group's revenue increased by approximately 347.7% from approximately HK\$10.9 million for the three months ended 30 September 2012 to approximately HK\$48.8 million for the three months ended 30 September 2013. The increase was mainly attributable to i) the growth in revenue generated from the provision of maintenance of application solution services; and ii) the consolidation of the financial results of 北京京投億雅捷交通科技有限公司 (Beijing BII-ERG Transportation Technology Co. Ltd.*) ("BII ERG") into the consolidated financial results of the Group for the three months ended 30 September 2013 following completion of the acquisition of Innovation Holding Co., LTD. on 28 June 2013 (the "Acquisition Completion") (Further information regarding such acquisition was disclosed in the announcements of the Company dated 8 May 2013 and 28 June 2013 and the circular of the Company dated 7 June 2013) which mainly increased our revenue from the provision of design and implementation of application solution services.

Cost of sales

The Group's cost of sales increased by approximately 225.8% from approximately HK\$9.7 million for the three months ended 30 September 2012 to approximately HK\$31.6 million for the three months ended 30 September 2013. The increase was mainly attributable to i) the increase in subcontracting fees for the provision of design and implementation of application solution services; and ii) the increase in cost of sales due to the consolidation of the financial results of BII ERG into the consolidated financial results of the Group for the three months ended 30 September 2013 following the Acquisition Completion, particularly in relation to the costs of hardware procurement for Beijing Subway Line 13 platform door installation project.

Gross profit

The Group's gross profit increased by approximately 1,333.3% from approximately HK\$1.2 million for the three months ended 30 September 2012 to approximately HK\$17.2 million for the three months ended 30 September 2013. The increase was mainly attributable to the fact that the Group had undertaken more maintenance services with lower servicing costs during the three months ended 30 September 2013 as compared to the three months ended 30 September 2012.

Selling, general and administrative expenses

The Group's selling, general and administrative expenses increased by approximately 175.0% from approximately HK\$6.8 million for the three months ended 30 September 2012 to approximately HK\$18.7 million for the three months ended 30 September 2013. The increase was mainly attributable to the increase in selling, general and administrative expenses due to the consolidation of the financial results of BII ERG into the consolidated financial results of the Group for the three months ended 30 September 2013 following the Acquisition Completion, particularly staff costs and office rental expenses.

* For identification purposes only

Loss attributable to equity shareholders of the Company

The Group's loss attributable to equity shareholders of the Company decreased by approximately 68.3% from approximately HK\$6.3 million for the three months ended 30 September 2012 to approximately HK\$2.0 million for the three months ended 30 September 2013. The decrease was mainly attributable to the increase in gross profit.

Liquidity, Financial and Capital Resources

Capital structure

As at 30 September 2013, the Company's total number of issued shares was 954,192,094 ordinary shares of HK\$0.01 each (30 June 2013: 954,192,094 ordinary shares of HK\$0.01 each).

Cash position

As at 30 September 2013, the Group's cash and cash equivalents amounted to approximately HK\$180.2 million (30 June 2013: approximately HK\$207.2 million).

Bank borrowing and charges on the Group's assets

As at 30 September 2013, the Group had no bank borrowings or charges on assets.

Working capital and gearing ratio

As at 30 September 2013, the Group had current assets of approximately HK\$562.6 million (30 June 2013: approximately HK\$559.3 million), while its current liabilities were approximately HK\$203.2 million (30 June 2013: approximately HK\$198.1 million), resulting a net current assets of approximately HK\$359.4 million (30 June 2013: approximately HK\$361.2 million). Current ratio as at 30 September 2013, calculated based on current assets divided by current liabilities, was approximately 2.8 (30 June 2013: approximately 2.8).

Gearing ratio is calculated based on total debt at the end of the period divided by total assets at the end of the period multiplied by 100%. As at 30 September 2013, the Group had no bank borrowings, long term debts and payables incurred not in the ordinary course of business, the gearing ratio was Nil (30 June 2013: Nil).

Significant Investments Held, Material Acquisitions or Disposals of Subsidiaries and Affiliated Companies, and Plans for Material Investments or Capital Assets

There were no significant investments held, material acquisition or disposal of subsidiaries and affiliated companies during the three months ended 30 September 2013.

Save for the business plan as disclosed in the Company's prospectus dated 3 May 2012 ("Prospectus"), there is no other plan for material investments or capital assets as at 31 March 2013.

Dividend

The Board does not recommend the payment of dividend for the three months ended 30 September 2013 (for the three months ended 30 September 2012: HK\$Nil).

Outlook

For the year ending 30 June 2014, according to the 12th Five-Year Plan of Beijing, it is expected that three or four new railway lines will be integrated into the automated fare collection clearing centre (ACC) and the traffic control centre (TCC). In addition, there will be several new high-valued open tenders for Beijing railway transportation at network-level and line-level, including but not limited to multiple line centres (“MLC”) project in Beijing undertaken by Beijing MTR Corporation Limited, reconstruction of automated fare collection (“AFC”) system for Beijing Subway, construction of AFC system for new lines, construction project of subway platform doors, construction and reconstruction of passenger information system (“PIS”), etc, generating more market opportunities for us than in the financial year ended in June 2013.

Meanwhile, the Group is also committed to expanding various types of self-developed products. Apart from the system software catering for the railway network, we will continue to invest manpower and resources to develop the system software for city public transport system at the line level, and accelerate the progress of commercialisation, thus achieving a diversified development. We believe that commercialisation in each professional field (including AFC and PIS) shall focus on the promotion of standardisation. On one hand, we aim to develop core software and hardware products for that professional field, so as to gradually transform our business model from project-oriented to product-oriented. On the other hand, we shall proactively participate in the maintenance work of each professional field, so as to acquire more accurate and detailed information in relation to the requirements of operation and product demand, and thus provide guidance for our research and development work and to form a business direction focusing on operational maintenance and technical services. For example, the repair, maintenance and upgrading of AFC system, standardisation of PIS, construction of the control centre system of PIS, and to focus on the construction of MLC and the sales of standardised products.

While we are implementing our long term goal towards commercialising and standardising application solutions for the industry, we will continue to build on our industry experience, expand our customer base and consolidate our market position in Beijing and in the PRC and continue to put more effort to expand our business in Hong Kong and Southeast Asia. In the coming year, as mentioned in the Company’s prospectus dated 3 May 2012, the Group will be open to more merger and acquisition opportunities of related businesses; and will continue to enhance our expertise and knowhow for the development of new products, thus realising the diversification and standardisation of our products. The Group will also continue our research and development of new system solutions, so as to enhance our reputation and increase the sources of revenue.

Last but not least, as disclosed in the announcement of our Company dated 2 October 2013, our Company submitted a formal application to the Stock Exchange for the transfer of listing of all of our Company’s ordinary shares (the “Shares”) from GEM to the Main Board of the Stock Exchange (the “Transfer of Listing”) on 2 October 2013. The Transfer of Listing will not involve issue of any new Shares by our Company and is subject to the relevant approval by the Stock Exchange. We believe that the Transfer of Listing will enhance the profile of our Company and increase the trading liquidity of the Shares. We consider that the Transfer of Listing will be beneficial to the future growth and business development of our Group as well as its financing flexibility. Further announcement(s) will be made by the Company in relation to the progress of the Transfer of Listing as and when appropriate.

OTHER INFORMATION

Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations

As at 30 September 2013, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap 571 of the Laws of Hong Kong ("SFO")) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein or which were required pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

Long positions in the ordinary Shares and underlying Shares

Name of Director	The Company/ name of associated corporation	Capacity	Interest in shares	Interest in underlying shares of share options	Approximate percentage of issued share capital of the Company/ associated corporation
Mr. Cao Wei ("Mr. Cao")	The Company	Interest in a controlled corporation/Interest of concert parties (Notes 1 and 2)	481,267,527 Shares		50.44%
	The Company	Beneficial owner		800,000 Shares (L) (Note 3)	0.08%
Mr. Chen Rui ("Mr. Chen")	The Company	Interest in a controlled corporation/Interest of concert parties (Notes 1 and 4)	481,267,527 Shares		50.44%
	The Company	Beneficial owner		800,000 Shares (L) (Note 3)	0.08%
Mr. Steven Bruce Gallagher ("Mr. Gallagher")	The Company	Beneficial owner		800,000 Shares (L) (Note 3)	0.08%

Notes:

1. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend Limited (“More Legend”), Vix Technology (East Asia) Limited (“Vix East Asia”) and Landcity Limited (“Landcity”), they have confirmed that they are parties acting in concert in the operation and management of 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 SFO.
2. More Legend is owned as to 75% by Mr. Cao and as to 25% by Ms. Wang Jiangping, the spouse of Mr. Cao. By virtue of the SFO, Mr. Cao is deemed to be interested in the 481,267,527 shares which More Legend is interested in. Mr. Cao is the sole director of More Legend.
3. On 26 July 2012, each of Mr. Cao, Mr. Chen and Mr. Gallagher was granted 800,000 options under the share option scheme of the Company to subscribe for 800,000 shares of the Company, exercisable at a price of HK\$0.656 per share during a period from 26 July 2012 to 25 July 2017. These 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.
4. Landcity is owned as to 100% by the Sino Choice Trust, whose beneficiaries are Mr. Chen and Ms. Jiang Wenjun, the spouse of Mr. Chen. By virtue of the SFO, Mr. Chen is deemed to be interested in the 481,267,527 shares which Landcity is interested in. Mr. Chen is a director of Landcity.

Save as disclosed above, as at 30 September 2013, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders and Other Persons' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2013, so far as is known to, or can be ascertained after reasonable enquiry by, the Directors, the persons (not being a Director or chief executive of the Company) who had an interest or short position in the shares and/or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company were as follows:

Long Positions in Shares and Underlying Shares of the Company

Name of Person	Capacity	Number of shares	Approximate percentage of interest
More Legend	Beneficial owner/Interest of concert parties (<i>Notes 1 & 2</i>)	481,267,527 Shares (L)	50.44%
Vix East Asia	Beneficial owner/Interest of concert parties (<i>Notes 2 & 3</i>)	481,267,527 Shares (L)	50.44%
Landcity	Beneficial owner/Interest of concert parties (<i>Notes 2 & 4</i>)	481,267,527 Shares (L)	50.44%
Sino Choice Trust	Interest in a controlled corporation/Interest of concert parties (<i>Note 5</i>)	481,267,527 Shares (L)	50.44%
Vix Holdings Limited (“Vix Holdings”)	Interest in a controlled corporation/Interest of concert parties (<i>Note 6</i>)	481,267,527 Shares (L)	50.44%
Ms. Wang Jiangping (“Ms. Wang”)	Interest of spouse (<i>Note 7</i>)	482,067,527 Shares (L)	50.52%
Ms. Jiang Wenjun (“Ms. Jiang”)	Interest of spouse (<i>Note 8</i>)	482,067,527 Shares (L)	50.52%
Beijing Infrastructure Investment (Hong Kong) Limited (“BII HK”)	Beneficial owner (<i>Note 9</i>)	233,777,063 Shares (L)	24.50%
Beijing Infrastructure Investment Co., Ltd. (“BII”)	Interest in a controlled corporation (<i>Note 10</i>)	233,777,063 Shares (L)	24.50%

Notes:

1. More Legend is the legal and beneficial owner of approximately 28.24% of the entire issued share capital of the Company. Mr. Cao and Ms. Wang are the legal and beneficial owners as to 75% and 25%, respectively, of the entire issued share capital of More Legend. Mr. Cao is the sole director of More Legend.
2. Pursuant to the confirmation of concert party arrangement dated 29 November 2012 entered into by More Legend, Vix East Asia and Landcity, they have confirmed that they are parties acting in concert in the operation and management of 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 SFO.
3. Vix East Asia is the legal and beneficial owner of approximately 15.13% of the entire issued share capital of the Company. Mr. Gallagher is a director of Vix East Asia.
4. Landcity is the legal and beneficial owner of approximately 7.06% of the entire issued share capital of the Company. Mr. Chen is a director of Landcity.
5. Sino Choice Trust holds 100% of Landcity as trustee in favour of Mr. Chen and Ms. Jiang.
6. Vix East Asia is a wholly-owned subsidiary of Vix Holdings.
7. Ms. Wang is the spouse of Mr. Cao and is deemed to be interested in 482,067,527 shares and underlying shares of the Company held by Mr. Cao.
8. Ms. Jiang is the spouse of Mr. Chen and is deemed to be interested in 482,067,527 shares and underlying shares of the Company held by Mr. Chen.
9. BII HK is a wholly-owned subsidiary of BII. Dr. Tian Zhenqing is a director of BII HK.
10. BII is the legal and beneficial owner of the entire issued share capital of BII HK, 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.

Save as disclosed above, as at the date of this announcement, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the paragraphs headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations" and in the "Share Option Scheme", at no time during the three months ended 30 September 2013 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

Competition and Conflict of Interests

None of the Directors or substantial shareholders or any of their respective associates has engaged in any business that competes or may compete with the businesses of the Group or has any other conflict of interests with the Group.

Compliance Adviser's Interest in the Company

As at 30 September 2013, as notified by the Company's compliance adviser, Guotai Junan Capital Limited (the "Compliance Adviser"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 9 May 2012 and the holding company of the Compliance Adviser has held approximately 3.93% of the issued share capital of the Company, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

Code of Conduct for Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results. The Company has confirmed, having made specific enquiry of the Directors that all the Directors have complied with the required standards of dealings throughout the period under review. The Company was not aware of any non-compliance during the three months ended 30 September 2013.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 September 2013.

Share Option Scheme

The Company's existing share option scheme (the "Share Option Scheme") was approved for adoption pursuant to a written resolution of all of the shareholders of the Company passed on 8 December 2011 for the purpose to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to eligible participants and for such other purposes as the Board approve from time to time.

Subject to the terms of the Share Option Scheme, the Board may, at their absolute discretion, grant or invite any person belonging to any of the following classes to take up options to subscribe for shares: (a) any employee, supplier, service provider, customer, partner or joint-venture partner of the Group (including any director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Company or any subsidiaries, and (b) any person who has contributed or may contribute to the Group.

The maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of shares in issue on 16 May 2012 unless the Company seeks the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating the 10% limit.

The total number of shares issued and to be issued on the exercise of options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to the date of grant of each eligible participant shall not exceed 1% of the total issued shares unless (i) a circular is despatched to the shareholders; (ii) the shareholders approve the grant of the options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant eligible participant and its associates abstain from voting on such resolution.

The exercise price of the option shares granted under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the higher of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the Company's share as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share.

The Share Option Scheme will remain in force for a period of 10 years commencing from 16 May 2012 unless terminated by the Group.

Options granted under the Share Option Scheme must be taken up within 21 days of the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1 to the Company as consideration for the grant.

As at 30 September 2013, there were 35,732,000 outstanding share options granted under the Share Option Scheme, details as follows:

Name	Position/ Capacity	Date of grant	Exercise price HK\$	Vesting period (Note)	Exercise period (Note)	Number of Share Options				
						Balance as at 1 July 2013	Granted during the period	Exercise during the period	Cancelled/ lapsed during the period	Balance as at 30 September 2013
Mr. Cao	Chief Executive Officer and Executive Director	26 July 2012	0.656	26 July 2012 to 25 July 2013	26 July 2013 to 25 July 2017	800,000	-	-	-	800,000
Mr. Chen	Executive Director	26 July 2012	0.656	26 July 2012 to 25 July 2013	26 July 2013 to 25 July 2017	800,000	-	-	-	800,000
Mr. Gallagher	Non-executive Director	26 July 2012	0.656	26 July 2012 to 25 July 2013	26 July 2013 to 25 July 2017	800,000	-	-	-	800,000
Others	Employees	26 July 2012	0.656	26 July 2012 to 25 July 2013	26 July 2013 to 25 July 2017	33,332,000	-	-	-	33,332,000
						35,732,000	-	-	-	35,732,000

Note: On 26 July 2012, a total of 39,200,000 share options were granted to certain Directors and employees of the Company under the Share Option Scheme to subscribe for shares of the Company, exercisable at a price of HK\$0.656 per share during a period from 26 July 2012 to 25 July 2017. These 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.

Corporate Governance Code

The Board considers that the Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules during the three months ended 30 September 2013.

Audit Committee

The Company established an audit committee (“Audit Committee”) with written terms of reference in compliance with Rule 5.28 and Rule 5.29 of the GEM Listing Rules. The written terms of reference of the Audit Committee was adopted in compliance with paragraphs C.3.3 and C.3.7 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee, among other things, are to make recommendation to the Board on the appointment, re-appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control procedures of the Company. As at 30 September 2013, the Audit Committee comprises three independent non-executive Directors, namely Mr. Luo Zhenbang *CPA* (Chairman of the Audit Committee), Mr. Hu Zhaoguang and Mr. Bai Jinrong.

The Audit Committee has reviewed the Group's unaudited condensed consolidated financial information for the three months ended 30 September 2013 and is of the opinion that such statements comply with applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

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

Hong Kong, 12 November 2013

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, Mr. Hao Weiya and Mr. Steven Bruce Gallagher; and the independent non-executive Directors are Mr. Hu Zhaoguang, Mr. Bai Jinrong and Mr. Luo Zhenbang.