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京投軌道交通科技控股有限公司
BII Railway Transportation Technology Holdings Company Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1522)

**INSIDE INFORMATION
AND
ANNOUNCEMENT PURSUANT TO
RULES 3.7 AND 3.8 OF THE TAKEOVERS CODE
AND
RESUMPTION OF TRADING**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of BII Railway Transportation Technology Holdings Company Limited (the “**Company**”) pursuant to Rules 3.7 and 3.8 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

POSSIBLE PRIVATISATION BY CONTROLLING SHAREHOLDER

The Board wishes to inform its shareholders that it received a letter (the “**Letter**”) dated 11 November 2020 from Beijing Infrastructure Investment (Hong Kong) Limited (“**BII HK**”), the controlling shareholder of the Company, in which BII HK has informed the Board that they are interested in, and are currently considering the feasibility of, putting forward a proposal for privatisation of the Company by way of a scheme of arrangement (the “**Scheme**”) which may result in the delisting of the Company (the “**Possible Privatisation**”). As at the date of this announcement, the Company understands that BII HK had commenced tendering process in relation to the engagement of professional advisers for the Possible Privatisation. The details of the terms of such proposal in relation to the Possible Privatisation will be announced by the Company if the Possible Privatisation is to materialise.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Privatisation will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

The Possible Privatisation may or may not materialise. Shareholders and investors of the Company should therefore exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

RELEVANT SECURITIES OF THE COMPANY

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has in issue 2,100,126,727 ordinary shares of HK\$0.01 each (the “**Shares**”). During the period between 16 July 2020 and 24 July 2020, the Company repurchased 2,980,000 Shares in aggregate (the “**Repurchased Shares**”). The Repurchased Shares have not been cancelled as at the date of this announcement. Following completion of cancellation of the Repurchased Shares, the relevant securities of the Company will comprise 2,097,146,727 ordinary shares of HK\$0.01 each. As at the date of this announcement, there are no outstanding warrants, derivatives or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry right to subscribe for or which are convertible into Shares, nor are there any outstanding share options granted under the share option scheme adopted by the Company on 8 December 2011 and revised on 24 September 2013.

As at the date of this announcement, BII HK, together with its parties acting in concert, are interested in 1,157,634,900 Shares, representing approximately 55.12% of the issued share capital of the Company.

DISCLOSURE OF DEALINGS

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company or BII HK (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or BII HK) are reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. For this purpose, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 9:00 a.m. on Thursday, 12 November 2020 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 13 November 2020.

By Order of the Board
**BII Railway Transportation Technology
Holdings Company Limited**
Xuan Jing
Executive Director
Chief Executive Officer

Hong Kong, 12 November 2020

As at the date of this announcement, the executive Directors are Mr. Cao Wei and Ms. Xuan Jing; the non-executive Directors are Mr. Zhang Yanyou, Mr. Guan Jifa, Mr. Zheng Yi and Mr. Ren Yuhang; and the independent non-executive Directors are Mr. Bai Jinrong, Mr. Luo Zhenbang and Mr. Huang Lixin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.