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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)

ANNOUNCEMENT

PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by the board of directors (the “**Board**”) of BII Railway Transportation Technology Holdings Company Limited (the “**Company**”) pursuant to Rule 3.8 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”).

Reference is made to (A) the announcement (the “**Rule 3.7 Announcement**”) issued by the Company dated 12 November 2020 pursuant to Rules 3.7 and 3.8 of 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 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), and (B) the announcement of the Company dated 11 December 2020 in relation to a monthly update on the Possible Privatisation.

Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Rule 3.7 Announcement.

UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY

As disclosed in the Rule 3.7 Announcement, during the period between 16 July 2020 and 24 July 2020, the Company repurchased 2,980,000 Shares in aggregate. The Repurchased Shares were cancelled on 29 December 2020.

As at the date of this announcement, the relevant securities of the Company comprise 2,097,146,727 ordinary shares of HK\$0.01 each. Save as disclosed, 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.

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.”

WARNING: 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.

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

Hong Kong, 29 December 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.