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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in BII Railway Transportation Technology Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

Capitalised terms used in this circular shall have the meanings as defined in the section headed “Definitions” in this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 this circular misleading.

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# 京投轨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)

## PROPOSED DECLARATION OF FINAL DIVIDEND; PROPOSED RE-ELECTION OF DIRECTORS; PROPOSED RE-APPOINTMENT OF AUDITORS; PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES, RESELL TREASURY SHARES AND TO ISSUE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the Annual General Meeting of BII Railway Transportation Technology Holdings Company Limited to be held at the Conference Room, 15/F, Tower 2, Fusheng Building, No. 4 Huixin East Street, Chaoyang District, Beijing, the PRC on Thursday, 19 June 2025 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 17 June 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or the adjourned meeting (as the case may be) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular together with the form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.biitt.cn](http://www.biitt.cn)).

References to time and dates in this circular are to Hong Kong time and dates.

29 May 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at the Conference Room, 15/F, Tower 2, Fusheng Building, No. 4 Huixin East Street, Chaoyang District, Beijing, the PRC on Thursday, 19 June 2025 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“BII”	Beijing Infrastructure Investment Co., Ltd.* (北京市基礎設施投資有限公司), a company established in the PRC with limited liability and wholly-owned by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality and a controlling Shareholder through its interest in the entire issued share capital of BII HK
“BII HK”	Beijing Infrastructure Investment (Hong Kong) Limited, a wholly-owned subsidiary of BII incorporated in Hong Kong with limited liability and a controlling Shareholder which held approximately 55.20% of the total issued share capital of the Company as at the Latest Practicable Date
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	BII Railway Transportation Technology Holdings Company Limited (京投軌道交通科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance and Resale Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including the sale or transfer of treasury shares out of treasury) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“Latest Practicable Date”	20 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company currently in force
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

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## DEFINITIONS

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“Share Premium Account”	the share premium account of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

\* *for identification purposes only*

京投轨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)**

***Executive Directors:***

Mr. Liu Yu (*Chief Executive Officer*)

Ms. Zhao Jingyuan

***Non-executive Directors:***

Mr. Ren Yuhang (*Chairman*)

Ms. Sun Fang

Mr. Cao Mingda

Mr. Fang Zhiwei

***Independent Non-executive Directors:***

Mr. Luo Zhenbang

Mr. Huang Lixin

Ms. Ng Wing Yan Claudia

***Registered Office:***

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

***Principal Place of Business in  
Hong Kong:***

Rm 2502, 25/F, Tower 1

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay

Hong Kong

29 May 2025

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITORS;  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES, RESELL TREASURY SHARES AND  
TO ISSUE SHARES**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting which include, among other matters, the approval of the (i) declaration of final dividend; (ii) re-election of Directors; (iii) re-appointment of auditors; and (iv) granting of the Repurchase Mandate and the Issuance and Resale Mandate.

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## LETTER FROM THE BOARD

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### 2. PROPOSED DECLARATION OF FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 27 March 2025, the Board recommended the payment of a final dividend of HK\$0.024 per Share for the year ended 31 December 2024. The proposed final dividend will be paid out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company on Friday, 27 June 2025, subject to the approval of the Shareholders at the Annual General Meeting and compliance with the Companies Act.

Under section 34(2) of the Companies Act, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the payment of the proposed final dividend out of the Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

The final dividend is intended to be entirely paid out of the Share Premium Account pursuant to Article 24.6 of the Articles of Association and in accordance with the Companies Act.

For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 25 June 2025 to Friday, 27 June 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 June 2025 (Hong Kong time).

### 3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 16.2 of the Articles of Association, Ms. Zhao Jingyuan (appointed as an executive Director on 8 August 2024), Mr. Ren Yuhang (appointed as a non-executive Director on 21 November 2024), Mr. Fang Zhiwei (appointed as a non-executive Director on 8 August 2024) and Ms. Ng Wing Yan Claudia (appointed as an independent non-executive Director on 22 April 2025) shall hold office until the Annual General Meeting. In addition, pursuant to Article 16.18 of the Articles of Association, Mr. Liu Yu and Ms. Sun Fang shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The nomination committee of the Board (the “**Nomination Committee**”) recommends to the Board for the proposal for re-election of Mr. Liu Yu, Ms. Zhao Jingyuan, Mr. Ren Yuhang, Ms. Sun Fang, Mr. Fang Zhiwei and Ms. Ng Wing Yan Claudia after considering the potential contribution that they can bring to the Board in terms of their qualification, skills and experience, and various factors including but not limited to gender, age, cultural, educational background and professional qualifications as set out in the board diversity policy of the Company.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

#### **4. PROPOSED RE-APPOINTMENT OF AUDITORS**

The financial statements of the Group for the year ended 31 December 2024 were audited by Baker Tilly Hong Kong Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint Baker Tilly Hong Kong Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

#### **5. PROPOSED GRANTING OF THE REPURCHASE MANDATE**

At the annual general meeting of the Company held on 26 June 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting (i.e. a total of 209,714,672 Shares on the basis that the number of issued Shares of 2,097,146,727 Shares as at the Latest Practicable Date remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

#### **6. PROPOSED GRANTING OF THE ISSUANCE AND RESALE MANDATE**

At the annual general meeting of the Company held on 26 June 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.



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## LETTER FROM THE BOARD

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In order to give the Company the flexibility to issue Shares (including the sale or transfer of treasury shares out of treasury) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance and Resale Mandate to the Directors to allot, issue or deal with additional Shares (including the sale or transfer of treasury shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting (i.e. a total of 419,429,345 Shares on the basis that the number of issued Shares of 2,097,146,727 Shares as at the Latest Practicable Date remains unchanged on the date of the Annual General Meeting). The Company does not hold any treasury shares as at the Latest Practicable Date. An ordinary resolution to extend the Issuance and Resale Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares or effect any sale or transfer of any treasury shares pursuant to the Issuance and Resale Mandate.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s). An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.biitt.cn](http://www.biitt.cn)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 17 June 2025, Hong Kong time) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Where gale warning (orange typhoon warning or above), rainstorm warning (orange rainstorm warning or above), extreme weather conditions or other similar event is or are in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website ([www.biitt.cn](http://www.biitt.cn)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the postponed meeting.

### 8. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, re-election of Directors, re-appointment of auditors, and granting of the Repurchase Mandate and the Issuance and Resale Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Mr. Liu Yu**

LIU Yu (劉瑜) (“**Mr. Liu**”), aged 51, joined the Group in May 2013 and was appointed as Vice President of the Group in July 2014. He was appointed as an executive Director on 30 November 2022, and was appointed as Chief Executive Officer and member of the Environment, Social and Governance Committee (the “**ESG Committee**”) on 21 March 2023. From June 1996 to April 2001, Mr. Liu served as project manager of the Intelligent Transportation Division of Tsinghua Unigroup Co., Ltd. From April 2001 to July 2005, Mr. Liu served as project manager of the Urban Intelligent Transportation Division of BOCO Group Co., Ltd. From July 2005 to May 2013, at Beijing Metro Network Administration Co., Ltd.\* (北京軌道交通路網管理有限公司) (“**Metro Network**”) Command Centre (TCC), Mr. Liu has served as manager of Project Department, head of TCC Technical Workshop, deputy director of Technical Engineering Department, manager of Information Centre Project Department and Deputy Chief Engineer. Mr. Liu served as general manager of BII Transportation Technology (Beijing) Co., Ltd.\* (北京京投億雅捷交通科技有限公司) (“**BII-TTBJ**”) from October 2014 to November 2021, as chairman of the board of BII-TTBJ from February 2019 to January 2024, as director and deputy general manager of BII Zhongfu Technology Company Limited\* (京投眾甫科技有限公司) (“**BII Zhongfu**”) from August 2019 to February 2021, as executive director of BII Zhongfu with effect from 23 May 2023, and as chairman of the board of Litmus Technologies (Beijing) Co., Ltd.\* (北京樂碼仕智能科技有限公司) (“**Litmus**”) from December 2019 to December 2021 and from 23 May 2023 to 11 July 2024, as deputy general manager of BII Technology Development Co., Ltd.\* (北京京投卓越科技發展有限公司) (“**BII-TDBJ**”) since March 2021, as director and general manager of BII-TDBJ with effect from 20 June 2023, and as director of BII Transit Systems (HK) Co., Ltd (京投交通科技(香港)有限公司) from April 2021 to June 2023. In June 2008, Mr. Liu obtained a master’s degree in transportation planning and management from Beijing University of Technology. In June 2022, Mr. Liu was qualified as Senior Engineer approved by Senior Engineer Qualification Review Committee of Engineering and Technology Series of Chinese Academy of Sciences (中國科學院工程技術系列高級工程師任職資格評審委員會).

Save as disclosed above, Mr. Liu (i) does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Liu has signed a service agreement with the Company as executive Director and Chief Executive Officer for a term of three years commencing from 21 March 2023, which may be terminated by the Company by giving not less than three months’ notice in writing. Mr. Liu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. According to the terms of the service agreement, Mr. Liu is entitled to receive an annual emolument (inclusive of fixed salary, annual performance-based pay and tenure-based pay) of approximately RMB1,480,000 per annum. Such annual emolument may be adjusted at the discretion of the Board (in accordance with the recommendation of the remuneration committee of the Board (“**Remuneration Committee**”)).

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

**(2) Ms. Zhao Jingyuan**

ZHAO Jingyuan (趙婧媛) (“**Ms. Zhao**”), aged 44, was appointed as an executive Director on 8 August 2024. Ms. Zhao has over 10 years of experience in human resources management. Prior to joining the Group, Ms. Zhao worked in Beijing Zhongdian Feihua Communication Co., Ltd. (中電飛華通信股份有限公司) as manager of the human resources department. Between February 2011 and January 2012, Ms. Zhao was the senior manager of the human resources department of BII. Between January 2012 and September 2013, she was the director of human resources and administration of BII-TTBJ. Between September 2013 and March 2016, she held the roles of assistant to general manager and deputy general manager of the human resources department of BII. Between March 2016 and November 2021, Ms. Zhao was the Vice President of the Company. Between July 2017 and June 2019, she was also appointed as the Deputy Secretary of the General Party Branch of the Group. She was re-appointed as the Deputy Secretary of the General Party Branch of the Group in November 2021 and mainly responsible for party management, general management, management of legal affairs, compliance management and internal auditing of the Group. Ms. Zhao obtained a bachelor’s degree of arts, majoring in radio and television directing (program hosting) and a master’s degree in history, majoring in Chinese modern history from Liaoning University (遼寧大學) in 2003 and 2006 respectively. She possesses the practicing qualification as first level corporate human resources manager\* (企業人力資源管理人員一級).

Save as disclosed above, Ms. Zhao (i) does not hold any other position in the Company or other members of the Group nor does she have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has she in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Zhao has entered into a service agreement with the Company for a term of three years commencing from 8 August 2024 and is subject to retirement by rotation and re-election at the upcoming annual general meeting of the Company in accordance with the Articles of Association. According to the terms of the service agreement, Ms. Zhao is entitled to receive an annual emolument (inclusive of fixed salary, annual performance-based pay and tenure-based pay) of approximately RMB1,080,000 per annum. Such annual emolument may be adjusted at the discretion of the Board (in accordance with the recommendation of the Remuneration Committee). Such arrangement was determined by Board on the recommendation of the Remuneration Committee with reference to her duties and responsibilities with the Group.

As at the Latest Practicable Date, Ms. Zhao did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Ms. Zhao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zhao that need to be brought to the attention of the Shareholders.

**(3) Mr. Ren Yuhang**

REN Yuhang (任宇航), (“**Mr. Ren**”), aged 49, was appointed as a non-executive Director on 21 November 2024, and has since been the chairman of the Board, the chairman of the Nomination Committee, the chairman of the ESG Committee, and a member of the Remuneration Committee. Between February 2017 and July 2021, Mr. Ren was a non-executive Director. Since 2007, Mr. Ren has held various roles in BII. Mr. Ren served in the finance planning department of BII as deputy manager and general manager between October 2011 and August 2014, and between August 2014 and January 2017, respectively. Between August 2016 and January 2017, Mr. Ren was the deputy head of the office of external cooperation of BII. Between January 2017 and July 2018, he was the general manager of the capital operations department and the head of the office of external cooperation of BII. Between July 2018 and May 2024, Mr. Ren was the general manager of the investment and development department of BII. Mr. Ren has been the secretary to the board of directors of BII since January 2019. He has been the deputy general manager of BII since January 2024. Other than his roles in BII, Mr. Ren has also taken up other roles. Between July 2015 and September 2022, Mr. Ren was the director of BII HK. Between March 2017 and February 2021, Mr. Ren was a director of Beijing Traffic Control Technology Co., Ltd (交控科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688015). Between June 2017 and September 2024, he was the chairman of the board of directors of Beijing Jiuzhouyigui Environmental Technology Co., Ltd. (北京九州一軌環境科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688485). Since June 2017, Mr. Ren has been the chairman of the board of directors of Cornerstone International Financial Leasing Co., Ltd.\* (基石國際融資租賃股份公司). Between August 2018 and March 2022, Mr. Ren was a non-executive director of Beijing Urban Construction Design & Development Group Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1599). Between February 2019 and June 2021, Mr. Ren was a director of Suzhou Huaqi Intelligent Technology Co., Ltd.\* (蘇州華啟智能科技股份有限公司). Between April 2019 and June 2022, Mr. Ren was the vice chairman of the board of directors of Shaoxing Jingyue Metro Co., Ltd.\* (紹興京越地鐵有限公司). Between August 2019 and September 2023, he was the vice chairman of the board of directors of Huangshan Region Travel Metro Investment Development Co., Ltd\* (黃山市市域旅遊鐵路投資發展有限公司). Between October 2019 and August 2022, Mr. Ren was an executive director of Beijing Capital Private Equity Fund Management Co., Ltd.\* (北京京投私募基金管理有限公司). Between November 2019 and July 2024, he was an executive director of BII Investment Co., Ltd (北京京投投資控股有限公司) (“**BII Investment**”). Between November 2019 and May 2023, he was also the general manager of BII Investment. Between July 2020 and November 2022, Mr. Ren was the chairman of the board of directors of Beijing Jishi Sensing Information Service Co., Ltd.\* (北京基石傳感信息服務有限公司). Between August 2020 and December 2024, Mr. Ren has been a director of Capital Securities Corporation Limited\* (首創證券股份有限公司) a company listed on the Shanghai Stock Exchange (stock code: 601136). Since September

2021, Mr. Ren has been the chairman of the board of directors of Beijing Smart City Network Co., Ltd.\* (北京智慧城市網路有限公司). Since March 2022, Mr. Ren has been a director of National Pension Insurance Co., Ltd.\* (國民養老保險股份有限公司). Mr. Ren obtained a bachelor's degree in engineering, majoring in thermal engineering, from the Wuhan University of Hydraulic and Electric Engineering\* (武漢水利電力大學) in 1996 and a doctoral degree in business administration from the Beijing Institute of Technology\* (北京理工大學) in 2008. In June 2011, Mr. Ren obtained the qualification of senior economist specialising in finance from the Beijing Senior Specialised Technique Qualification Evaluation Committee.

Save as disclosed above, Mr. Ren (i) does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ren has entered into a letter of appointment with the Company for a term of three years commencing from 21 November 2024 and is subject to retirement by rotation and re-election at the following annual general meeting of the Company in accordance with the Articles of Association. According to the terms of appointment, no director's fee will be payable to Mr. Ren but Mr. Ren is entitled to reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$240,000 per annum and subject to the requirements of the Company's relevant financial policies. Such arrangement was determined by the Board with reference to Mr. Ren's duties and level of responsibilities with the Group for the relevant position.

As at the Latest Practicable Date, Mr. Ren did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Ren involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ren that need to be brought to the attention of the Shareholders.



**(4) Ms. Sun Fang**

SUN Fang (孫方) (“**Ms. Sun**”), aged 51, was appointed as a non-executive Director on 27 October 2022. From August 2007 to November 2016, Ms. Sun served as Deputy General Manager and Executive Deputy General Manager of Metro Network. From November 2016 to February 2020, Ms. Sun served as Deputy Secretary of the Party Branch and Executive Deputy General Manager of Metro Network. From February 2020 to November 2023, Ms. Sun served as Deputy Secretary of the Party Branch and General Manager of Metro Network. Since November 2023, Ms. Sun has served as Secretary of the Party Branch and chairman of Ruubypay. Ms. Sun obtained a bachelor’s degree in Engineering (transportation) from Beijing Jiaotong University (北京交通大學) in July 1996. In October 2007, she was qualified as Senior Engineer in general layout and transportation specialty (總圖運輸專業) approved by Beijing Senior Specialised Technique Qualification Assessment Committee. In December 2022, she was qualified as Senior Engineer in Urban Rail Transit specialty (城市軌道運輸專業) approved by Beijing Senior Professional Title Assessment Committee.

Save as disclosed above, Ms. Sun (i) does not hold any other position in the Company or other members of the Group nor does she have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has she in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Sun has signed a letter of appointment with the Company as a non-executive Director for a term of three years commencing from 27 October 2022, which may be terminated by the Company by giving not less than three months’ notice in writing. Ms. Sun is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the letter of appointment, no director’s fee will be payable to Ms. Sun but Ms. Sun is entitled to reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties to the Company for a total amount not exceeding HK\$240,000 per annum and subject to the requirements of the Company’s relevant financial policies.

As at the Latest Practicable Date, Ms. Sun did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Ms. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Sun that need to be brought to the attention of the Shareholders.

**(5) Mr. Fang Zhiwei**

FANG Zhiwei (方志偉) (“**Mr. Fang**”), aged 39, was appointed as a non-executive Director on 8 August 2024. Since March 2008, Mr. Fang has worked at Metro Network. Between November 2010 and June 2014, he was the supervisor of the operation planning office of Metro Network. Between June 2014 and February 2018, he was the deputy director of the operation planning office of Metro Network. Between February 2018 and April 2020, Mr. Fang was the assistant to the general manager, head of operations coordination department and director of operation planning office of Metro Network. Since April 2020, Mr. Fang was the deputy general manager of Metro Network, and since September 2024, he has been general manager of Metro Network. Mr. Fang obtained a bachelor’s degree in engineering, majoring in transportation and a master’s degree in engineering, majoring in urban transportation engineering from Beijing Jiaotong University (北京交通大學) in 2005 and 2008 respectively.

Mr. Fang has entered into a letter of appointment with the Company for a term of three years commencing from 21 November 2024 and is subject to retirement by rotation and re-election at the following annual general meeting of the Company in accordance with the Articles of Association. According to the terms of appointment, no director’s fee will be payable to Mr. Fang but Mr. Fang is entitled to reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for a total amount not exceeding HK\$240,000 per annum and subject to the requirements of the Company’s relevant financial policies. Such arrangement was determined by the Board with reference to Mr. Fang’s duties and level of responsibilities with the Group for the relevant position.

Save as disclosed above, Mr. Fang (i) does not hold any other position in the Company or other members of the Group nor does he have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Fang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Fang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Fang that need to be brought to the attention of the Shareholders.



**(6) Ms. Ng Wing Yan Claudia**

NG Wing Yan Claudia (伍穎恩) (“**Ms. Ng**”), aged 44, was appointed as an independent non-executive Director on 22 April 2025, and has since been the chairman of the Remuneration Committee, and a member of each of the audit committee of the Board and the Nomination Committee. Ms. Ng has around 20 years of dual working background in foreign and state-owned enterprises, with rich experience in corporate governance, strategic planning and operations, environmental, social and governance managements and human resources managements. Since 2022, Ms. Ng has been serving as the secretary to the board, co-president of Hong Kong office and a member of the sustainability committee of Shandong Hi-Speed New Energy Group Limited\* (山高新能源集團有限公司), a company listed on the Stock Exchange (stock code: 1250.HK). Prior to her current role, Ms. Ng worked at Cisco Systems (China) Networking Technology Co., Ltd.\* (思科系統(中國)網絡技術有限公司) for 14 years, with her last position as the head of strategy and operations for the service providers’ team. As disclosed in the application proof of Sigenergy Technology Co., Ltd.\* (思格新能源(上海)股份有限公司) (“**Sigenergy**”), Ms. Ng was appointed as an independent non-executive director of Sigenergy in February 2025, with effect from a later date. Ms. Ng obtained a bachelor of laws from the University of Hong Kong in December 2003, a Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong in June 2004, a master’s degree in law from Tsinghua University (清華大學) in China in July 2007 and a master’s degree in business administration in finance from the Chinese University of Hong Kong in November 2018.

Save as disclosed above, Ms. Ng (i) does not hold any other position in the Company or other members of the Group nor does she have any other relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) does not at present nor has she in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Ng has entered into a letter of appointment with the Company for a term of three years commencing from 22 April 2025 and is subject to retirement by rotation and re-election at the upcoming annual general meeting of the Company in accordance with the Articles of Association. According to the terms of appointment, director’s fee of HK\$240,000 per annum will be payable to Ms. Ng, which has been determined by the Board upon recommendation of the Remuneration Committee with reference to her experience and duties with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Ng did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Ms. Ng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Ng that need to be brought to the attention of the Shareholders.

\* for identification purposes only

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

## **1.      LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2.      SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,097,146,727 Shares.

Subject to the passing of the ordinary resolution in respect of the granting of the Repurchase Mandate at the Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 2,097,146,727 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 209,714,672 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

## **3.      STATUS OF REPURCHASED SHARES**

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase(s), which may change due to actual circumstances of the Company. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in future, including but not limited to, any next day disclosure return (which shall identify, among others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchase) and relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the following interim measures, including:

- (i) procuring its broker not to give an instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-registering them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

#### **4. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

#### **5. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum, the Articles of Association, the Companies Act and other applicable laws of the Cayman Islands, as the case may be.

#### **6. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
<b>2024</b>		
April	0.280	0.246
May	0.325	0.275
June	0.325	0.275
July	0.290	0.260
August	0.300	0.260
September	0.305	0.242
October	0.355	0.250
November	0.275	0.245
December	0.270	0.249
<b>2025</b>		
January	0.270	0.255
February	0.285	0.260
March	0.295	0.270
April	0.290	0.250
May (up to and including the Latest Practicable Date)	0.295	0.280

## 8. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have confirmed that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and the regulations set out in the Memorandum and the Articles of Association.

The Directors have confirmed that neither the explanatory statement set out in Appendix II to this circular nor the proposed share repurchase has unusual features.

#### **9.      TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, BII HK was interested in 1,157,634,900 Shares representing approximately 55.20% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of BII HK would be increased to approximately 61.33% of the issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **10.    REPURCHASE MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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# 京投轨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)**

Notice is hereby given that the Annual General Meeting of BII Railway Transportation Technology Holdings Company Limited (the “**Company**”) will be held in physical form at the Conference Room, 15/F, Tower 2, Fusheng Building, No. 4 Huixin East Street, Chaoyang District, Beijing, the PRC on Thursday, 19 June 2025 at 3:00 p.m. for the following purposes:

### AS ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2024.
2. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:  
  
“**THAT** a final dividend of HK\$0.024 per share for the year ended 31 December 2024 be declared and paid entirely out of the share premium account of the Company.”
3.
  - (a) To re-elect Mr. Liu Yu as an executive director of the Company.
  - (b) To re-elect Ms. Zhao Jingyuan as an executive director of the Company.
  - (c) To re-elect Mr. Ren Yuhang as a non-executive director of the Company.
  - (d) To re-elect Ms. Sun Fang as a non-executive director of the Company.
  - (e) To re-elect Mr. Fang Zhiwei as a non-executive director of the Company.
  - (f) To re-elect Ms. Ng Wing Yan Claudia as an independent non-executive director of the Company.
  - (g) To authorise the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as independent auditors of the Company and to authorise the board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options and to sell and/or transfer Shares out of treasury that are held as treasury shares which might require the exercise of such powers during or after

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## NOTICE OF ANNUAL GENERAL MEETING

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the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued, and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares (including the sale and/or transfer of any Shares out of treasury and are held as treasury shares) in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or



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## NOTICE OF ANNUAL GENERAL MEETING

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obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Hong Kong, 29 May 2025

*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or, if holding two or more shares of the Company, more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands, every shareholder of the Company who is present in person (or being a corporation, is present by a duly authorised representative), shall have one vote provided that where a proxy or more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such person shall have one vote on a show of hands. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder being a corporation, by a duly authorised representative shall be entitled to one vote for each share held by him/her.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 17 June 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 16 June 2025 to Thursday, 19 June 2025, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 June 2025 (Hong Kong time).
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders of the Company at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 25 June 2025 to Friday, 27 June 2025, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 June 2025 (Hong Kong time).
6. Where gale warning (orange typhoon warning or above), rainstorm warning (orange rainstorm warning or above), extreme weather conditions or other similar event is or are in force at 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on its website ([www.biitt.cn](http://www.biitt.cn)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the postponed meeting.