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越秀交通基建有限公司

Yuexiu Transport Infrastructure Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 01052)

**SUPPLEMENTAL AGREEMENT
EXTENSION OF TIME FOR FULFILMENT OF CONDITIONS FOR
COMPLETION OF THE DISPOSAL OF MINORITY INTEREST
IN A PRC COMPANY**

The Board hereby announces that the Vendor and the Purchaser has entered into the Supplemental Agreement pursuant to which, the parties agreed to extend the period for the fulfilment of the Conditions to the completion of the Agreement from 6 months to 12 months.

Unless otherwise defined in this announcement or the context requires otherwise, capitalized terms used in the announcement of the Company dated 7 November 2012 (“**November Announcement**”) have the same meaning when used in this announcement.

1. BACKGROUND

Reference is made to the November Announcement pursuant to which it was announced, among other things, that:

- (a) the Vendor and the Purchaser has entered into the Agreement under which the Vendor has agreed to sell, and the Purchaser has agreed to purchase, 4.04% of the equity interest in GZ Securities for the consideration of RMB201,543,200;
- (b) one of the conditions precedent to the completion of the Agreement is the Disposal having been approved by competent PRC governmental and/or regulatory authorities including without limitation the China Securities Regulatory Commission (中國證券監督管理委員會) and/or the Guangdong Bureau of the China Securities Regulatory Commission* (中國證券監督管理委員會廣東監管局) (“**Regulatory Condition**”); and
- (c) all the Conditions must be fulfilled (or waived, if applicable) within 6 months after the date of the Agreement.

2. SUPPLEMENTAL AGREEMENT

The Board hereby announces that on 22 April 2013, the Vendor and the Purchaser entered into a supplemental Agreement (“**Supplemental Agreement**”) pursuant to which, it was agreed that the period for the fulfilment of the Conditions be changed from “within 6 months after the date of the Agreement” to “within 12 months after the date of the Agreement”.

Save and except the extension of the period for the fulfilment of the Conditions as described above, all the terms and conditions of the Agreement remain unchanged. After such extension, the period for the fulfilment of the Conditions will expire on 6 November 2013.

3. REASONS FOR ENTRY INTO OF THE SUPPLEMENTAL AGREEMENT

It has taken longer time than expected to fulfil the Regulatory Condition and the parties anticipated that the Regulatory Condition cannot be fulfilled within the original 6 months’ period contemplated by the Agreement which will expire on 6 May 2013. For these reasons, the Vendor and the Purchaser entered into the Supplemental Agreement to extend the period for the fulfilment of the Conditions. After such extension, more time will be available for the fulfilment of the Conditions.

Having taken into account the above reasons and benefits, the Directors (including the independent non-executive Directors) consider that the terms of the Supplemental Agreement are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

By Order of the Board
Yuexiu Transport Infrastructure Limited
Zhang Zhaoxing
Chairman

Hong Kong, 22 April 2013

As at the date of this announcement, the Board comprises:

Executive Directors: ZHANG Zhaoxing (Chairman), LIANG Youpan, LI Xinmin,
LIANG Ningguang, WANG Shuhui and QIAN Shangning

Independent Non-executive Directors: FUNG Ka Pun, LAU Hon Chuen Ambrose and CHEUNG Doi Shu

** For identification purpose only*