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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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO BANK DEPOSITS

On 29 October 2014, the Company and CHB entered into the Master Agreement pursuant to which the Group may, in its ordinary and usual course of business, place and maintain Bank Deposits with CHB on normal commercial terms from time to time.

As CHB is a subsidiary of YXE, the controlling shareholder of the Company, CHB is a connected person of the Company. The Bank Deposits maintained by the Group with CHB therefore constitute continuing connected transactions of the Company. As all of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) for such continuing connected transactions exceeds 0.1% but are below 5%, they are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BANK DEPOSITS WITH CHB

On 29 October 2014, the Company entered into the Master Agreement pursuant to which the Group may, in its ordinary and usual course of business, place and maintain Bank Deposits with CHB on normal commercial terms from time to time during the term of the Master Agreement.

Pursuant to the Master Agreement, the placing and maintenance of any Bank Deposits shall be subject to the standard terms and conditions of CHB applicable to institutional clients similar to the Group from time to time.

The Master Agreement provides that the interest rates applicable to any Bank Deposits shall from time to time be determined based on prevailing market rates, and standard bank charges applicable to any relevant accounts and transactions with CHB shall apply to any related services provided by CHB.

Standard Documentation, in such form acceptable to CHB and the Company, may further be entered into between the relevant members of the Group and CHB in order to give effect to, or facilitate, the transactions contemplated under the Master Agreement.

Duration of the Master Agreement

The term of the Master Agreement shall commence on the date of the Master Agreement and shall continue up to and including 31 December 2016. Subject to compliance with the Listing Rules, upon the expiration of such initial term, the Master Agreement may be renewed by the Company and CHB by agreement in writing.

Annual caps

The Master Agreement further provides that for the term of the Master Agreement, i.e. the period from the date of the Master Agreement up to 31 December 2014 and the two years ending 31 December 2015 and 31 December 2016, respectively, the aggregate maximum balance of the Bank Deposits on any given day shall not exceed HK\$200 million.

In determining the above cap, the Directors have taken into account factors including the treasury policy and business needs of the Group and the counterparty limits for CHB.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Group is principally engaged in investment in, operation and management of toll expressways and bridges in Guangdong Province and other high-growth provinces in the PRC. The Group has to maintain deposits and other bank balances with financial institutions in Hong Kong and the PRC from time to time as part of its treasury activities and in order to satisfy its business needs in the ordinary and usual course of business. The Directors consider that CHB, as one of the most reputable and long-established authorized institutions in Hong Kong, is able to provide different banking and related services in support of the Group's business and treasury activities in the long term.

The transactions between the Group and CHB, as contemplated under the Master Agreement, will be conducted on normal commercial terms and in a manner similar to other comparable transactions that Group entered into with other independent financial institutions in Hong Kong and the PRC.

For the above reasons, the Directors (including the independent non-executive Directors) are of the view that the Master Agreement has been entered into on normal commercial terms and in the ordinary and usual course of the Group's business, and that the transactions contemplated thereunder (together with the relevant annual caps) are fair and reasonable and in the interests of the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS FOR THE MASTER AGREEMENT

As CHB is a subsidiary of YXE, the controlling shareholder of the Company, CHB is a connected person of the Company. The Bank Deposits maintained by the Group with CHB therefore constitute continuing connected transactions of the Company. As all of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) for such continuing connected transactions exceeds 0.1% but are below 5%, they are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INFORMATION OF THE COMPANY AND CHB

The Company

The Company is incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01052). The Group is principally engaged in investment in, operation and management of toll expressways and bridges in Guangdong Province and other high-growth provinces in the PRC. The Group has also invested in a terminal project located in the Chishuixu operation area of the Wuzhou City, Guangxi Zhuang Autonomous Region, the PRC.

CHB

CHB is incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01111). CHB and its subsidiaries are principally engaged in the provision of banking and related financial services.

DEFINITIONS

In the announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Bank Deposits”	deposits of whatever duration and nature and any other bank balances maintained by the Group (or any member of the Group) with CHB from time to time
“Board”	the board of Directors
“CHB”	Chong Hing Bank Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01111)
“Company”	Yuexiu Transport Infrastructure Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01052)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Standard Documentation”	any standard documentation, as prescribed by CHB in compliance with applicable legal and regulatory requirements and in accordance with usual banking practices in Hong Kong, applicable to the transactions contemplated under the Master Agreement

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary” has the meaning ascribed to it under the Listing Rules

“YXE” Yue Xiu Enterprises (Holdings) Limited, a limited company incorporated under the laws of Hong Kong and the controlling shareholder of each of the Company and CHB

By Order of the Board
Yu Tat Fung
Company Secretary

Hong Kong, 29 October 2014

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

Executive Directors: *ZHU Chunxiu (Chairman), LIANG Youpan, HE Baiqing and QIAN Shangning*

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