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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)

**PROPOSED ISSUE OF
EURO 200,000,000 1.625% GUARANTEED NOTES DUE 2018
UNDER THE US\$1,000,000,000
GUARANTEED MEDIUM TERM NOTE PROGRAMME**

This announcement is made pursuant to Rules 13.18 of the Listing Rules.

Reference is made to the Announcement of the Company dated 24 April 2015 in relation to the Programme.

The Board wishes to announce that on 29 April 2015, the Issuer (a wholly-owned subsidiary of the Company), the Company, the Joint Lead Managers and Yue Xiu Securities entered into the Subscription Agreement, and the Issuer and the Company have executed the pricing supplement, pursuant to which the Joint Lead Managers have agreed severally and not jointly to subscribe for the aggregate

principal amount of Euro 200,000,000 1.625% guaranteed Notes due 2018 and to pay for the net subscription monies for the Proposed Issue Notes. The Proposed Issue Notes will be issued at 99.782% of their aggregate nominal amount. The net proceeds of the issuance of Proposed Issue Notes are expected to be approximately Euro 198,081,982, and are intended to be used by the Company for general corporate purposes.

The Proposed Issue Notes will be offered and issued only to professional investors within the definition of “professional investor” under the SFO. Application will be made for the admission of the Proposed Issue Notes to the Official List and to trading on the Global Exchange Market of the Irish Stock Exchange.

Completion of the Subscription Agreement is subject to the satisfaction, or waiver, of the conditions precedent in the agreement. In addition, the Subscription Agreement may be terminated under certain circumstances. As the Subscription Agreement may or may not be completed and the issuance of the Proposed Issue Notes may or may not proceed, shareholders of the Company and prospective investors are reminded to exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to Rules 13.18 of the Listing Rules.

Reference is made to the announcement dated 24 April 2015 made by Yuexiu Transport Infrastructure Limited (the “**Company**”) regarding the establishment and proposed listing of the US\$1,000,000,000 Guaranteed Medium Term Note Programme. Unless otherwise stated, terms defined in that announcement shall have the same meaning when used herein.

SUBSCRIPTION AGREEMENT

Date: 29 April 2015

Parties:

- (1) the Issuer
- (2) the Company
- (3) Bank of China Limited, Bank of China (Hong Kong) Limited, BOCI Asia Limited, The Hongkong and Shanghai Banking Corporation Limited, J.P. Morgan Securities plc and Nomura International plc as joint lead managers and joint bookrunners (collectively, the “**Joint Lead Managers**”) and Yue Xiu Securities Company Limited (“**Yue Xiu Securities**”) as co-manager

Subject to and in accordance with the provisions of the subscription agreement as described above (the “**Subscription Agreement**”), the Joint Lead Managers have agreed severally and not jointly to subscribe for the aggregate principal amount of Euro 200,000,000 1.625% guaranteed Notes due 2018 (the “**Proposed Issue Notes**”) under the Programme and to pay for the net subscription monies for the Proposed Issue Notes. The Issuer has agreed to issue the Proposed Issue Notes on 7 May 2015 (the “**Issue Date**”) to the Joint Lead Managers (or as the Joint Lead Managers may direct). The Proposed Issue Notes will be issued at 99.782% of their aggregate nominal amount.

The Issuer, failing whom the Company, has agreed to pay, to each Joint Lead Manager a combined management and underwriting commission and certain of their expenses in connection with the issue of the Proposed Issue Notes. Such commission(s) will be deducted by the Joint Lead Managers from the subscription monies prior to payment to the Issuer. After receiving such payment, the Issuer, failing whom the Company, will reimburse the Joint Lead Managers for their expenses in connection with the issue of the Proposed Issue Notes.

The Proposed Issue Notes will be offered and issued only to professional investors within the definition of “professional investor” under the SFO. The Proposed Issue Notes will be offered and sold only outside the US in reliance on Regulation S under the Securities Act.

Conditions Precedent in the Subscription Agreement

The obligations of the Joint Lead Managers to subscribe and pay for the Proposed Issue Notes are conditional upon, among other things:

- (a) the Issuer and the Company having performed all of their respective obligations under the Dealer Agreement to be performed on or before the Issue Date of the Proposed Issue Notes and upon the accuracy, on the Issue Date of the Proposed Issue Notes, of the representations and warranties of the Issuer and the Company; and
- (b) the confirmations from Moody’s Investors Service Inc., Standard & Poor’s Ratings Services, a division of the McGraw-Hill Financial, Inc. and Fitch Ratings Ltd. that they have assigned the rating of Baa2, BBB- and BBB- to the Proposed Issue Notes respectively.

PRICING SUPPLEMENT

The Issuer and the Company have executed the pricing supplement dated 29 April 2015 recording the final terms of the Proposed Issue Notes.

A summary of the principal terms of the Proposed Issue Notes is as follows:

Issuer:	FAMOUS KIND INTERNATIONAL LIMITED, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company.
Guarantor:	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)
Aggregate nominal amount:	Euro 200,000,000
Issue price:	99.782% of the aggregate nominal amount
Net proceeds:	Approximately Euro 198,081,982
Issue date and interest commencement date:	7 May 2015
Interest payment date:	7 May in each year (up to and including the maturity date)
Maturity date:	7 May 2018
Interest:	1.625% per annum, payable annually in arrear
Redemption amount:	100% of the aggregate nominal amount
Ratings:	The Notes are expected to be rated “Baa2” by Moody’s Investors Service Inc., “BBB-” by Standard & Poor’s Ratings Services, a division of the McGraw-Hill Financial, Inc. and “BBB-” by Fitch Ratings Ltd. These ratings are only correct as at the date of this announcement.

Listing: Application will be made for the admission of the Proposed Issue Notes to the Official List and trading on the Global Exchange Market of The Irish Stock Exchange plc (the “**Irish Stock Exchange**”). The admission of the Proposed Issue Notes to the Official List and to trading on the Global Exchange Market of the Irish Stock Exchange is expected to become effective on or about 8 May 2015.

REDEMPTION RIGHTS

The holders of the Proposed Issue Notes (the “**Noteholders**”) are entitled to certain redemption rights under the terms and conditions of the Programme (the “**Terms and Conditions**”) contained in the offering circular of the Issuer dated 24 April 2015, including (among others) the Change of Control Put Option (as defined below).

Following the occurrence of a Change of Control (as defined in the Terms and Conditions), the holder of each such Note will have the right at such holder’s option (a “**Change of Control Put Option**”) to require the Issuer to redeem all, and not some only, of such holder’s Notes at a price equal to 101% of their principal amount.

A “**Change of Control**” occurs when:

- (i) Guangzhou Municipal People’s Government, Guangzhou Yuexiu Holdings Limited (“**GZ Yuexiu**”) or their respective successors cease to have, either directly or indirectly or as the beneficiary of a trust, acting individually or together, Control of the Company;
- (ii) any person or persons (other than the Permitted Holders), acting together, acquires directly or indirectly, Control of the Company; or
- (iii) the Company consolidates with or merges into or sells or transfers all or substantially all of the Company’s assets to any other person or persons (other than the Permitted Holders), acting together, if such consolidation, merger, sale or transfer will result in the Permitted Holders ceasing to Control the Company or the successor entity.

“**Control**” means the acquisition or control of more than 35% of the voting rights of the issued share capital of a company or the right to appoint and/or remove all or the majority of the members of such company’s board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“Permitted Holders” means Guangzhou Municipal People’s Government, Guangzhou State-owned Assets Supervision and Administration, GZ Yuexiu or its subsidiaries or the directors of any of the aforementioned entities.

Accordingly, the condition described above imposes obligations on GZ Yuexiu to maintain a minimum holding in the shares of the Company, which constitutes specific performance obligations on a controlling shareholder, the breach of which would entitle the Noteholders to exercise their Change of Control Put Options pursuant to the Terms and Conditions.

The aggregate amount of Notes that may be affected if the Noteholders exercise their Change of Control Put Options is Euro 200,000,000, being the aggregate nominal amount of the Proposed Issue Notes.

USE OF PROCEEDS

The net proceeds of the issuance of Proposed Issue Notes are expected to be approximately Euro 198,081,982, and are intended to be used by the Company for general corporate purposes.

By Order of the Board
Yuexiu Transport Infrastructure Limited
Yu Tat Fung
Company Secretary

Hong Kong, 30 April 2015

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