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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)**

### **VOLUNTARY ANNOUNCEMENT APPROVAL FOR THE PUBLIC ISSUE OF CORPORATE BONDS IN THE PRC**

This is a voluntary announcement made by Yuexiu Transport Infrastructure Limited (“**Company**”).

The board (“**Board**”) of directors of the Company is pleased to announce that the Company has received the Approval Document Zheng Jian Xu Ke No. [2016] 522 from the China Securities Regulatory Commission\* (中國證券監督管理委員會) on 16 March 2016, approving the application of the Company for a public issue of corporate bonds in an aggregate principal amount of up to RMB1,000,000,000 (“**Corporate Bonds**”) to qualified investors in Mainland China.

Each of the Company and the Corporate Bonds has received a credit rating of “AAA” from a credit rating agency, China Chengxin Credit Rating Co., Ltd.\* (中誠信證券評估有限公司).

The Company will commence marketing of the Corporate Bonds depending on the market condition, and will determine the coupon rate of the Corporate Bonds after consultation with the lead underwriter, Guangzhou Securities Co., Ltd. \* (廣州證券股份有限公司) (“**GZ Securities**”), and vice lead underwriter, Morgan Stanley Huaxin Securities Co., Ltd.\* (摩根士丹利華鑫證券有限責任公司) (“**Morgan Huaxin Securities**”), after book-building.

The Corporate Bonds are proposed to be listed on the Shanghai Stock Exchange (上海證券交易所). As one of the first batch of offshore incorporated non-financial companies permitted the public issue of corporate bonds in Mainland China, the Board believes that the PRC market provides a diversified funding channel of the Company for optimizing the Company's debt structure.

### **Listing Rules Implication**

GZ Securities is a non wholly-owned subsidiary of Guangzhou Yue Xiu Holdings Limited\* (廣州越秀集團有限公司), which is the controlling shareholder of the Company, and therefore GZ Securities is a connected person of the Company. Accordingly, the underwriting agreement entered into among the Company, GZ Securities and Morgan Huaxin Securities ("**Underwriting Agreement**") constitutes a connected transaction of the Company under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**").

The rate of the underwriting commission payable by Company to GZ Securities and Morgan Huaxin Securities has been determined after arm's length negotiation among the parties and is in line with prevailing normal commercial terms. Based on the aggregate principal amount of the Corporate Bonds of up to RMB1,000,000,000, GZ Securities may receive a maximum underwriting commission of up to RMB2,100,000 from the Company. As each of the applicable percentage ratio (other than the profits ratio) as calculated in accordance with Chapter 14 of the Listing Rules in respect of the maximum underwriting commission payable by the Company to GZ Securities pursuant to the Underwriting Agreement is less than 0.1%, the transaction contemplated under the Underwriting Agreement qualifies as a de minimis transaction under Rule 14A.76(1)(a) of the Listing Rules and is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

**The proposed issue of the Corporate Bonds is subject to a number of conditions and may or may not proceed. Shareholders of the Company and potential investors should exercise caution when dealing in or investing in the shares of the Company.**

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

Hong Kong, 16 March 2016

*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