



# 越秀交通基建有限公司

## Yuexiu Transport Infrastructure Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 01052)

### Proxy Form for Special General Meeting

I/We <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note 3)</sup> ordinary shares of HK\$0.10 each  
(the “Shares”) of Yuexiu Transport Infrastructure Limited (“Company”) hereby appoint <sup>(note 4)</sup> the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note 5)</sup> at the special general meeting of the Company (the “Meeting”) to be held at Plaza I-IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Tuesday, 5 November 2019 at 10:30 a.m. and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolution as set out below.

ORDINARY RESOLUTION	FOR <sup>(note 6)</sup>	AGAINST <sup>(note 6)</sup>
<p>“THAT:</p> <p>(a) the agreement dated 12 September 2019 and entered into between Guangzhou Yue Xiu Enterprises (Holding) Limited* (廣州越秀企業集團有限公司) (“Vendor”) and Guangzhou Yueda Investment Company Limited* (廣州越達投資有限責任公司) (“Purchaser”), pursuant to which, among other things, the Vendor shall sell and the Purchaser shall purchase (i) 100% of the equity interests in Yuexiu (Hubei) Expressway Company Limited* (越秀(湖北)高速公路有限公司) (“YXHB”); (ii) 38.5% of the equity interest in Hancui Expressway Company Limited of Hubei Province* (湖北省漢蔡高速公路有限公司); and (iii) all the rights, benefits and title of and in the entire shareholder’s loan owed by YXHB to the Vendor from 20 March 2019 under the Previous Loan Facility, the principal amount of which is RMB4,654,503,531.78 together with the interest accrued thereon at the interest rate of 6.5% per annum (a copy of the aforesaid agreement has been produced before the Meeting, marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) and the transactions provided or contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and</p> <p>(b) any one or more Directors be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as he/they may in his/their absolute discretion consider to be necessary or expedient to implement or give effect to or otherwise in connection with or incidental to the agreement set out in paragraph (a) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/their opinion, in the interests of the Company and its shareholders.”</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2019

Shareholder’s signature \_\_\_\_\_ <sup>(notes 7, 8 and 9)</sup>

**Notes:**

- Unless the context otherwise requires, capitalised terms used in this proxy form have the same meanings as defined in the circular of the Company dated 17 October 2019 and to which this proxy form relates.
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided.
- The proxy does not need to be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or any adjourned meeting thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or adjourned meeting thereof in person should you so wish and, in such event, this form of proxy shall be deemed to have been revoked.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Abacus Limited at the above address.