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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Yuexiu Transport Infrastructure Limited (“Company”) will 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. to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 17 October 2019 (the “Circular”) to which this notice forms part.

ORDINARY RESOLUTION

“**THAT:**

- (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 interests 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

- (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.”

By order of the Board
Yuexiu Transport Infrastructure Limited
YU Tat Fung
Company Secretary

Hong Kong, 17 October 2019

Notes:

1. The register of members of the Company will be closed from Friday, 1 November 2019 to Tuesday, 5 November 2019, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining the shareholders' eligibility to participate in the SGM to be held on Tuesday, 5 November 2019, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 31 October 2019.
2. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy does not need to be a member of the Company.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of 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 for holding the meeting or any adjourned meeting thereof.

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

Executive Directors : *LI Feng (Chairman), HE Baiqing and CHEN Jing*

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