

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company and its subsidiaries in Hong Kong or elsewhere.*



# 越秀交通基建有限公司

## Yuexiu Transport Infrastructure Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 01052)**

**Financial advisers to the Company**



### **DISCLOSEABLE TRANSACTION IN RELATION TO THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE REIT ON THE SHENZHEN STOCK EXCHANGE**

**AND**

### **DETERMINATION OF THE FINAL OFFER PRICE**

References are made to the announcements of the Company dated 3 May 2020, 14 October 2021, 17 October 2021 and 14 November 2021 (the “**Announcements**”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

### **UPDATE ON THE PUBLIC OFFERING**

The final offer price of the REIT was determined at RMB7.100 per Unit (the “**Final Offer Price**”) on 22 November 2021. Based on the Final Offer Price, the total amount of gross proceeds from the Public Offering was approximately RMB2,130 million (the “**Public Offering Proceeds**”).

## **BASIS OF CONSIDERATION OF THE PROJECT COMPANY TRANSFER**

As disclosed in the announcement dated 14 November 2021, the consideration of the Project Company Transfer (the “**Consideration**”) shall be equal to the Public Offering Proceeds minus the initial fees incurred in relation to the SPV, the Public Fund and the ABS Scheme as well as expenses incurred for the Proposed Spin-off transaction (including but not limited to stamp duty). Accordingly, the Consideration is approximately RMB2,128.5 million.

The Project Company Transfer is one component of a series of reorganization steps of the Proposed Spin-off which will take place upon completion of the Public Offering.

The Company (through YXT China) will, at the Final Offer Price, subscribe for such number of Units as will represent 30% of the Units in issue at the time of completion of the Proposed Listing. Upon completion of the Proposed Spin-off, the Company will effectively own a 30% interest in the Public Fund.

## **FINANCIAL EFFECTS OF THE PROPOSED SPIN-OFF**

Following the completion of the Proposed Spin-off, the Project Company will no longer be a subsidiary of the Company and the accounts of the Project Company will cease to be consolidated into the accounts of the Company.

It is estimated that the Company will record a gain on disposal from the Proposed Spin-off (before costs, expenses and taxes relating to the Proposed Spin-off) of approximately RMB960.3 million or RMB989.3 million, by reference to the differences between the Consideration and the carrying value of the Project Company in the unaudited consolidated financial statements of the Company as at 30 June 2021 of approximately RMB1,168.2 million and the carrying value of the Project Company in the audited consolidated financial statements of the Company as at 31 December 2020 of approximately RMB1,139.2 million, respectively.

Furthermore, the Company expects that costs, expenses and taxes relating to the Proposed Spin-off will also be incurred in the financial year ending 31 December 2021.

The actual gain on disposal (before costs, expenses and taxes) arising from the Proposed Spin-off will be subject to audit, and will be calculated based on the carrying value of the Project Company as at the date of completion of the Proposed Spin-off, and therefore may be different from the above estimated amount.

The Company will disclose the amount of net proceeds (being the proceeds received from the REIT after deduction of payment of taxes and subscription monies payable by the Company for the subscription of 30% of the Units in issue at the time of completion of the Proposed Listing) upon the final adjudication by the tax authorities in the PRC.

## **LISTING RULES IMPLICATIONS**

Upon completion of the Proposed Spin-off, the interests of the Company in the Project Company will be effectively reduced from 100% to 30%. The Proposed Spin-off constitutes a disposal by the Company of its 70% equity interest in the Project Company. The highest applicable percentage ratio in relation to the Proposed Spin-off calculated pursuant to Rule 14.07 of the Listing Rules is more than 5% but less than 25%, as such the Proposed Spin-off constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**Shareholders and potential investors should note that the Proposed Listing is subject to, among other things, the prevailing market conditions. Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Public Offering will complete. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 22 November 2021

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

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

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