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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 (the “**SGM**”) of Yuexiu Transport Infrastructure Limited (the “**Company**”) will be held at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 18 November 2022 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 2 November 2022 to which this notice forms part.

ORDINARY RESOLUTION

“**THAT:**

- (a) the agreement dated 17 October 2022 and entered into between Guangzhou Yue Xiu Holdings Limited* (廣州越秀集團股份有限公司) (“**Vendor**”) and Yuexiu (China) Transport Infrastructure Investment Company Limited* (越秀(中國)交通基建投資有限公司) (“**Purchaser**”), pursuant to which, among other things, the Vendor shall sell and the Purchaser shall purchase 100% of the equity interest in Henan Yuexiu Lanwei Expressway Company Limited* (河南越秀蘭尉高速公路有限公司) at the consideration of RMB1,098,000,000 (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, 2 November 2022

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. To be valid, a 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 Tricor Abacus Limited, the Company's Hong Kong branch share registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting (or adjourned meeting thereof).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
6. The register of members of the Company will be closed from Wednesday, 16 November 2022 to Friday, 18 November 2022, both days inclusive, during which period no transfer of Shares will be registered. The record date for ascertaining shareholders' entitlement to attend and vote at the SGM will be Friday, 18 November 2022. For the purpose of ascertaining the shareholders' eligibility to participate in the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged for registration with Tricor Abacus Limited, the Company's Hong Kong branch share registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Tuesday, 15 November 2022.
7. In consideration of the continuing risk posed by the coronavirus disease (COVID-19) and to manage the potential health risks of persons attending the SGM, the Company will implement certain precautionary measures at the SGM. For further details, please refer to the circular of the Company dated 2 November 2022.

As at the date of this notice, 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*