
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yuexiu Transport Infrastructure Limited (“**Company**”), you should at once hand this supplemental circular, and the accompanying second form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 9 MARCH 2016
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 9 March 2016 in relation to, among other things, the general mandates to issue new shares and buy back shares and the proposed re-election of directors.

A supplemental notice convening the annual general meeting to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 19 May 2016 at 10:30 a.m. is set out in this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed second form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting thereof).

18 April 2016

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LETTER FROM THE BOARD



越秀交通基建有限公司
Yuexiu Transport Infrastructure Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 01052)

Executive Directors:

Zhu Chunxiu (*Chairman*)

Liu Yongjie

He Baiqing

Qian Shangning

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-Executive Directors

Fung Ka Pun

Lau Hon Chuen Ambrose

Cheung Doi Shu

*Head office and principal place of
business:*

23rd Floor

Yue Xiu Building

160 Lockhart Road

Wanchai

Hong Kong

18 April 2016

To the Shareholder(s)

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 9 MARCH 2016
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

On 1 April 2016, the board of directors of the Company announced the retirement of Mr. Liang Youpan as an executive director and a Deputy Chairman of the Company, and the appointment of his successor Mr. Liu Yongjie to fill the vacated roles (“**Announcement**”). As stated in the Announcement, Mr. Liu will hold such positions until the Company’s upcoming annual general meeting on 19 May 2016 (“**2016 AGM**”) at which time he will retire and be eligible for re-election by the shareholders of the Company.

The purpose of this supplemental circular is to provide you with information on the resolution to approve the re-election of Mr. Liu Yongjie as an executive director of the Company at the upcoming 2016 AGM originally convened pursuant to the Company’s circular dated 9 March 2016 (“**Circular**”). This supplemental circular (“**Supplemental Circular**”) should be read together with the Circular

LETTER FROM THE BOARD

which contains, among other things, details of the other resolutions to be considered by the Shareholders at the 2016 AGM (being the proposed general mandates to issue new shares and buy back shares and the proposed re-election of Messrs Zhu Chunxiu, He Baiqing and Cheung Doi Shu as Directors). Unless otherwise defined, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

2. PROPOSED RE-ELECTION OF DIRECTOR

Mr. Liu Yongjie will retire at the 2016 AGM in accordance with the Bye-Laws and, being eligible, will offer himself for re-election at the 2016 AGM. His personal details, which are required to be disclosed by the Listing Rules, are set out below.

Mr. Liu, aged 58, was appointed as an executive director and a Deputy Chairman of the Company on 1 April 2016. Mr. Liu is also currently a deputy general manager of Guangzhou Yue Xiu Holdings Limited, the ultimate holding company of the Company, and Yue Xiu Enterprise (Holdings) Limited. He was previously an executive director of the Company from August 2009 to June 2011.

Just prior to his appointment as an executive director and a Deputy Chairman of the Company, Mr. Liu was also an executive director, chairman and responsible officer of Yuexiu REIT Asset Management, being the manager of Yuexiu Real Estate Investment Trust which is a collective investment scheme listed on the Stock Exchange (Stock Code: 405). Mr. Liu was also a director and deputy general manager of Guangzhou City Construction & Development Co. Ltd., where he was responsible for strategic planning in property development, property management, promotional campaigns, asset acquisition and asset enhancement. Mr. Liu has more than 20 years of experience in property investment, project planning and management. Prior to joining the property department of Guangzhou City Construction & Development Co. Ltd., Mr. Liu was an assistant to the director of, and a research fellow in economic studies in, the Economic Research Centre in Guangzhou.

Mr. Liu graduated from the University of Hubei (formerly known as Wuhan Teachers' College) in China with a major in science and obtained an Executive Master degree of Business Administration from Honolulu University.

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (each as defined in the Listing Rules), and Mr. Liu has not held directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the past three years preceding the date of this Supplemental Circular. As at the date of this Supplemental Circular, Mr. Liu has a personal interest of 11,650 shares of the Company within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. Liu and he will be subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Bye-Laws. Mr. Liu is entitled to receive a salary of HK\$720,000 per annum from the Company. In addition, Mr. Liu is entitled to a discretionary bonus to be determined with reference to his job responsibilities and the performance and profitability of the Company and its subsidiaries.

LETTER FROM THE BOARD

Save as disclosed above, there is no other matter in connection with Mr. Liu's re-election that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

3. SUPPLEMENTAL DOCUMENTS

As set out in the Circular, the 2016 AGM will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 19 May 2016 at 10:30 a.m. Given the 2016 AGM Notice and proxy form accompanying the Circular ("**First Form of Proxy**") do not contain the proposed resolution in relation to the proposed re-election of Mr. Liu: (i) a supplemental notice of annual general meeting ("**Supplemental 2016 AGM Notice**") is set out in Appendix I to this Supplemental Circular; and (ii) a second form of proxy has been prepared and is enclosed with this Supplemental Circular ("**Second Form of Proxy**").

Both the Supplemental 2016 AGM Notice and the Second Form of Proxy are published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.yuexiutransportinfrastructure.com>) and contain the proposed resolution for the proposed re-election of Mr. Liu.

4. SECOND FORM OF PROXY

Whether or not you are able to attend the 2016 AGM, you are requested to complete and return the enclosed Second Form of Proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Abacus Limited ("**Share Registrar**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2016 AGM or any adjourned meeting thereof ("**Closing Time**"). Completion and return of the Second Form of Proxy will not preclude you from attending and voting at the 2016 AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the 2016 AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:

- (a) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Mr. Liu as set out in the Supplemental 2016 AGM Notice and the Second Form of Proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.

LETTER FROM THE BOARD

- (b) if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders if correctly completed.
- (c) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the 2016 AGM, they will have to attend in person and vote at the 2016 AGM themselves.

5. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll.

6. RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Liu as an executive director of the Company at the 2016 AGM is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolution.

Yours faithfully,
For and on behalf of the board of directors of
Yuexiu Transport Infrastructure Limited
Zhu Chunxiu
Chairman



越秀交通基建有限公司

Yuexiu Transport Infrastructure Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 01052)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Yuexiu Transport Infrastructure Limited (“**Company**”) dated 9 March 2016 (“**Initial Notice**”), by which the Company convenes an annual general meeting to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 19 May 2016 at 10:30 a.m. (“**2016 AGM**”) and this supplemental notice shall be read together with the Initial Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions set out in the Initial Notice, the following resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“**Shareholders**”) at the 2016 AGM:

ORDINARY RESOLUTION

6. “To re-elect Mr. Liu Yongjie as an executive director of the Company.”

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

Hong Kong, 18 April 2016

Notes:

1. The register of members of the Company will be closed from Monday, 16 May 2016 to Thursday, 19 May 2016, 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 forthcoming annual general meeting of the Company to be held on 19 May 2016, 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on Friday, 13 May 2016.
2. The register of members of the Company will be closed from Wednesday, 25 May 2016 to Friday, 27 May 2016, both days inclusive, for the purpose of ascertaining the shareholders’ entitlement to the final dividend. In order to qualify for the final dividend, 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, no later than 4:30 p.m. on Tuesday, 24 May 2016.
3. A member entitled to attend and vote at the 2016 AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

4. 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 the Company's Hong Kong branch share registrar, Tricor Abacus Limited ("**Share Registrar**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof ("**Closing Time**").
5. Since the proxy form ("**First Form of Proxy**") sent together with the Initial Notice does not contain the proposed resolution for the proposed re-election of Mr. Liu set out in this supplemental notice, a second form of proxy ("**Second Form of Proxy**") has been prepared and is enclosed with the Company's supplemental circular of which this supplemental AGM notice forms part.
6. A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxies to attend the 2016 AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.
7. A Shareholder who has already lodged the First Form of Proxy with the Company should note that:
 - (i) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Mr. Liu as set out in this supplemental AGM notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
 - (ii) if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - (iii) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the 2016 AGM, they will have to attend in person and vote at the 2016 AGM themselves.