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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 26 MARCH 2018**  
**AND**  
**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Company dated 26 March 2018 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 I-IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 30 May 2018 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).

9 May 2018

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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)**

*Executive Directors:*

Zhu Chunxiu (*Chairman*)  
He Baiqing  
Li Feng  
Chen Jing

*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

9 May 2018

*To the Shareholder(s)*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR TO SHAREHOLDERS DATED 26 MARCH 2018  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

On 13 April 2018, the board of directors of the Company announced the resignation of Mr. Qian Shangning as an executive director of the Company, and the appointment of Mr. Li Feng and Ms. Chen Jing as executive directors of the Company (“**Announcement**”). As stated in the Announcement, Mr. Li Feng and Ms. Chen Jing will retire and be eligible for re-election in accordance with the Bye-Laws of the Company.

The purpose of this supplemental circular is to provide you with information on the resolutions to approve the re-election of Mr. Li Feng and Ms. Chen Jing as executive directors of the Company at the upcoming annual general meeting on 30 May 2018 (“**2018 AGM**”) originally convened pursuant to the Company’s circular dated 26 March 2018 (“**Circular**”). This supplemental circular (“**Supplemental Circular**”) should be read together with the Circular which contains, among other

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## LETTER FROM THE BOARD

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things, details of the other resolutions to be considered by the Shareholders at the 2018 AGM (being the proposed general mandates to issue new shares and buy back shares and the proposed re-election of Messrs 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 DIRECTORS

#### Mr. Li Feng

Mr. Li Feng will retire at the 2018 AGM in accordance with the Bye-Laws and, being eligible, will offer himself for re-election at the 2018 AGM. His personal details, which are required to be disclosed by the Listing Rules, are set out below.

Mr. Li, aged 49, is the chief capital officer of Guangzhou Yue Xiu Holdings Limited (“**Guangzhou Yue Xiu**”), the ultimate holding company of the Company, and Yue Xiu Enterprises (Holdings) Limited (“**Yue Xiu**”). He oversees the capital department, customer resource management and synergy department, and the information centre of Guangzhou Yue Xiu and Yue Xiu. He is mainly responsible for formulating and implementing major capital management plans, organizing and coordinating the investor relationship of the listed companies, optimizing and synergizing the customer resources, and enhancing the development of information technology system. Mr. Li is an executive director of Yuexiu Property Company Limited (“**Yuexiu Property**”) (Stock Code:123) and a director of Guangzhou City Construction & Development Co. Ltd. He is also a non-executive director of Yuexiu REIT Asset Management Limited (the manager of Yuexiu Real Estate Investment Trust (Stock Code: 405)), a non-executive director of Chong Hing Bank Limited (Stock Code: 1111) and a director of Guangzhou Yuexiu Financial Holdings Group Co., Ltd. (formerly known as “**Guangzhou Friendship Group Co., Ltd.**”), a company listed on the Shenzhen Stock Exchange (Shenzhen Stock Code: 987).

Mr. Li graduated from the Faculty of Naval Architecture and Ocean Engineering of South China University of Technology majoring in naval architecture, and obtained a master of business administration degree from Jinan University. He holds the qualification of a Senior Engineer in China and the certificate in Major Administrative Decision-Making and Argumentation (廣州市重大行政決策論證專家) conferred by the Guangzhou Municipal Government. Mr. Li joined Yue Xiu in December 2001 and has successively held positions in Guangzhou Yue Xiu and Yue Xiu including the assistant to general manager, assistant manager of corporate management department, assistant to general manager of supervision and auditing department, deputy general manager of capital department, and deputy general manager of Yue Xiu International Development Limited. Mr. Li is familiar with business of listed companies and the operations of capital markets. Since 2008, he has participated in all of the major capital operation projects of Guangzhou Yue Xiu and Yue Xiu. Before that, he was also involved in the successful listing of Yuexiu Real Estate Investment Trust, and has extensive practical experience in capital operations.

Save as disclosed above, Mr. Li has not held any directorships 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 announcement. He is also a director of certain substantial shareholders of the Company. Save as disclosed above, Mr. Li does not have any relationship with any other directors, senior management

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## LETTER FROM THE BOARD

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or substantial or controlling shareholders (each as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)) of the Company nor have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

There is no service agreement between the Company and Mr. Li. Mr. Li will retire and be eligible for re-election in accordance with the Bye-Laws of the Company.

Mr. Li is entitled to receive a salary of HK\$720,000 per annum from the Company. In addition, Mr Li 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.

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

### **Ms. Chen Jing**

Ms. Chen Jing will retire at the 2018 AGM in accordance with the Bye-Laws and, being eligible, will offer herself for re-election at the 2018 AGM. Her personal details, which are required to be disclosed by the Listing Rules, are set out below.

Ms. Chen, aged 46, is the chief financial officer and general manager of the finance department of Guangzhou Yue Xiu and Yue Xiu. Ms. Chen is an executive director and chief financial officer of Yuexiu Property and the chairman of the board of directors of Yue Xiu Securities Holdings Company Limited.

Ms. Chen graduated from the Xi’an Jiaotong University with a major in auditing, and holds a master of business administration degree from the School of Management and Economics of the Beijing Institute of Technology and the qualification of auditor and certified internal auditor. Ms. Chen joined Guangzhou Yue Xiu in July 2004 and was the deputy general manager of the supervisory (audit) office and the general manager of the audit department. Ms. Chen has participated in building a system to monitor the major risks of Guangzhou Yue Xiu. Ms. Chen is well versed in risk management and internal control management of listed companies and has extensive experience in establishing a sound system for risk management and internal control for enterprises. Prior to joining Guangzhou Yue Xiu, Ms. Chen worked in School of Business of Hubei University and Hisense Kelon Electrical Holdings Company Limited (formerly known as “Guangdong Kelon Electrical Holdings Company Limited”).

Save as disclosed above, Ms. Chen has not held any directorships 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 announcement. She is also a director of certain substantial shareholders of the Company. Save as disclosed above, Ms. Chen does not have any relationship with any other directors, senior management or substantial or controlling shareholders (each as defined in the Listing Rules) of the Company nor have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

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## LETTER FROM THE BOARD

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There is no service agreement between the Company and Ms. Chen. Ms. Chen will retire and be eligible for re-election in accordance with the Bye-Laws of the Company.

Ms. Chen is entitled to receive a salary of HK\$720,000 per annum from the Company. In addition, Ms. Chen is entitled to a discretionary bonus to be determined with reference to her job responsibilities and the performance and profitability of the Company and its subsidiaries.

Save as disclosed above, there is no other matter in connection with Ms. Chen's re-election that needs to be brought to the attention of the shareholders of the Company and there is no other information that is required to 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 2018 AGM will be held at Plaza I-IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 30 May 2018 at 10:30 a.m. Given the 2018 AGM Notice and proxy form accompanying the Circular ("**First Form of Proxy**") do not contain the proposed resolutions in relation to the proposed re-election of Mr. Li and Ms. Chen: (i) a supplemental notice of annual general meeting ("**Supplemental 2018 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 2018 AGM Notice and the Second Form of Proxy are published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.yuexiutransportinfrastructure.com>) and contain the proposed resolutions for the proposed re-election of Mr. Li and Ms. Chen.

### 4. SECOND FORM OF PROXY

Whether or not you are able to attend the 2018 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 2018 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 2018 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 2018 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

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## LETTER FROM THE BOARD

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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 resolutions for the proposed re-election of Mr. Li and Ms. Chen as set out in the Supplemental 2018 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 resolutions.

- (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 the 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 2018 AGM, they will have to attend in person and vote at the 2018 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. Li and Ms. Chen as executive directors of the Company at the 2018 AGM is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolutions.

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 26 March 2018 (“**Initial Notice**”), by which the Company convenes an annual general meeting to be held at Plaza I-IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 30 May 2018 at 10:30 a.m. (“**2018 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 resolutions will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“**Shareholders**”) at the 2018 AGM:

#### ORDINARY RESOLUTIONS

6. “To re-elect Mr. Li Feng as an executive director of the Company.”
7. “To re-elect Ms. Chen Jing as an executive director of the Company.”

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

Hong Kong, 9 May 2018



*Notes:*

1. The register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018, 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 Wednesday, 30 May 2018, 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 Thursday, 24 May 2018.
2. The register of members of the Company will be closed from Tuesday, 5 June 2018 to Thursday, 7 June 2018, 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 Monday, 4 June 2018.
3. A member entitled to attend and vote at the 2018 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 resolutions for the proposed re-election of Mr. Li Feng and Ms. Chen Jing 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 2018 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 resolutions for the proposed re-election of Mr. Li Feng and Ms. Chen Jing 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 resolutions.
  - (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 the 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 2018 AGM, they will have to attend in person and vote at the 2018 AGM themselves.