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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, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 11 October 2021 at 11:00 a.m. to consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolutions. Words and expressions that are not expressly defined in this notice of special general meeting shall bear the same meaning as those defined in the circular of the Company dated 20 September 2021 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. **“THAT** each of the following be and is hereby approved:
 - (a) the adoption of the Share Option Scheme (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) subject to and conditional upon the Listing Committee granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme;
 - (b) the Directors be and are hereby authorised to, subject to the applicable laws, rules and regulations:
 - (i) grant options to subscribe for the Shares in accordance with the rules of the Share Option Scheme;
 - (ii) allot, issue, and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the Share Option Scheme;
 - (iii) modify and/or amend the Share Option Scheme from time to time;
 - (iv) administer the Share Option Scheme generally;
 - (v) do all such acts and to enter into all such transactions, arrangements and agreements as the Directors in their sole discretion consider to be necessary or expedient in order to give full effect to the Share Option Scheme; and

- (vi) consent, if the Directors in their sole discretion consider to be necessary or expedient, to such conditions, alteration and/ or modification as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and
 - (c) the adoption of the Management Measures (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose); and
 - (d) the adoption of the Appraisal Measures (a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose); and
 - (e) the Directors be and are hereby authorised to, subject to the applicable laws, rules, regulations:
 - (i) modify and/or amend each of the Management Measures and the Appraisal Measures from time to time;
 - (ii) administer each of the Management Measures and the Appraisal Measures generally;
 - (iii) do all such acts and to enter into all such transactions, arrangements and agreements as the Directors in their sole discretion consider to be necessary or expedient in order to give full effect to each of the Management Measures and the Appraisal Measures; and
 - (iv) consent, if the Directors in their sole discretion consider to be necessary or expedient, to such conditions, alteration and/ or modification as may be required or imposed by the relevant authorities in relation to each of the Management Measures and the Appraisal Measures.”
2. **“THAT** subject to (i) the fulfillment of the Adoption Conditions; and (ii) the approval of the Initial Grant Proposal by Guangzhou SASAC having been obtained, each of the following be and is hereby approved:
- (a) the adoption of the Initial Grant Proposal and all the terms thereunder, including but not limited to the grant of an aggregate of 16,731,622 Options to those Incentive Targets referred to in the Initial Grant Proposal; and
 - (b) the Directors be and are hereby authorised to, subject to the applicable laws, rules and regulations to do all such acts and to enter into all such transactions, arrangements and agreements as the Directors in their sole discretion consider to be necessary or expedient in order to give full effect to the Initial Grant Proposal.”

3. “**THAT** Mr. Cai Minghua be re-elected as an executive Director and the Board be authorised to fix his remuneration.”

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

Hong Kong, 20 September 2021

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 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 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 Thursday, 7 October 2021 to Monday, 11 October 2021, 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 Meeting, 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 Wednesday, 6 October 2021.
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 20 September 2021.

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