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# 廣東粵運交通股份有限公司

**Guangdong Yueyun Transportation Company Limited\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03399)**

## **PROPOSED ELECTION OF MEMBERS OF THE EIGHTH SESSION OF THE BOARD; AND PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND INDEPENDENT SUPERVISORS OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE**

### **PROPOSED ELECTION OF MEMBERS OF THE EIGHTH SESSION OF THE BOARD**

Pursuant to the Articles of Association, the term of office of the Directors shall be three years and upon expiry of such term, the Directors shall be eligible to offer themselves for re-election and reappointment subject to the approval of the Shareholders of the Company at a general meeting. The seventh session of the Board of the Company has expired. In accordance with the Articles of Association, the Board is pleased to declare that:

- each of Mr. Guo Junfa, Mr. Zhu Fang, Mr. Huang Wenban, Mr. Su Huacai and Mr. Hu Xianhua has been nominated as an executive Director for the eighth session of the Board of the Company;
- each of Mr. Chen Min and Mr. Chen Chuxuan has been nominated as a non-executive Director for the eighth session of the Board of the Company; and
- each of Mr. Su Wujun, Ms. Huang Yuan, Mr. Shen Jialong and Mr. Zhang Xiangfa has been nominated as an independent non-executive Director for the eighth session of the Board of the Company.

Mr. Jin Wenzhou, Ms. Lu Zhenghua, Ms. Wen Huiying and Mr. Zhan Xiaotong, who are members of the seventh session of the Board, will retire from their office soon and will not stand for the re-election as the Directors of the eighth session of the Board.

## **PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND INDEPENDENT SUPERVISORS OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE**

Pursuant to the Articles of Association, the term of office of the Supervisors shall be three years and upon expiry of such term, the shareholder representative Supervisors and independent Supervisors shall be eligible to offer themselves for re-election and reappointment subject to the approval of the Shareholders of the Company at a general meeting. The seventh session of the Supervisory Committee of the Company has expired. In accordance with the Articles of Association, the Board is pleased to declare that:

- each of Mr. Zhou Yihua and Mr. Wang Qingwei has been nominated as a shareholder representative Supervisor for the eighth session of the Supervisory Committee of the Company; and
- each of Mr. Duan Xinhong and Ms. Meng Xue has been nominated as an independent Supervisor for the eighth session of the Supervisory Committee of the Company.

Mr. Dong Yihua and Mr. Lin Hai, who are members of the seventh session of the Supervisory Committee, will retire from their office soon and will not stand for re-election as a Supervisor of the eighth session of the Supervisory Committee.

A circular, containing details of the proposed election of the members of the eighth session of the Board and shareholder representative Supervisors and independent Supervisors of the eighth session of the Supervisory Committee, will be dispatched to the Shareholders as soon as practicable together with the notice of the 2022 First EGM of the Company.

## **I. PROPOSED ELECTION OF MEMBERS OF THE EIGHTH SESSION OF THE BOARD**

Pursuant to the Articles of Association, the term of office of the Directors shall be three years and upon expiry of such term, the Directors shall be eligible to offer themselves for re-election and reappointment subject to the approval of the Shareholders of the Company at a general meeting. The seventh session of the Board of the Company has expired. In accordance with the Articles of Association, the Board is pleased to announce that:

- each of Mr. Guo Junfa, Mr. Zhu Fang, Mr. Huang Wenban, Mr. Su Huacai and Mr. Hu Xianhua has been nominated as an executive Director for the eighth session of the Board of the Company;
- each of Mr. Chen Min and Mr. Chen Chuxuan has been nominated as a non-executive Director for the eighth session of the Board of the Company; and
- each of Mr. Su Wujun, Ms. Huang Yuan, Mr. Shen Jialong and Mr. Zhang Xiangfa has been nominated as an independent non-executive Director for the eighth session of the Board of the Company.

Save for the adjustments pursuant to requirements of the relevant policies and regulations, the term of office of the members of the eighth session of the Board shall be three years commencing on the date of approval at the 2022 First EGM and ending on the date of expiry of the eighth session of the Board of the Company.

Mr. Jin Wenzhou, Ms. Lu Zhenghua, Ms. Wen Huiying and Mr. Zhan Xiaotong, who are members of the seventh session of the Board, will retire from their office soon and will not stand for re-election as a Director of the eighth session of the Board.

To the best of our knowledge and belief, having made all reasonable enquiries, the above retiring Directors have no disagreement with the Board and/or the Supervisory Committee and there are no other matters in relation to their resignation that need to be brought to the attention of the holders of securities of the Company.

The biographical details of each of the candidate Directors of the eighth session of the Board are as follows:

### **Executive Directors**

**Mr. Guo Junfa (郭俊發)**, aged 58. Mr. Guo Junfa currently is the secretary of the Standing Committee of Party Committee, an executive Director and the chairman of the Board of the Company and concurrently acts as the assistant to the general manager of GCGC, the controlling shareholder of the Company. Mr. Guo previously served as an executive Director of the Company from June 2007 to December 2007, an executive Director of the Company from December 2012 to June 2019, and a non-executive Director of the Company from June 2019 to July 2019. Mr. Guo served as a director and the general manager of The Motor Transport Company of Guangdong and Hong Kong Limited (a subsidiary of the Company), a director and the chairman of the board of several subsidiaries of the Company (including The Motor Transport Company of Guangdong and Hong Kong Limited, Guangdong Yue Li Jia Passenger Transport Co., Ltd. (Guangzhou) and Guangdong Yue Li Jia Passenger Transport Co., Ltd. (Hong Kong) and he also served as a director of Gang Tong (HK) Motor Transport Company Limited (a subsidiary of the Company). He served as the vice secretary of the discipline inspection committee and the head of the supervision and audit department of GCGC from January 2018 to July 2020; and the vice secretary of the discipline inspection committee of GCGC from July 2020 to September 2021. Other major working experiences of Mr. Guo include, among others, serving as an officer, a chief officer of the Education Division, the director of the Foreign Economic Division, the director of the Loan Office of World Bank and the director of the Technology Education Division of the Department of Transport of Guangdong Province, during which he participated in the high-end talents class of the Organization Department of the Provincial Committee to receive training in Canada for a year. Mr. Guo holds an on-the-job postgraduate degree from Guangdong Academy of Social Sciences, an executive master degree in business administration (EMBA) from South China University of Technology, and he is a senior economist and a senior political worker.

Save as disclosed above, as at the date of this announcement, Mr. Guo Junfa (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Guo Junfa is elected as an executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Guo Junfa in relation to his appointment. The remuneration payable to Mr. Guo Junfa will be determined by reference to his duties and responsibilities with the Company, the financial results of the Group and the prevailing market conditions. The Company will disclose the details of the emoluments received by Mr. Guo Junfa from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Guo Junfa's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Guo Junfa is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Zhu Fang (朱方)**, aged 49. Mr. Zhu Fang currently is the deputy secretary of the Standing Committee of Party Committee and the general manager of the Company. Mr. Zhu previously served as an officer of the Guangdong Audit Office, a staff member of the investment fund department of Guangdong Investment and Development Company, the deputy manager and manager of the capital operation department of Guangdong Guangye Investment Group Co., Ltd., the deputy general manager and head of the financial department of Dongguan Jiufeng Energy Co., Ltd., a member of the Standing Committee of Party Committee and the deputy general manager of Guangdong Guangye Investment Group Co., Ltd., a member of the Standing Committee of Party Committee, a director and the deputy general manager of Nanyue Transportation Investment and Construction Co., Ltd.. Mr. Zhu holds an on-the-job postgraduate degree from Guangdong Academy of Social Sciences and the title of auditor.

Save as disclosed above, as at the date of this announcement, Mr. Zhu Fang (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Zhu Fang is elected as an executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Zhu Fang in relation to his appointment. The remuneration payable to Mr. Zhu Fang will be determined by reference to his duties and responsibilities with the Company, the financial results of the Group and the prevailing market conditions. The Company will disclose the details of the emoluments received by Mr. Zhu Fang from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Zhu Fang's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Zhu Fang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Huang Wenban (黃文伴)**, aged 49. Mr. Huang Wenban currently is a member of the Standing Committee of Party Committee, an executive Director and the chief accountant of the Company. Main positions previously held by Mr. Huang from May 2003 to October 2020 included: an accountant of Kwong Fat Transport Limited, the finance manager of Guangdong Vehicles Transportation Group Company Limited Transportation Branch, the deputy head of the financial audit department of GCGC and the manager of the finance department, the chief accountant and a director of Kee Kwan Motor Road Limited. Mr. Huang holds a bachelor's degree in economics from the Xi'an Highway University, a master's degree of business administration from Jinan University, and a doctoral degree of management in accounting from Dalian University of Technology. He holds the title of senior economist.

Save as disclosed above, as at the date of this announcement, Mr. Huang Wenban (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Huang Wenban is elected as an executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Huang Wenban in relation to his appointment. The remuneration payable to Mr. Huang Wenban will be determined by reference to his duties and responsibilities with the Company, the financial results of the Group and the prevailing market conditions. The Company will disclose the details of the emoluments received by Mr. Huang Wenban from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Huang Wenban's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Huang Wenban is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Su Huacai (蘇華才)**, aged 46, is the deputy secretary of the Standing Committee of Party Committee and the chairman of the labour union of the Company. Other major working experiences of Mr. Su include, among others, serving as a technician of the engineering department and deputy director of the Zhanjiang Management Office of Guangdong Province Road & Bridge Construction Development Company, deputy director and secretary of the party branch of the Chenghai Jinhong Highway Construction Office, general manager and secretary of the party branch of Chenghai Jinhong Highway Company, settlement team leader of Chenghai Jinhong Highway, preparatory team leader and director of project construction management office of Guangzhou-Zhaoqing Expressway Phase II, deputy general manager of Guangdong Er-Guang Expressway Company Limited and the director, secretary of the general party branch and chairman of the labour union of Huaiji Management Office, secretary of the general party branch and chairman of the labour union of Shanzhan Branch, secretary of the general party branch and chairman of the labour union of Guangshao Branch, and business supervisor of human resources department of GCGC. Mr. Su has been temporarily dispatched to the Stationed Office of Commissioner of the Hong Kong-Zhuhai-Macao Bridge Project by the Provincial Commission for Discipline Inspection and the Provincial Supervision

Department for one year, and later dispatched to the Personnel Department of the Provincial State Assets Supervision and Administration Commission for one year. Mr. Su successively graduated from Chongqing Jiaotong University with a bachelor's degree in highway and urban road engineering, graduated from Tongji University with a master's degree in road and railway engineering and graduated from Tongji University with a doctoral degree in road and railway engineering, and he holds the title of senior engineer.

Save as disclosed above, as at the date of this announcement, Mr. Su Huacai (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Su Huacai is elected as an executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Su Huacai in respect of his appointment. The remuneration payable to Mr. Su Huacai will be determined by reference to his duties and responsibilities with the Company, the financial results of the Group and the prevailing market conditions. The Company will disclose the details of the emoluments received by Mr. Su Huacai from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Su Huacai's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Su Huacai is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Hu Xianhua (胡賢華)**, aged 47, is a member of the Standing Committee of Party Committee and the deputy general manager of the Company. Mr. Hu has served as the chairman of the Supervisory Committee of the Company. Other major working experiences of Mr. Hu include, among others, serving in the finance division of Guangda Technology Co., Ltd. of Guangzhou Bonded Zone, manager of the finance department of Guangshan Highway Huizhou Section Co. Ltd., project manager of Xin Yue Company Limited, serving in Guangdong Nan Yue Logistics Company Limited (and was temporarily dispatched to engage in audit work in the financial audit department of GCGC during his service period), grade one staff member (一級職員) of the financial audit department and the audit and supervision department, deputy business supervisor and business supervisor of the audit and supervision department as well as the dispatched supervisory committee chairman of GCGC. Mr. Hu is a graduate of Wuhan University with major in auditing, and has obtained a bachelor's degree in economics and possesses the title of senior accountant.

Save as disclosed above, as at the date of this announcement, Mr. Hu Xianhua (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Hu Xianhua is elected as an executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Hu Xianhua in respect of his appointment. The remuneration payable to Mr. Hu Xianhua will be determined by reference to his duties and responsibilities with the Company, the financial results of the Group and the prevailing market conditions. The Company will disclose the details of the emoluments received by Mr. Hu Xianhua from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Hu Xianhua's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Hu Xianhua is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Non-executive Directors**

**Mr. Chen Min (陳敏)**, aged 58, is a non-executive Director of the Company, currently serving as the general legal counsel of GCGC, he is also the director of Guangdong Province Communications Planning & Design Institute Co., Ltd (an associate of GCGC) and Guangdong Provincial Expressway Development Co., Ltd. (a subsidiary of GCGC, a company listed on the Shenzhen Stock Exchange, A share stock code 000429, B share stock code 200429) and the director and vice chairman of Poly Changda Engineering Company Limited. Mr. Chen served as the deputy general manager of the Company from September 2009 to June 2011. Other major past working experiences of Mr. Chen include, among others, contract team leader of the General Contracting Group of Guangzhou-Shenzhen-Zhuhai Expressway; manager of engineering department, deputy chief economist and chief economist of Guangdong Highway Engineering Construction Group Co., Ltd.; director, deputy general manager, chief economist and general manager of Guangdong Gaintop Highway Engineering Construction Group Co., Ltd., as well as the deputy head and the head of the legal affairs department of GCGC. Mr. Chen graduated from Changsha Jiaotong College majoring in highway and city roads and obtained a bachelor's degree in engineering. He also holds a qualification certificate of legal adviser to enterprises and holds the title of senior economist and cost engineer.

Save as disclosed above, as at the date of this announcement, Mr. Chen Min (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Chen Min is elected as a non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Chen Min in respect of his appointment. Mr. Chen Min, after being elected as a non-executive Director of the Company, will not receive any emolument from the Company. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Chen Min's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Chen Min is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Chen Chuxuan (陳楚宣)**, aged 54, is a non-executive Director of the Company, currently serves as the deputy chief accountant and head of the strategy development department of GCGC. Mr. Chen Chuxuan has served as a Supervisor of the Company from March 2009 to December 2012 and the chairman of the Supervisory Committee from April 2009 to December 2012. Other major past working experiences of Mr. Chen Chuxuan include, among others, the accountant of the second branch office of the Guangdong Provincial Highway Engineering Company, head of the operations and finance department of the Technology Development Branch of Guangdong Changda Highway Engineering Company Limited, the chief accountant of the third branch office of Guangdong Changda Highway Engineering Company Limited, the chief accountant of Guangdong Guanyue Highway & Bridge Company Limited, the chairman of the dispatched supervisory committee of GCGC. From March 2008 to March 2009, he was assigned to the State-owned Assets Supervision and Administration Commission of Guangdong Province acting as the deputy head of the office of the supervisory committee. Mr. Chen graduated from the faculty of engineering and financial accounting of Changsha Communications University with a bachelor's degree, and graduated from Jinan University with a master's degree in accounting, and holds the title of senior accountant and senior economist. In addition, as at the Latest Practicable Date, Mr. Chen Chuxuan holds 5,987 A shares in the Company's associated corporation (as defined in Part XV of the SFO) Guangdong Provincial Expressway Development Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000429), representing approximately 0.00046% of such class of shares.

Save as disclosed above, as at the date of this announcement, Mr. Chen Chuxuan (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Chen Chuxuan is elected as a non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Chen Chuxuan in respect of his appointment. Mr. Chen Chuxuan, after being elected as a non-executive Director of the Company, will not receive any emolument from the Company. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Chen Chuxuan's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Chen Chuxuan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## **Independent non-executive Directors**

**Mr. Su Wujun (蘇武俊)**, aged 57, is a professor and office head of Guangdong University of Finance & Economics, and he is also concurrently an expert consultant on legislation of the Standing Committee of the People's Congress of Guangdong Province, an evaluation expert of the "Zhujiang Talent Plan – Entrepreneur Leaders" of Guangdong Province, chairman of the education association of Guangdong Province, argumentation expert on significant administrative policies of Guangzhou and argumentation expert on consultation of significant administrative decisions of Shaoguan City. Mr. Su has served in Hunan University of Finance and Economics and Hunan University engaging in teaching and scientific research. Mr. Su has obtained a bachelor's degree in economics, a master's degree in management and a doctoral degree in economics from Hunan University of Finance and Economics, Shaanxi University of Finance and Economics and Fujian Normal University, respectively.

Save as disclosed above, as at the date of this announcement, Mr. Su Wujun (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Su Wujun is elected as an independent non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Su Wujun in respect of his appointment. Mr. Su Wujun will receive a remuneration of approximately RMB60,000 per annum as an independent non-executive Director, which was determined based on the remuneration standards in the capital market for independent non-executive directors of companies with similar business scope and scale. The Company will disclose the details of the emoluments received by Mr. Su Wujun from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Chen Chuxuan's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Su Wujun is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Huang Yuan (黃媛)**, aged 45, is an associate professor and teacher of doctoral students in the School of Accounting and Finance of the Hong Kong Polytechnic University, she is also concurrently the director of the master programme in professional accounting in the School of Accounting and Finance. She obtained a bachelor's degree and a master's degree in economics from the school of economics of Wuhan University, and obtained a doctoral degree in business administration from The Hong Kong University of Science and Technology. Ms. Huang is a lecturer in the courses of financial accounting, management accounting, financial management and accounting research methods for undergraduates and postgraduate students in master and doctoral programmes, many of her research projects receive funding from the University Grants Committee in Hong Kong, and the research results have been published in a number of international renowned journals.

Save as disclosed above, as at the date of this announcement, Ms. Huang Yuan (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Ms. Huang Yuan is elected as an independent non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Ms. Huang Yuan in respect of her appointment. Ms. Huang Yuan will receive a remuneration of approximately RMB60,000 per annum as an independent non-executive Director, which was determined based on the remuneration standards in the capital market for independent non-executive directors of companies with similar business scope and scale. The Company will disclose the details of the emoluments received by Ms. Huang Yuan from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Ms. Huang Yuan's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Ms. Huang Yuan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Shen Jialong (沈家龍)**, aged 42, is a professor grade senior engineer, a national registered consultant engineer and a national registered cost engineer. He is currently the chief engineer of Guangdong Xinyi Engineering Consulting Co., Ltd., and the head of the consulting department of Guangdong Petroleum and Chemical Industry Association. After graduation in 2015, he has been dedicating long-term efforts in consulting work on the planning, research feasibility and energy saving of projects in the energy, petrochemical, chemical industry, light industry and pharmaceutical sectors, and is now a listed evaluation and review expert for the Technology Department of Guangdong Province, Guangdong Gas Association, Guangdong Energy Conservation Association, Guangdong Petroleum and Chemical Industry Association, Guangzhou Municipal Industry and Information Technology Bureau, Department of Science and Technology of Guangdong Province and Guangzhou Municipal Public Resources Exchange Centre. Mr. Shen graduated from South China University of Technology and obtained a bachelor's degree and master's degree.

Save as disclosed above, as at the date of this announcement, Mr. Shen Jialong (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Shen Jialong is elected as an independent non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Shen Jialong in respect of his appointment. Mr. Shen Jialong will receive a remuneration of approximately RMB60,000 per annum as an independent non-executive Director, which was determined based on the

remuneration standards in the capital market for independent non-executive directors of companies with similar business scope and scale. The Company will disclose the details of the emoluments received by Mr. Shen Jialong from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Shen Jialong's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Shen Jialong is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Zhang Xiangfa (張祥發)**, aged 46, is a senior partner/chairman of the board of Beijing Dentons Law Offices LLP (Guangzhou), and a registered foreign lawyer of Wong Poon Chan Law & Co., a law firm in Hong Kong. Mr. Zhang Xiangfa graduated from the Faculty of Foreign Languages of South China Normal University with a bachelor's degree in English and obtained a master's degree in international law from Sun Yat-Sen University, he is the deputy director of the One Belt One Road professional committee of the Law Society of Guangzhou, and a pioneer in the pool of leading talents of foreign lawyers of the Law Society of Guangdong Province. Mr. Zhang Xiangfa served as a teacher for higher education in Jiaying University, and he has been a practising lawyer in both Mainland China and Hong Kong after obtaining the legal practitioner qualification as a professional lawyer with in-depth knowledge on the legal rules of both places. He has accumulated abundant experience in providing legal services for a large volume of offshore IPOs (in US and Hong Kong) of China enterprises and cross-border financing, merger and acquisitions.

Save as disclosed above, as at the date of this announcement, Mr. Zhang Xiangfa (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Zhang Xiangfa is elected as an independent non-executive Director at the 2022 First EGM, the Company will enter into a service contract with Mr. Zhang Xiangfa in respect of his appointment. Mr. Zhang Xiangfa will receive a remuneration of approximately RMB60,000 per annum as an independent non-executive Director, which was determined based on the remuneration standards in the capital market for independent non-executive directors of companies with similar business scope and scale. The Company will disclose the details of the emoluments received by Mr. Zhang Xiangfa from the Company during the reporting period in the annual report. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Zhang Xiangfa's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Board of the Company.

Save as disclosed above, Mr. Zhang Xiangfa is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## II. PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND INDEPENDENT SUPERVISORS OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE

Pursuant to the Articles of Association, the term of office of Supervisors shall be three years and upon expiry of such term, the shareholder representative Supervisors and independent Supervisors shall be eligible to offer themselves for re-election and reappointment subject to the approval of the Shareholders of the Company at a general meeting. The seventh session of the Supervisory Committee of the Company has expired. In accordance with the Articles of Association, the Board is pleased to announce that:

- each of Mr. Zhou Yihua and Mr. Wang Qingwei has been nominated as a shareholder representative Supervisor for the eighth session of the Supervisory Committee of the Company; and
- each of Mr. Duan Xinhong and Ms. Meng Xue has been nominated as an independent Supervisor for the eighth session of the Supervisory Committee of the Company.

Save for the adjustments pursuant to requirements of the relevant policies and regulations, the term of office of the members of the eighth session of the Supervisory Committee shall be three years commencing on the date of approval at the 2022 First EGM and ending on the date of expiry of the eighth session of the Supervisory Committee of the Company.

Mr. Dong Yihua and Mr. Lin Hai, who are members of the seventh session of the Supervisory Committee, will retire from their offices soon and will not stand for re-election as a Supervisor of the eighth session of the Supervisory Committee.

To the best of our knowledge and belief, having made all reasonable enquiries, the above retiring Supervisors have no disagreement with the Board and/or the Supervisory Committee and there are no other matters in relation to their resignation that need to be brought to the attention of the holders of the securities of the Company.

The biographical details of the candidate shareholder representative Supervisors and independent Supervisors of the eighth session of the Supervisory Committee are as follows:

### Shareholder Representative Supervisors

**Mr. Zhou Yihua (周熠華)**, aged 44, is the chairman of the dispatched supervisory committee of GCGC. Major working experiences of Mr. Zhou include: serving as staff, supervisor and deputy manager of the financial management department of Guangdong Meihe Expressway Co., Ltd., manager of the financial management department of Guangdong Pingxing Expressway Co., Ltd., deputy head of the financial management department of Guangdong Communications Industry Investment Co., Ltd., and manager of the financial management department, deputy chief accountant and chief account of Kee Kwan Motor Road Company Limited. He graduated from Jiangxi University of Finance and Economics and obtained a bachelor's degree, postgraduate qualification and a master's degree in accounting and the qualification of an intermediate accountant. He also serves concurrently as supervisor and chairman of the supervisory committee of Guangdong Union Electronic Services Co., Ltd., Guangdong Province Road & Bridge Construction Development Company Limited, Guangdong Litong Development Investment Co., Ltd. and Guangdong Urban Transportation Investment Co., Ltd..

Save as disclosed above, as at the date of this announcement, Mr. Zhou Yihua (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Zhou Yihua is elected as a shareholder representative Supervisor at the 2022 First EGM, the Company will enter into a service contract with Mr. Zhou Yihua in respect of his appointment. Mr. Zhou Yihua will not receive any remuneration as a shareholder representative Supervisor. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Zhou Yihua's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Supervisory Committee of the Company.

Save as disclosed above, Mr. Zhou Yihua is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wang Qingwei (王慶偉)**, aged 48, is a Supervisor of the Company and is currently a dispatched supervisor of GCGC. Other major working experiences of Mr. Wang include, among others, deputy director of the financial audit department of the Second Branch of Guangdong Guanyue Highway & Bridge Company and head of the financial audit department of Guangdong Guanyue Highway & Bridge Company Limited. Mr. Wang is a university graduate of the School of Adult Education of Peking University majoring in international economics and trade, and has obtained a master's degree in professional accounting from the School of Management in Jinan University, and holds the title of senior accountant. Mr. Wang also serves concurrently as a supervisor of Guangdong Roads and Bridges Construction Development Company Limited.

Save as disclosed above, as at the date of this announcement, Mr. Wang Qingwei (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Wang Qingwei is elected as a shareholder representative Supervisor at the 2022 First EGM, the Company will enter into a service contract with Mr. Wang Qingwei in respect of his appointment. Mr. Wang Qingwei will not receive any remuneration as a shareholder representative Supervisor. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Wang Qingwei's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Supervisory Committee of the Company.

Save as disclosed above, Mr. Wang Qingwei is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## Independent Supervisors

**Mr. Duan Xinhong (段昕宏)**, aged 47. Mr. Duan has been engaged in financial standardization consulting work on the listing, merger and acquisition of enterprises for a long period of time, and is currently the general manager of Wuhan Wopu Management Consulting Co., Ltd.\* (武漢沃浦管理諮詢有限公司). Mr. Duan has served as the auditor of China Railway Siyuan Survey and Design Group Co., Ltd., head of management accounting of Dongfeng Cummins Engine Co., Ltd., finance manager of Wuhan Kaidi Blue Sky Science Technology Co., Ltd., financial controller of Beijing Huayang Energy Group, chief financial officer of Wuhan Twin-Tigers Coatings Group Co., Ltd. and general manager of Wuhan Haorui Tianzhi Asset Management Co., Ltd.. Since 2013, Mr. Duan has been serving as the general manager of Wuhan Wopu Management Consulting Co., Ltd.. Mr. Duan possesses the qualifications or titles of certified public accountant in the PRC, certified tax accountant in the PRC, international certified internal auditor, legal counsel of the PRC, certified asset appraiser of the PRC and auditor of the PRC. Mr. Duan graduated from Wuhan University in 1998 and obtained a bachelor's degree in economics. Mr. Duan is the sole author of published works, including Financial Thinking of Managers, Financial Standards for Listing of Enterprises and Bona Fide Budget Management which are published and distributed by Posts & Telecom Press Co., Ltd.

Save as disclosed above, as at the date of this announcement, Mr. Duan Xinhong (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Mr. Duan Xinhong is elected as an independent Supervisor at the 2022 First EGM, the Company will enter into a service contract with Mr. Duan Xinhong in respect of his appointment. Mr. Duan Xinhong will receive a remuneration of approximately RMB48,000 per annum as an independent Supervisor, which was determined based on the remuneration standards in the capital market for independent supervisors of companies with similar business scope and scale. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Mr. Duan Xinhong's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the term of the eighth session of the Supervisory Committee of the Company.

Save as disclosed above, Mr. Duan Xinhong is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Meng Xue (蒙雪)**, aged 47. Ms. Meng has been engaged in teaching, scientific research and practical work of laws for a long period of time. She is currently an associate professor of Guangzhou Sport University and part-time practising lawyer of Guangdong United Intellectus Law Firm. Ms. Meng has been teaching in Guangzhou Sport University since 2001, where she has served as a lecturer and is currently an associate professor. Ms. Meng has been serving as a part-time practicing lawyer in United Intellectus Law Firm since 2010. Ms. Meng graduated from Huaihua University as a junior college student in 1995 and obtained a master's degree in laws from Zhongnan University of Economics and Law in 2000.

Save as disclosed above, as at the date of this announcement, Ms. Meng Xue (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

If Ms. Meng Xue is elected as an independent Supervisor at the 2022 First EGM, the Company will enter into a service contract with Ms. Meng Xue in respect of her appointment. Ms. Meng Xue will receive a remuneration of approximately RMB48,000 per annum as an independent Supervisor, which was determined based on the remuneration standards in the capital market for independent supervisors of companies with similar business scope and scale. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Ms. Meng Xue's term of service will commence on the date on which approval is obtained at the 2022 First EGM until the expiry of the eighth session of the Supervisory Committee of the Company.

Save as disclosed above, Ms. Meng Xue is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The employee representative Supervisors of the eighth session of the Supervisory Committee will be elected democratically and the Company will publish a separate announcement on the date of the election.

## **2022 First EGM**

The Company will convene an extraordinary general meeting to consider and, if thought fit, approve, among other things, the proposed election of members of the eighth session of the Board and the shareholder representative Supervisors and the independent Supervisors of the eighth session of the Supervisory Committee. A circular, containing details of the proposed election of the members of the eighth session of the Board and shareholder representative Supervisors and independent Supervisors of the eighth session of the Supervisory Committee, will be dispatched to the Shareholders as soon as practicable together with the notice of the 2022 First EGM of the Company.

## **Definitions**

“Articles of Association”	the articles of association of the Company, as amended from time to time and in effect
“Company”	Guangdong Yueyun Transportation Company Limited (廣東粵運交通股份有限公司), a joint stock limited company incorporated under the laws of the PRC with limited liability, the H Shares of which (Stock code: 03399) are listed on the Main Board of the Stock Exchange
“Board”	the board of directors of the Company
“Director(s)”	director(s) of the Company

“2022 First EGM”	the first extraordinary general meeting of the Company in 2022 to be held in August 2022 to consider, among others, the proposals of the election of members of the eighth session of the Board and shareholder representative Supervisors and independent Supervisors of the eighth session of the Supervisory Committee
“Group”	the Company and its subsidiaries from time to time
“GCGC”	Guangdong Provincial Communication Group Company Limited* (廣東省交通集團有限公司), a state-owned enterprise established under the laws of the PRC and a controlling shareholder of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the shares of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

By order of the Board  
**Guangdong Yueyun Transportation Company Limited**  
**Guo Junfa**  
*Chairman of the Board*

Guangzhou, the PRC  
12 August 2022

*As at the date of this announcement, the Board comprises Mr. Guo Junfa and Mr. Huang Wenban as executive directors of the Company, Mr. Chen Min and Mr. Chen Chuxuan as non-executive directors of the Company, and Mr. Jin Wenzhou, Ms. Lu Zhenghua, Ms. Wen Huiying and Mr. Zhan Xiaotong as independent non-executive directors of the Company.*

\* For identification purpose only