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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 AMENDMENT TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Guangdong Yueyun Transportation Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The Hong Kong Stock Exchange has, in accordance with its consultation conclusions on “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published in June 2023, made amendments to the Listing Rules with effect from 31 December 2023. As a result, among other things, subject to compliance with all applicable laws and regulations, a listed issuer is required to (i) send or otherwise make available the relevant corporate communication (as defined in the Listing Rules) to the relevant holders of its securities by electronic means; or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. Listed issuers are required to make any necessary changes to their constitutional documents in order to comply with these requirements prior to the first annual general meeting held after 31 December 2023.

In light of the aforementioned, the Board proposes to make certain amendments to the Company’s existing Articles of Association to (i) align them with the latest regulatory requirements in relation to the expansion of the paperless listing regime and the electronic dissemination of corporate communications by listed issuers; and (ii) make certain other house-keeping amendments (collectively, the “**Proposed Amendments**”).

The full text of the Proposed Amendments is set out in the appendix to this announcement.

The Proposed Amendments are drafted in Chinese and there is no official English translation. The English version is for reference only and may contain clerical or translation improvements. Should there be any discrepancy, the Chinese version shall prevail. The Proposed Amendments are subject to the shareholders’ approval by way of special resolution at the annual general meeting.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the annual general meeting of the Company to be held on 28 June 2024 (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments, together with a notice convening the AGM, will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Guangdong Yueyun Transportation Company Limited**  
**Zhu Fang**  
*Chairman of the Board*

Guangzhou, the PRC  
28 May 2024

*As at the date of this announcement, the Board comprises Mr. Zhu Fang, Mr. Huang Wenban, Mr. Hu Xianhua and Mr. Hu Jian as executive directors of the Company, Mr. Chen Chuxuan as non-executive director of the Company, and Mr. Su Wujun, Ms. Huang Yuan, Mr. Shen Jialong and Mr. Zhang Xiangfa as independent non-executive directors of the Company.*

\* *For identification purpose only*

**APPENDIX PROPOSED AMENDMENTS**

No.	Original Article	Amended Article
1	<p><b>Article 149:</b> The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send the report of Directors together with the balance sheet, profit and loss account or income and expenditure statement (including the abovementioned financial reports) to each holder of overseas listed foreign shares by pre-paid mail at least twenty-one days before the convening of the annual general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders.</p>	<p><b>Article 149:</b> The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send the report of Directors together with the balance sheet, profit and loss account or income and expenditure statement (including the abovementioned financial reports) to each holder of overseas listed foreign shares by digital or other ways at least twenty-one days before the convening of the annual general meeting.</p>
2	<p><b>Article 169:</b> Prior to the removal or the non-renewal of the appointment of an accounting firm, notice of such removal or non-renewal shall be given to the firm concerned and such firm shall be entitled to make representation at the shareholders’ general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders’ general meeting whether there has been any impropriety on the part of the Company.</p>	<p><b>Article 169:</b> Prior to the removal or the non-renewal of the appointment of an accounting firm, notice of such removal or non-renewal shall be given to the firm concerned and such firm shall be entitled to make representation at the shareholders’ general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders’ general meeting whether there has been any impropriety on the part of the Company.</p>

No.	Original Article	Amended Article
	<p>(1) Any accounting firm may resign from its office by depositing at the Company’s legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <ul style="list-style-type: none"> <li>i. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</li> <li>ii. a statement of any matters of which an account should be given. The resignation notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice.</li> </ul> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within fourteen days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be placed at the Company’s registered office for shareholders’ inspection. The Company shall also send a copy of such representation to every holder of overseas listed foreign shares by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.</p> <p>(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the Board to convene a shareholders’ extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	<p>(1) Any accounting firm may resign from its office by depositing at the Company’s legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <ul style="list-style-type: none"> <li>i. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</li> <li>ii. a statement of any matters of which an account should be given. The resignation notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice.</li> </ul> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within fourteen days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be placed at the Company’s registered office for shareholders’ inspection.</p> <p>(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the Board to convene a shareholders’ extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>

No.	Original Article	Amended Article
3	<p><b>Article 170:</b> In the event of the merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p> <p>The aforesaid document should also be dispatched to each holder of overseas listed foreign shares by mail.</p>	<p><b>Article 170:</b> In the event of the merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p>

No.	Original Article	Amended Article
4	<p><b>Chapter 21 Notice</b></p> <p><b>Article 184:</b> Unless otherwise stated in this Articles of Association, any notice, information or written statement given by the Company to shareholders of overseas listed foreign shares shall be delivered by hand or with prepaid postage to the registered addresses of each of such shareholders.</p>	<p><b>Chapter 21 Notice and announcement</b></p> <p><b>Article 184:</b> Unless otherwise stated in this Articles of Association, any notice, information or written statements of the Company may be delivered in the following ways:</p> <ol style="list-style-type: none"> <li>(1) by hand;</li> <li>(2) by post;</li> <li>(3) by facsimile or electronic mail;</li> <li>(4) by posting on websites designated by the Company and the Stock Exchange of Hong Kong, subject to laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;</li> <li>(5) by way of announcement;</li> <li>(6) by any other means as agreed in advance by the Company or the notified party or as accepted by the notified party upon receipt of the notices; and</li> <li>(7) by any other means as recognized by the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed.</li> </ol> <p>Subject to the laws, administrative regulations and the listing rules of the securities authorities where the shares of the Company are listed, where a notice of the Company is served by announcement, the notice shall be deemed as received by the relevant persons once it is published.</p>

No.	Original Article	Amended Article
	<p><b>Article 185:</b> Where the notice is despatched by post, it shall be placed in an envelope properly addressed with postage prepaid. With the envelope containing such notice being put into the mailbox, it shall be deemed as despatched and regarded as received after 48 hours following the despatch.</p>	<p><b>Article 185:</b> As far as the Company provides and/or distributes corporate communications to shareholders of overseas listed foreign shares in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company shall comply with the laws and regulations of the place where the Company’s shares are listed, subject to the relevant listing rules, the Company may choose to publish the Company communications in the form prescribed in Item (4) of Article 184 of the Article of Association or in other forms prescribed by the listing rules of the stock exchanges in places and the securities regulatory authorities where the Company’s shares are listed in lieu of by hand or by post. “Corporate Communications” means any document issued or to be issued by the Company for the reference or action of the holders of any securities of the Company, including but not limited to reports of the directors, annual accounts of the Company together with the auditor’s reports and, if applicable, summary of the financial reports, interim reports and, if applicable, summary of the interim reports, notices of meetings, listing documents, circulars, and proxy statements.</p> <p>The means of communication to be applied to the above companies does not preclude the holders of overseas listed foreign shares of the Company from having the right to obtain printed copies of the above corporate communications by mail.</p>