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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)

## POLL RESULTS OF 2023 ANNUAL GENERAL MEETING HELD ON 28 JUNE 2024; AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR OF 2023

Reference is made to (i) the notice of the 2023 Annual General Meeting (“AGM”) (the “**Original Notice**”) and the circular (the “**First Circular**”) dated 28 May 2024 of Guangdong Yueyun Transportation Company Limited (the “**Company**”); and (ii) the supplemental notice of AGM (the “**Supplemental Notice**”, together with the Original Notice, collectively referred to as the “**Notices**”) and the circular dated 14 June 2024 of the Company (the “**Second Circular**”, together with the First Circular, collectively referred to as the “**Circulars**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circulars.

### VOTING RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the Notices were duly passed by way of poll at the AGM held on 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province.

In accordance with Rule 13.39(5A) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Mr. Zhu Fang, Mr. Huang Wenban, Mr. Hu Xianhua, Mr. Hu Jian, Mr. Su Wujun, Ms. Huang Yuan, Mr. Shen Jialong and Mr. Zhang Xiangfa attended the AGM. While due to work reasons, other director did not attend the AGM.

### VOTING RESULTS OF THE AGM

Details of the poll results in respect of the resolutions as set out in the Notices and proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (Approximate %)		
		For	Against	Total
1.	To consider and approve the report of the Board for the year ended 31 December 2023.	666,288,813 (100%)	0 (0%)	666,288,813
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.	666,288,813 (100%)	0 (0%)	666,288,813

ORDINARY RESOLUTIONS		NUMBER OF VOTES (Approximate %)		
		For	Against	Total
3.	To consider and approve the auditor report and audited financial statements for the year ended 31 December 2023.	666,288,813 (100%)	0 (0%)	666,288,813
4.	To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and give authorisation to the Board to determine its remuneration.	666,288,813 (100%)	0 (0%)	666,288,813
5.	To authorise the board of directors to determine the remuneration of Directors, Supervisors and the Management.	666,288,813 (100%)	0 (0%)	666,288,813
SPECIAL RESOLUTION		For	Against	Total
6.	To consider and approve the proposed amendments to the articles of association of the Company (the “Articles”), details of which are set out in the appendix to the circular of the Company dated 28 May 2024, and that any of the Directors of the Company be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles.	666,288,813 (100%)	0 (0%)	666,288,813
ORDINARY RESOLUTION		For	Against	Total
7.	To consider and approve the payment of a final dividend of RMB0.08 per share (tax inclusive) for the year ended 31 December 2023 as recommended by the board of directors.	666,288,813 (100%)	0 (0%)	666,288,813

As at the record date of the AGM (i.e. 28 June 2024), the issued share capital of the Company comprised 799,847,800 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions put forward at the AGM (the “**AGM Resolutions**”). None of the holders of securities of the Company was required under the Listing Rules to abstain from voting at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend the AGM and vote for or against the AGM Resolutions at the AGM was 799,847,800 Shares. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer for vote-taking at the AGM.

So far as is known to the Company, none of the holders of securities of the Company was entitled to attend the AGM and abstain from voting in favour of the AGM Resolutions in accordance with Rule 13.40 of the Listing Rules.

No Shareholders indicated their intention to vote against or abstain from voting on the resolutions proposed at the AGM in the Circulars.

As more than half of the votes were cast in favour of resolutions 1, 2, 3, 4, 5 and 7 as set out above at the AGM, the resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes were cast in favour of the resolution 6 as set out above at the AGM, the resolution was duly passed as special resolution of the Company.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Proposed Amendments to the Articles of Association as set out in the First Circular have become effective on 28 June 2024 upon the passing of resolution 6 by the Shareholders at the AGM.

## **DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR OF 2023**

The resolution regarding the distribution plan of final dividend for the year of 2023 has been approved at the AGM. The Company will distribute a final dividend of RMB0.08 per share (tax inclusive) for the year of 2023 (the “**2023 Final Dividend**”). The distribution arrangements of 2023 Final Dividend are set out as follow:

### Closure of Register of Members

As disclosed in the Second Circular, the Company will suspend registration of transfer of shares from 6 July 2024 to 11 July 2024, both days inclusive, to determine the holders of H shares who will be entitled to receive the 2023 Final Dividend.

H Shareholders of the Company whose transfer documents for H Shares have not been registered must deposit the transfer documents accompanied by relevant share certificates to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 5 July 2024 for registration. The H Shareholders whose names appear on the register of members of the Company on 11 July 2024 shall be entitled to receive the 2023 Final Dividend.

#### Withholding of Income Tax

According to the provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulations on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) adopted in 2008, the Company shall be obliged to withhold and pay 10% enterprise income tax when it distributes the 2023 Final Dividend to the non-resident enterprise shareholders of overseas H shares (including HKSCC Nominees Limited, other corporate nominees or trustees, or other entities or organisations) whose names appear on the Company's H share register of members on the Record Date (Thursday, 11 July 2024).

According to the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policy Issues Regarding Individual Income Tax (Cai Shui Zi [1994] No.020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020 號)), individual shareholders of H shares whose names appear on the Company's H share register of members on Thursday, 11 July 2024 and whose registered addresses are located in Hong Kong or outside the PRC are exempt from individual income tax of the PRC when distribution of the 2023 Final Dividend is made.

According to the provisions of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation regulations, the Company shall withhold individual income tax of 20% when it distributes the 2023 Final Dividend to individual shareholders of H Shares whose names appear on the Company's H share register of members on Thursday, 11 July 2024 and whose registered addresses are located in the PRC.

The above relevant taxation laws and regulations shall be interpreted by the relevant local taxation authority and shall be amended from time to time. Shareholders are advised to seek advice from their taxation consultants in relation to taxation impacts in the PRC and Hong Kong and other matters arising from the ownership and disposal of the H shares.

## Exchange Rate and Payment of Dividend

The 2023 Final Dividend will be denominated and declared in Renminbi and paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of dividend paid in Hong Kong dollars shall be calculated based on the average central parity rate between Hong Kong dollars and Renminbi announced by the People's Bank of China for five business days immediately preceding the date of the AGM (i.e. HKD1.00 to RMB0.912). Therefore, the 2023 Final Dividend is HKD0.088 per H share (tax inclusive). The Company has appointed Bank of China (Hong Kong) Trustees Limited as the agent to deal with the payment of dividend to holders of H Shares on its behalf. Shareholders whose names appear on the H Share register of members of the Company on 11 July 2024 will be entitled to receive the 2023 Final Dividend. The 2023 Final Dividend is expected to be distributed to eligible holders of H Shares on a business day (excluding Saturday, Sunday or public holidays in Hong Kong or the PRC) on or before 27 September 2024.

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

Guangzhou, the PRC  
28 June 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 purposes only*