
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to what action to take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guangdong Yueyun Transportation Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



廣東粵運交通股份有限公司
Guangdong Yueyun Transportation Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03399)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the AGM to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 11 to 13 of this circular.

A form of proxy for the AGM is enclosed herewith and published on the website of the Stock Exchange. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy for the AGM in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
I. Introduction	3
II. Proposed Amendments to the Articles of Association	4
III. AGM	4
IV. Responsibility Statement	5
V. Recommendation	5
Appendix – Proposed Amendments to the Articles of Association	6
Notice of the 2023 Annual General Meeting	11

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings

“Articles of Association”	the Articles of Association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of directors of the Company
“Company”	Guangdong Yueyun Transportation Company Limited* (廣東粵運交通股份有限公司), a joint stock company established in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03399)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“AGM”	the 2023 annual general meeting of the Company to be held at the 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Friday, 28 June 2024 at 3:00 p.m. to consider and, if thought fit, approve, among others, the relevant matter referred to in this circular
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the Company denominated in RMB with a nominal value of RMB1.00 per share which are subscribed for and traded in Hong Kong dollars, and they are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	Domestic Shares and/or H Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
”Supervisors”	supervisors of the Company
“Supervisory Committee”	supervisory committee of the Company

* *For identification purposes only*

LETTER FROM THE BOARD



廣東粵運交通股份有限公司
Guangdong Yueyun Transportation Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03399)

Executive Directors:

Mr. Zhu Fang
Mr. Huang Wenban
Mr. Hu Xianhua
Mr. Hu Jian

Registered office:

8th Floor
No. 1731-1735 Airport Road
Guangzhou
Guangdong Province
The PRC

Non-executive Directors:

Mr. Chen Chuxuan

Place of business in Hong Kong:

Rooms 3108-3112, 31/F
Hong Kong Plaza
188 Connaught Road West
Hong Kong

Independent non-executive Directors:

Mr. Su Wujun
Ms. Huang Yuan
Mr. Shen Jialong
Mr. Zhang Xiangfa

28 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 28 May 2024 in relation to the Proposed Amendments to the Articles of Association. The purpose of this circular is to set out, amongst other things, details regarding the proposal in relation to the Proposed Amendments to the Articles of Association in order to allow you to make an informed decision on voting in respect of the relevant resolution to be put forward at the AGM.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange, 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 housekeeping amendments (collectively, the “**Proposed Amendments**”).

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

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 AGM.

The Company has received written confirmation from its Hong Kong legal adviser, confirming that the Proposed Amendments are in compliance with the applicable provisions of the Listing Rules. The Company has also received written confirmation from its PRC legal adviser, confirming that the Proposed Amendments are in compliance with the applicable laws and regulations of the PRC. The Company also confirms that there is nothing unusual about the Proposed Amendments for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

III. AGM

The AGM will be convened for the Shareholders to consider and, if thought fit, approve, among others, the Proposed Amendment to the Articles of Association. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Amendments to the Articles of Association and no Shareholder is required to abstain from voting at the AGM on the relevant resolution.

LETTER FROM THE BOARD

The notice for convening the AGM to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 11 to 13 of this circular.

The form of proxy for use at the AGM is enclosed herewith and published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM in person or by proxy, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

In order to determine the shareholders of H Shares who will be entitled to attend the AGM, the Company will suspend registration of transfer of shares from 25 June 2024 to 28 June 2024, both days inclusive. Holders of H Shares whose names are recorded in the register of members of the Company on 28 June 2024 are entitled to attend and vote at the AGM. In order to attend and vote at the AGM, all transfer documents accompanied by relevant share certificates must be lodged with 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 Monday, 24 June 2024.

IV. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any other omission of which would make any statement herein or this circular misleading.

V. RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that the Proposed Amendments to the Articles of Association is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of, among others, the resolution in relation thereto to be proposed at the AGM.

Yours faithfully,
By Order of the Board of
Guangdong Yueyun Transportation Company Limited
Zhu Fang
Chairman of the Board

* *For identification purposes only*

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Article	Amended Article
1	<p>Article 149: 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>Article 149: 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>Article 169: 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>Article 169: 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>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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> <p>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</p> <p>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.</p> <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> <p>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</p> <p>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.</p> <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>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Article	Amended Article
3	<p>Article 170: 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>Article 170: 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>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Article	Amended Article
4	<p align="center">Chapter 21 Notice</p> <p>Article 184: 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 align="center">Chapter 21 Notice and announcement</p> <p>Article 184: 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"> (1) by hand; (2) by post; (3) by facsimile or electronic mail; (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; (5) by way of announcement; (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 (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. <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>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Article	Amended Article
	<p>Article 185: 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>Article 185: 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>

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



廣東粵運交通股份有限公司
Guangdong Yueyun Transportation Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03399)

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “AGM”) of Guangdong Yueyun Transportation Company Limited (the “**Company**”) will be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Friday, 28 June 2024 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

Unless the context otherwise requires, the capitalised terms in this notice shall have the same meaning as those defined in the circular dated 28 May 2024.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year ended 31 December 2023.
2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.
3. To consider and approve the auditor report and audited financial statements for the year ended 31 December 2023.
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 the authorisation to the Board to determine its remuneration.
5. To authorise the board of directors to determine the remuneration of Directors, Supervisors and the Management.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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.

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

Guangzhou, the PRC

28 May 2024

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Notes:

1. In accordance with the requirements under the Listing Rules, all resolutions to be proposed, and if thought fit, to be passed at the AGM, shall be passed by way of poll.
 2. For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfers of shares of the Company will be registered. Holders of H Shares and Domestic Shares of the Company whose names appear on the register of members of the Company on Friday, 28 June 2024 are entitled to attend the AGM. In order to attend and vote at the AGM, all transfer documents accompanied by relevant share certificates must be lodged with 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 Monday, 24 June 2024.
 3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a Shareholder.
 4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
 5. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the registered office of the Company (for holders of Domestic Shares of the Company) or at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should he so wishes.
 6. Shareholders or their proxies attending the AGM shall produce their identity documents.
 7. As at the date of this notice, 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*