
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 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 APPOINTMENT OF SUPERVISOR AND
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Thursday, 23 January 2025 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also published on the website of the Stock Exchange. Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy for the EGM in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM 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 EGM if you so wish.

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | 2 |
| I. Introduction | 2 |
| II. Proposed Appointment of Supervisor | 2 |
| III. The EGM | 4 |
| IV. Responsibility Statement | 4 |
| V. Recommendation | 5 |
| Notice of 2025 First Extraordinary General Meeting | EGM-1 |

DEFINITIONS

Unless otherwise stated, the following expressions shall have the following meanings:

| | |
|---------------------------|--|
| “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 incorporated under the laws of the PRC with limited liability, 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 Shares” | 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 |
| “EGM” or “2025 First EGM” | an extraordinary general meeting of the Company to be convened on 23 January 2025 to consider and, if thought fit, approve the proposed appointment of supervisor |
| “H Shares” | overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange |
| “Latest Practicable Date” | 2 January 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | the holder(s) of share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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
The PRC

Non-executive Director:

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

3 January 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF SUPERVISOR AND
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 3 January 2025 in relation to, among others, the proposed appointment of supervisor. The purpose of this circular is to set out, amongst other things, details regarding the proposal in relation to the proposed appointment of supervisor in order to allow you to make an informed decision on voting in respect of the relevant resolution to be put forward at the EGM.

II. PROPOSED APPOINTMENT OF SUPERVISOR

The Board hereby announces that as nominated by Guangdong Provincial Communication Group Company Limited* (廣東省交通集團有限公司), a controlling shareholder of the Company, the supervisory committee of the Company proposed to appoint Ms. Wang Xiaobing (王曉冰) (“**Ms. Wang**”) as a shareholder representative supervisor. Pursuant to the articles of association of the Company (the “**Articles of Association**”), the proposed appointment of supervisor is subject to the approval of the shareholders at a general meeting.

LETTER FROM THE BOARD

The biographical details of Ms. Wang are set out as follows:

Ms. Wang Xiaobing, aged 53, is currently a dispatched supervisor of Guangdong Provincial Communication Group Company Limited. Ms. Wang has held various important positions, including the manager of sales department and secretary of the president of Zhanjiang Securities Co., Ltd.* (湛江證券有限公司), and the supervisor of each of Guangdong Provincial Expressway Development Co., Ltd.* (廣東省高速公路發展股份有限公司) (which is listed on the Shenzhen Stock Exchange, A share stock code: 000429, B share stock code: 200429), Guangdong Litong Real Estate Investment Co., Ltd.* (廣東利通置業投資有限公司), Guangdong Communications Industry Investment Co., Ltd.* (廣東交通實業投資有限公司), Guangdong Nanyue Transportation Investment and Construction Co., Ltd.* (廣東南粵交通投資建設有限公司), Guangdong Leatop Technology Investment Co., Ltd.* (廣東利通科技投資有限公司), Guangdong Expressway Co., Ltd.* (廣東省高速公路有限公司) and Guangdong Provincial Communication Group Finance Company Limited* (廣東省交通集團財務有限公司). Ms. Wang graduated from Guangdong University of Foreign Studies, and holds the title of senior economist and accountant.

If Ms. Wang is elected as a shareholder representative supervisor at the EGM, the Company will enter into a service contract with Ms. Wang in respect of her appointment. Ms. Wang will not receive any emolument as a shareholder representative supervisor. Save for the adjustments pursuant to the requirements of the relevant policies and regulations, Ms. Wang's term of service will commence on the date on which approval is obtained at the EGM until the expiry of the term of the eighth session of the supervisory committee of the Company. Pursuant to the Articles of Association, Ms. Wang is eligible for re-election at a general meeting of the Company upon expiry of her term of office.

As at the Latest Practicable Date, save as disclosed above, Ms. Wang (i) did not hold any directorship of any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) has no other major appointment or professional qualification; (iii) has no interest or deemed interest in any share or underlying share of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) has no relationship with other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (v) has no other matters relating to the proposed appointment of Ms. Wang that need to be brought to the attention of the shareholders or The Stock Exchange of Hong Kong Limited, nor any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

III. THE EGM

The proposed appointment of supervisor is subject to the Shareholders' approval by way of an ordinary resolution at the EGM.

The EGM will be convened at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on 23 January 2025 at 3:00 p.m. for the Shareholders to consider and, if thought fit, approve, among others, the proposed appointment of supervisor. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the proposed appointment and no Shareholder is required to abstain from voting at the EGM on the relevant resolution. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The form of proxy for use at the EGM is enclosed herewith and published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the EGM 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 EGM 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 EGM or any adjournment thereof if you so wish.

In order to determine the shareholders of H Shares who will be entitled to attend the EGM, the Company will suspend registration of transfer of shares from 20 January 2025 to 23 January 2025, both days inclusive. Holders of H Shares whose names are recorded in the register of members of the Company on 23 January 2025 will be entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates must be lodged with the Hong Kong H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 17 January 2025.

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.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that the proposed appointment of Ms. Wang as a shareholder representative supervisor of the Company 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 EGM.

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

* *For identification purposes only*

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING



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 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting 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 Thursday, 23 January 2025 at 3:00 p.m. (the “**EGM**”) (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 3 January 2025.

ORDINARY RESOLUTION

1. To consider and approve the appointment of Ms. Wang Xiaobing (王曉冰) as a shareholder representative supervisor of the Company.

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

Guangzhou, the PRC

3 January 2025

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution to be proposed, and if thought fit, to be passed at the EGM, shall be passed by way of poll.
 2. For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 20 January 2025 to 23 January 2025, both days inclusive, during which period no transfer of shares will be registered. Holders of H Shares whose names appear on the register of members of the Company on 23 January 2025 are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 January 2025.
 3. A Shareholder entitled to attend and vote at the EGM 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 of the Company 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 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 the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the EGM if he so wishes.
 6. Shareholders of the Company or their proxies attending the EGM 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 purpose only*