
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental 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)

SUPPLEMENTAL CIRCULAR
2023 PROFIT DISTRIBUTION PLAN
AND
SUPPLEMENTAL NOTICE OF
THE 2023 ANNUAL GENERAL MEETING

The terms used in this supplemental circular have the meanings set out in the “Definitions” section of this supplemental circular. This supplemental circular should be read in conjunction with the First Circular of the Company dated 28 May 2024.

The AGM of the Company will be held as originally scheduled at 3:00 p.m. on Friday, 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province. The Supplemental Notice of the AGM is set out on pages 8 to 10 of this supplemental circular. This supplemental circular is accompanied by a Revised Form of Proxy for use at the AGM containing, among other things, the additional resolution to be proposed at the AGM, and is also available on the website of the Stock Exchange (www.hkexnews.hk). The Revised Form of Proxy enclosed herewith shall supersede the Original Form of Proxy enclosed in the First Circular. Shareholders who intend to appoint a proxy to attend the AGM shall complete the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the AGM (i.e. before 3:00 p.m. on 27 June 2024) or any adjournment thereof (as the case maybe).

Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
I. Introduction	3
II. 2023 Profit Distribution Plan	4
III. AGM	6
IV. Responsibility Statement	6
V. Recommendation	7
Supplemental Notice of the 2023 Annual General Meeting	8

DEFINITIONS

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

“AGM”	the 2023 annual general meeting of the Company to be held at 3:00 p.m. on Friday, 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province to consider and, if thought fit, approve, among other things, the relevant matters referred to in the Original Notice and the Supplemental Notice
“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
“First Circular”	The circular of the Company dated 28 May 2024 for the 2023 AGM containing, among other things, details of the proposed amendments to the Articles of Association and the Original Notice
“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 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

DEFINITIONS

“Latest Practicable Date”	7 June 2024, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Original Form of Proxy”	the form of proxy sent to the Shareholders with the First Circular
“Original Notice” or “Original Notice of AGM”	the notice of the AGM of the Company dated 28 May 2024
“RMB”	Renminbi, the lawful currency of the PRC
“Revised Form of Proxy”	the form of proxy sent to the Shareholders with this supplemental circular containing the resolutions referred to in the Original Notice and the Supplemental Notice
“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
“Supplemental Notice”	The supplemental notice of the AGM of the Company dated 14 June 2024 set out on pages 8 to 10 of this supplemental circular

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

Non-executive Director:

Mr. Chen Chuxuan

Independent non-executive Directors:

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

Registered office:

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

Place of business

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

14 June 2024

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR
2023 PROFIT DISTRIBUTION PLAN
AND
SUPPLEMENTAL NOTICE OF
THE 2023 ANNUAL GENERAL MEETING

I. INTRODUCTION

References are made to (i) the Original Notice and the First Circular of the Company regarding the resolutions to be put forward at the AGM for consideration and approval and (ii) the announcement of the Company dated 14 June 2024 in relation to adjustments to the 2023 profit distribution plan. The purpose of this supplemental circular is to provide you with the Supplemental Notice of the AGM and to provide you with the information regarding the additional resolution to be put forward at the AGM in relation to the adjusted 2023 profit distribution plan, to enable you to make an informed decision on voting in respect of such resolution to be proposed at the AGM. This supplemental circular should be read in conjunction with the First Circular.

LETTER FROM THE BOARD

II. 2023 PROFIT DISTRIBUTION PLAN

Reference is made to the announcement of the Company dated 15 March 2024 in relation to the announcement of the annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2023 (the “**Announcement**”). The Announcement sets out, among other things, the 2023 profit distribution plan proposed by the Board of the Company (the “**Original Profit Distribution Plan**”).

The Original Profit Distribution Plan

According to the Original Profit Distribution Plan, the Board did not recommend the distribution of any dividend for the year ended 31 December 2023.

The Adjusted Profit Distribution Plan

The Company attaches great importance to the Shareholders’ return and conducted adequate research on the feasibility of adjustment proposal to the Original Profit Distribution Plan after taking into account the financial position of the Company and the future utilization of its capital, as well as the actual circumstances of the Company. To reflect the investment value of the Company, the Board of the Company proposes to adjust the Original Profit Distribution Plan and distribute a final dividend of RMB0.08 per share (tax inclusive) for the year ended 31 December 2023 to Shareholders (the “**Adjusted Profit Distribution Plan**”), so as to give back to the market and enhance the confidence of investors.

As at the date on which the Board considered and approved the annual results for the year ended 31 December 2023 and as at the Latest Practicable Date, the Company’s total number of Shares in issue was 799,847,800, based on which, the total cash dividend proposed to be distributed will amount to RMB63,987,824.00 (including tax), accounting for approximately 32% of the consolidated net profit attributable to shareholders of the Company for the year 2023. After such distribution, the balance of the consolidated undistributed profit of the Company will be approximately RMB778,659,514.85. If the total number of Shares in issue of the Company changes before the record date in relation to the distribution of final dividend (the “**Record Date**”), the Company intends to keep dividend payout per share unchanged and adjust the total distribution amount based on the total number of Shares in issue as at the Record date.

The Adjusted Profit Distribution Plan is subject to the approval of Shareholders at the AGM by way of an ordinary resolution.

The Board expects that if the Adjusted Profit Distribution Plan is approved by the Shareholders, the final dividend shall be paid to Shareholders of Domestic Shares in Renminbi and to Shareholders of H Shares in Hong Kong dollars on or before 27 September 2024, and the exchange rate of Hong Kong dollars shall be calculated on the basis of the average closing price of Hong Kong dollars to Renminbi as announced by the People’s Bank of China five working days prior to the announcement of payment of dividends.

LETTER FROM THE BOARD

As the adjustment to the Original Profit Distribution Plan as mentioned above was made after the date of the completion of audit of the financial statements of the Group for the year ended 31 December 2023 (i.e. after 15 March 2024), the adjustment made to the Original Profit Distribution Plan was not disclosed in the audited financial statements of the Group for the year ended 31 December 2023 pursuant to the Accounting Standards for Business Enterprises, but it will be reflected in the financial statements of the Group for the six months ending 30 June 2024.

Closure of Register of Members and Withholding of Income Tax

For the purpose of ascertaining the H Shareholders' entitlement to the final dividend for the year ended 31 December 2023 under the Adjusted Profit Distribution Plan, the register of members of the Company will be closed from 6 July 2024 to 11 July 2024, both days inclusive, during such period no transfer of Shares will be registered. 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 final dividend for the year ended 31 December 2023 under the Adjusted Profit Distribution Plan.

According to the provisions of 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 final dividend for the year ended 31 December 2023 under the Adjusted Profit Distribution Plan 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 final dividend for the year ended 31 December 2023 is made under the Adjusted Profit Distribution Plan.

According to Enterprise Income Tax Law of the People's Republic of China and the Regulations on the Implementation of the Enterprise Income Tax Law of the People's Republic of China, the Company shall withhold individual income tax of 20% when it distributes the

LETTER FROM THE BOARD

final dividends for the year ended 31 December 2023 under the Adjusted Profit Distribution Plan 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.

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.

III. AGM

The AGM of the Company will be held as scheduled at 3:00 p.m. on Friday, 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province. The Supplemental Notice of the AGM is set out on pages 8 to 10 of this supplemental circular. This supplemental circular is accompanied by a Revised Form of Proxy for use at the AGM containing, among other things, the additional resolution to be proposed at the AGM, and is also available on the website of the Stock Exchange (www.hkexnews.hk). The Revised Form of Proxy enclosed herewith shall supersede the Original Form of Proxy enclosed in the First Circular. Shareholders who intend to appoint a proxy to attend the AGM shall complete the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the AGM (i.e. before 3:00 p.m. on 27 June 2024) or any adjournment thereof (as the case maybe).

Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

To the best knowledge, information and belief of the Directors after all reasonable enquiries have been made, no Shareholder is required to abstain from voting on matters to be resolved at the AGM. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, voting at the AGM shall be conducted by poll. The voting results will be published on the websites of the Company and the Stock Exchange after the AGM in accordance with the Listing Rules.

IV. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular is accurate and complete in all material respects and is not misleading or deceptive, and there is no omission of any other matter which would render any statement herein or this supplemental circular misleading.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that the resolutions set out in the Original Notice and the Supplemental Notice are in the best interests of the Company and its shareholders; therefore, the Board recommends that all Shareholders vote in favour of the resolutions set out in the Original Notice and the Supplemental Notice.

Yours faithfully,

By Order of the Board of

Guangdong Yueyun Transportation Company Limited

Zhu Fang

Chairman of the Board

* *For identification purposes only*

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Reference is made to the notice of the 2023 Annual General Meeting of the Company dated 28 May 2024 (the “**Original Notice of AGM**” or the “**Original Notice**”) in relation to the 2023 annual general meeting (the “**AGM**” or the “**General Meeting**”) of Guangdong Yueyun Transportation Company Limited (the “**Company**”) to be held at 3:00 p.m. on Friday, 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province and the resolutions to be proposed at the AGM for approval by the Shareholders. Unless the context otherwise defines, the terms used in this Supplemental Notice shall have the same meanings as those defined in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 14 June 2024.

Details of the resolutions nos. 1 to 6 (inclusive) to be considered at the AGM are set out in the Original Notice of the AGM. Save for the additional resolution set out below, all the information set out in the Original Notice of the AGM remains valid and unchanged.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as scheduled at 3:00 p.m. on Friday, 28 June 2024 on 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province to deal with the following additional matter:

ORDINARY RESOLUTION

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.

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

Guangzhou, the PRC
14 June 2024

SUPPLEMENTAL NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Notes:

1. In accordance with the requirements under the Listing Rules, all resolutions to be proposed for consideration and, if thought fit, for approval at the AGM, shall be passed by way of poll.
2. Except for the inclusion of additional proposed ordinary resolution (i.e. resolution No. 7) contained in this Supplemental Notice, there are no other changes to resolutions set out in the Original Notice. For details of other resolutions to be considered at the AGM and other related matters, please refer to the Original Notice published by the Company on the website of The Stock Exchange of Hong Kong Limited on 28 May 2024.
3. Closure of the register of members for eligibility to attend the AGM

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 transfer of shares of the Company will be registered. Holders of H 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, the holders of H Shares must lodge all transfer documents accompanied by relevant share certificates 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.

4. Closure of the register of members for eligibility to receive the final dividend for 2023

In order to determine the eligibility of shareholders of H Shares to receive the final dividend for the year ended 31 December 2023, the register of members of the Company will be temporarily closed for registration of shareholders from 6 July 2024 to 11 July 2024 (both days inclusive).

In order to qualify to receive the final dividend for the year ended 31 December 2023 (the relevant resolution is subject to the approval of the AGM), non-registered holders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with 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 before 4:30 pm on 5 July 2024. Shareholders of H Shares whose names appear on the register of members of the Company on 11 July 2024 are eligible to receive the final dividend for the year ended 31 December 2023.

5. Since the form of proxy for the AGM (the "**Original Form of Proxy**") enclosed with the circular dated 28 May 2024 did not contain the new resolution as set out in this Supplemental Notice, a new form of proxy for the AGM (the "**Revised Form of Proxy**") has been prepared and will be provided together with this Supplemental Notice.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Form of Proxy for the AGM in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the AGM (i.e., before 3:00 p.m. on 27 June 2024) ("**Deadline**") or any adjournment thereof (as the case may be) 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. The completion and return of the Revised Form of Proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof, if they so wish.

SUPPLEMENTAL NOTICE OF THE 2023 ANNUAL GENERAL MEETING

6. H shareholder who has not yet lodged the Original Form of Proxy with the Company's H Share Registrar is requested to lodge the Revised Form of Proxy. In this case, the Original Form of Proxy is not required to be returned to the H Share registrar of the Company. For Shareholders of H Shares who have already returned the Original Form of Proxy to the H Share Registrar of the Company, please note that:
 - (i) the Revised Form of Proxy lodged with the Company's H Share Registrar before the Deadline will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy for use at the 2023 AGM lodged by the shareholder if correctly completed; and
 - (ii) if the Revised Form of Proxy is not lodged with the Company's H Share Registrar before the Deadline, the Original Form of Proxy will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM including the new resolution No.7 which was not set out in the Original Form of Proxy.
 7. Shareholders should note that completion and return of the Revised Form of Proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof, if they so wish, in which case, any instrument for authorizing a proxy shall be deemed as revoked.
 8. Shareholders are reminded to read other notes as set out in the Original Notice.
 9. Please refer to the Supplemental Circular of the Company dated 14 June 2024 for details of the additional proposed ordinary resolution (i.e. Resolution No. 7) contained in this Supplemental Notice.
 10. As at the date of this Supplemental 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*