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安徽皖通高速公路股份有限公司

ANHUI EXPRESSWAY COMPANY LIMITED

(incorporated in the People's Republic of China with limited liability as a joint stock company)

(Stock Code: 995)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Anhui Expressway Company Limited (the “**Company**”) will be held at 2:30 p.m. on Friday, 18 August 2023 (or at any adjournment thereof) at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC to consider and, if thought fit, pass the following resolutions.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 July 2023 (the “**Circular**”).

RESOLUTIONS

1. To consider and approve the resolution regarding the special arrangements for the adjustment of future cash dividend of the Company;
2. To consider and approve the resolution regarding the satisfaction of the conditions for the Proposed Acquisition, the Proposed Non-public Issuance of A Shares and the related party transactions by the Company;
3. To consider and approve the resolution regarding the plan on the Proposed Acquisition and the related party transactions of the Company:
 - 3.01 Counterparty;
 - 3.02 Asset to be acquired;
 - 3.03 Total Consideration and basis for determining the Total Consideration;

- 3.04 Settlement mechanism of the Total Consideration;
- 3.05 Types of shares to be issued and par value;
- 3.06 Target subscriber for the Consideration Shares and the method of issuance;
- 3.07 Pricing Benchmark Date and the issue price of the Consideration Shares;
- 3.08 Number of Consideration Shares to be issued;
- 3.09 Location of listing of the Consideration Shares;
- 3.10 Lock-up arrangements;
- 3.11 Payment of Cash Consideration;
- 3.12 Profit and loss attribution during the transitional period;
- 3.13 Arrangements on the accumulated and undistributed profit of the Company;
- 3.14 Validity period of the resolutions in connection with the Proposed Acquisition and the related party transactions;
4. To consider and approve the resolution regarding the Proposed Acquisition and Proposed Non-public Issuance of A Shares constituting a related party transaction;
5. To consider and approve the resolution regarding the Proposed Acquisition and Proposed Non-public Issuance of A Shares not constituting a material asset restructuring and new listing;
6. To consider and approve the resolution regarding the entering into of the Acquisition Agreement with the counterparty with conditions to its effectiveness;
7. To consider and approve the resolution regarding the entering into of the Supplemental Agreement with the counterparty with conditions to its effectiveness;
8. To consider and approve the resolution regarding the entered into of the Compensation Agreement with the counterparty with conditions to its effectiveness;
9. To consider and approve the resolution regarding the Report on the Proposed Acquisition, Proposed Non-public Issuance of A Shares and related party transactions (Draft) and its summary;

10. To consider and approve the resolution regarding the compliance of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares with Article 4 of Guidelines for the Supervision of Listed Companies No. 9 – Regulatory Requirements for Listed Companies Planning and Implementing Major Asset Reorganizations of the PRC;
11. To consider and approve the resolution regarding the compliance of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares with Article 11 of the Administrative Measures for Major Asset Restructuring of Listed Companies of the PRC;
12. To consider and approve the resolution regarding the compliance of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares with Article 43 of the Administrative Measures for Major Asset Restructuring of Listed Companies of the PRC;
13. To consider and approve the resolution regarding the non-existence of the relevant circumstances prohibiting participation in material asset restructuring of listed companies as stated under Article 12 of the Guidelines for the Supervision of Listed Companies No. 7 – Supervision of Abnormal Stock Transactions Related to Major Asset Restructurings of Listed Companies of the PRC in respect of the relevant entities under the Proposed Acquisition and the Proposed Non-public Issuance of A Shares;
14. To consider and approve the resolution regarding the explanation on the completeness and legality of the statutory procedures and the effectiveness of the relevant legal documents submitted in respect of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares;
15. To consider and approve the resolution regarding the independent of the Valuer, the reasonableness of the assumptions used in the asset valuation, the relevance of the methodology and the purpose of the asset valuation and the fairness of the appraised value of the Target Assets;
16. To consider and approve the resolution regarding the fluctuation of the Company's share trading price in the 20 trading days prior to the announcement of the Proposed Acquisition and Proposed Non-public Issuance of A Shares;
17. To consider and approve the resolution regarding the approval of the accountants' report, pro forma financial information review report and asset valuation report in connection with the Proposed Acquisition and the Proposed Non-public Issuance of A Shares;

18. To consider and approve the resolution regarding the authorisation by the shareholders' meeting for the Board and its authorised persons to implement related matters in connection with the Proposed Acquisition and the Proposed Non-public Issuance of A Shares;
19. To consider and approve the resolution regarding the dilution of immediate returns and remedial measures in connection with the Proposed Acquisition and Proposed Non-public Issuance of A Shares;
20. To consider and approve the resolution regarding the approval of the Proposed Acquisition in accordance with the Takeovers Code;
21. To consider and approve the resolution regarding the approval of the Whitewash Waiver in accordance with the Takeovers Code;
22. To consider and approve the resolution regarding the waiver for Anhui Transportation Holding Group from making an offer in connection with the Proposed Acquisition pursuant to the PRC laws and regulations; and
23. To consider and approve the resolution regarding the plan on the Proposed Non-public Issuance of A Shares:
 - 23.01 Types of shares to be issued and par value;
 - 23.02 Target subscribers and method of issuance;
 - 23.03 Pricing Benchmark Date and the issue price of the shares to be issued;
 - 23.04 Number of shares to be issued and amount of ancillary funds to be raised;
 - 23.05 Location of listing of the shares;
 - 23.06 Lock-up arrangements;
 - 23.07 Use of proceeds for the ancillary funds raised;
 - 23.08 Validity period of the resolutions in connection with the Proposed Non-public Issuance of A Shares.

By order of the Board
Anhui Expressway Company Limited
Lee Chung Shing
Company Secretary

Hefei, Anhui, the PRC
26 July 2023

Notes:

1. Details of the resolutions are set out in the Circular. Resolutions number 1 to 19 and 21 to 23 above are proposed as special resolutions while resolution number 20 above is proposed as an ordinary resolution.

As set out in the Circular, it is conditions precedent to the Acquisition Agreement that the Acquisition Agreement and the Proposed Acquisition is approved by the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders, and that the grant of Whitewash Waiver is approved by the Takeovers Code Independent Shareholders. Accordingly, (a) the special resolution number 3 is required to be passed by (i) not less than two-thirds of the votes cast by way of poll by the eligible Shareholders present and voting in person or by proxy at the EGM; and (ii) a majority of votes by way of poll by Proposed Acquisition LR Independent Shareholders present and voting in person or by proxy at the EGM; (b) the ordinary resolution number 20 is required to be passed by more than 50% of the independent votes that are cast by the Takeovers Code Independent Shareholders in person or by proxy at the EGM; and (c) the special resolution number 21 is required to be passed by at least 75% of the independent votes that are cast by the Takeovers Code Independent Shareholders in person or by proxy at the EGM.

In addition, as set out in the Circular, it is a condition precedent to the Proposed Non-public Issuance of A Shares that the Proposed Non-public Issuance of A Shares are approved by the Non-public Issuance Independent Shareholders at the EGM. Accordingly, the special resolution number 23 is required to be passed by (i) not less than two-thirds of the votes cast by way of poll by the eligible Shareholders present and voting in person or by proxy at the EGM; and (ii) a majority by way of poll by Non-public Issuance Independent Shareholders present and voting in person or by proxy at the EGM.

2. For the purpose of holding the EGM, the register of H Shares members of the Company (the “**Register of Members**”) will be closed from Tuesday, 15 August 2023 to Friday, 18 August 2023 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Holders of the Company’s H Shares (the “**H Shareholders**”) whose names appear on the Register of Members on Friday, 18 August 2023 are entitled to attend and vote at the EGM.
3. In order to attend and vote at the EGM, the H Shareholders shall lodge all transfer documents together with the relevant share certificates to Hong Kong Registrars Limited, the Company’s H Share registrar, not later than 4:30 p.m. on Monday, 14 August 2023.

The address of Hong Kong Registrars Limited is as follows:

Hong Kong Registrars Limited
Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

4. Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the EGM.
5. The form of proxy must be signed by the Shareholder or his/her attorney duly authorised in writing or, in the case of a legal person, must either be executed under its common seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If the form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

6. To be valid, for H Shareholders, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
7. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identity card and the form of proxy signed by the Shareholder or his/her legal representative or his/her duly authorised attorney, and specify the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the EGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities, or other notarised copy of the licence issued by such legal person Shareholder. The form of proxy duly signed and submitted by HKSCC Nominees Limited are deemed to be valid, and it is not necessary for the proxy(ies) appointed by HKSCC Nominees Limited to produce the signed form of proxy when the proxy(ies) attend(s) the EGM. Completion and return of the form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.
8. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
9. Where there are joint registered holders of any share of the Company, only the person whose name stands first on the Register of Members in respect of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto.
10. The EGM is estimated to last for half a day. Shareholders who attend the EGM in person or by proxy shall bear their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises Xiang Xiaolong (Chairman), Yang Xiaoguang, Tao Wensheng, Chen Jiping, being the executive directors; Yang Xudong and Du Jian, being the non-executive directors; and Liu Hao, Zhang Jianping and Fang Fang, being the independent non-executive directors.