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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)

**CANCELLATION OF THE EXTRAORDINARY GENERAL
MEETING, A SHARES CLASS MEETING AND H SHARES
CLASS MEETING IN RELATION TO
(1) MAJOR AND CONNECTED TRANSACTION – PROPOSED
ACQUISITION
(2) PROPOSED NON-PUBLIC ISSUANCE OF A SHARES TO
RAISE ANCILLARY FUNDS
AND
(3) APPLICATION FOR WHITEWASH WAIVER**

INTRODUCTION

References are made to, amongst other, (a) the announcements of Anhui Expressway Company Limited (the “**Company**”) dated 17 April 2023 and 20 June 2023; (b) the circular of the Company (the “**Circular**”) dated 26 July 2023 and the accompanying notices (the “**Notices**”) and proxy forms of the EGM and H Shares Class Meeting to be held on 18 August 2023, each in relation to the Proposed Acquisition, the Proposed Non-public Issuance of A Shares and the application for Whitewash Waiver. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

CANCELLATION OF THE EGM, A SHARES CLASS MEETING AND H SHARES CLASS MEETING

As disclosed in the Circular:

- (a) the Acquisition Agreement is conditional upon the fulfilment of certain conditions, including (amongst others):
 - (i) the approval (the “**Proposed Acquisition SASAC Approval**”) of the Proposed Acquisition by the state-owned asset supervision and administration authorities or its authorised entities;
 - (ii) the obtaining of the Whitewash Waiver from the Executive; and
 - (iii) the obtaining of the requisite approval by the Takeovers Code Independent Shareholders at the EGM in respect of the grant of the Whitewash Waiver;
- (b) the Supplemental Agreement shall in turn become effective upon the Acquisition Agreement becoming effective; and
- (c) the Proposed Non-public Issuance of A Shares is conditional upon (amongst others) the approval (together with the Proposed Acquisition SASAC Approval, the “**SASAC Approvals**”) of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares by the competent state-owned assets supervision and administrative authorities or its authorised entities.

The Company is required to obtain the SASAC Approvals subsequent to the board meeting approving the Proposed Acquisition and/or the Proposed Non-public Issuance of A Shares but prior to the EGM and Class Meetings in accordance with the Measures for the Supervision and Administration of State-owned Equities of Listed Companies (《上市公司國有股權監督管理辦法》) of the PRC. However, as at the date of this announcement, the requisite SASAC Approvals for the Proposed Acquisition and/or the Proposed Non-public Issuance of A Shares have not yet been obtained.

Pursuant to the Administrative Measures for Material Asset Restructuring (《上市公司重大資產重組管理辦法》), Guidelines No. 26 on the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public – Major Asset Restructuring of Listed Companies (《公開發行證券的公司信息披露內容與格式準則第26號—上市公司重大資產重組》) and Shanghai Stock Exchange’s Issuance and Listing Review Business Guide No. 2 – Issuance and Listing Application Documents (《上海證券交易所發行上市審核業務指南第2號—發行上市申請文件》) of the PRC, financial information as set out in the application documents for the approval of the Proposed Acquisition by the Shanghai Stock Exchange shall have a validity period of six months. Considering the above development and that the financial information prepared in connection with the Proposed Acquisition are currently being prepared as of 28 February 2023, the Company will be required to further update

the financial information in connection with the Proposed Acquisition for the purposes of preparing the application for the approval of the Proposed Acquisition by the Shanghai Stock Exchange.

Taking into account aforementioned development and requirements under the PRC laws, the Board has resolved to cancel the holding of the EGM and the Class Meetings which were originally scheduled to be held on Friday, 18 August 2023. The EGM and the Class Meetings will be reconvened on a later date to be further determined and announced by the Company.

In light of the cancellation of the holding of the EGM and the Class Meetings which were scheduled to be held on 18 August 2023, the register of members of H Shares of the Company will not be closed during the period from Tuesday, 15 August 2023 to Friday, 18 August 2023 as originally scheduled and disclosed in the Notices.

A supplemental circular accompanied by the revised notices and revised proxy forms of the EGM and the H Shares Class Meeting setting out details and proxy arrangements of the reconvened EGM and H Shares Class Meeting will be despatched to the Shareholders in due course.

Completion of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares are subject to the satisfaction of certain conditions, and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hefei, Anhui, the PRC
11 August 2023

As at the date of this announcement, the Board of the Company comprises Xiang Xiaolong (chairman), Yang Xiaoguang, Tao Wensheng and Chen Jiping as the executive Directors; Yang Xudong and Du Jian as the non-executive Directors; and Liu Hao, Zhang Jianping and Fang Fang as the independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.