

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

**DESPATCH OF SUPPLEMENTAL CIRCULAR
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**

References are made to, amongst others, the announcements of Anhui Expressway Company Limited (the “**Company**”) dated 17 April 2023, 20 June 2023 (the “**Update Announcement**”), 11 August 2023, and 25 September 2023, and the circular of the Company (the “**Original Circular**”) dated 26 July 2023, each in relation to the Proposed Acquisition, the Proposed Non-public Issuance of A Shares and the application for the Whitewash Waiver. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Update Announcement.

The supplemental circular (the “**Supplemental Circular**”) containing, among other things, (i) certain updated information in connection with the Proposed Acquisition, the Proposed Non-public Issuance of A Shares, the Specific Mandates and the Whitewash Waiver; (ii) a supplemental letter from the Independent Board Committee to the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders containing its recommendation in respect of the Proposed Acquisition, the Proposed Acquisition Specific Mandate and the Whitewash Waiver; (iii) a supplemental letter from the Independent Financial Adviser to the Independent Board Committee, the Takeovers Code Independent Shareholders and the Proposed Acquisition LR Independent Shareholders containing its recommendation in respect of the Proposed Acquisition, the Proposed Acquisition Specific Mandate and the Whitewash Waiver; (iv) the updated financial information of the Target Company; and (v) the revised notices of the EGM and the H Shares Class Meeting has been despatched to the Shareholders on 13 October 2023. The Supplemental Circular shall be read in conjunction with the Original Circular.

The EGM and the Class Meetings are proposed to be held at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC on 9 November 2023. Details of the EGM and the H Shares Class Meeting are set out in the respective revised notices of the EGM and the H Shares Class Meeting issued and to be despatched together with the Supplemental Circular on 13 October 2023. Relevant Shareholders who have duly completed and returned the forms of proxy in connection with the EGM and/or the H Shares Class Meeting enclosed with the Original Circular are required to re-submit the form of proxy for the reconvened EGM and/or the reconvened H Shares Class Meeting enclosed with the Supplemental Circular in order to appoint proxy(ies) for the reconvened EGM and/or the reconvened H Shares Class Meeting.

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. The Whitewash Waiver may or may not be granted by the Executive and if granted, will, among others things, be subject to the approval by at least 75% of the votes cast by the Takeovers Code Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Takeovers Code Independent Shareholders by way of poll in respect of the Proposed Acquisition, respectively, at the EGM. Completion of the Proposed Acquisition is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Takeovers Code Independent Shareholders, and completion of the Proposed Non-public Issuance of A Shares is subject to the completion of the Proposed Acquisition. 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
13 October 2023

As at the date of this announcement, the Board of the Company comprises Xiang Xiaolong (chairman) 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.