



# 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)

(the "Company")

(Stock Code: 995)

### Proxy Form for use at the 2023 First Extraordinary General Meeting to be held on Thursday, 9 November 2023 or any adjournment thereof

Number of Shares related to this proxy form <sup>(Note 1)</sup>	A Shares
	H Shares

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
(Shareholder's account: \_\_\_\_\_ ID No.: \_\_\_\_\_ )  
being the holder(s) of the Company's shares: \_\_\_\_\_ A Shares/ \_\_\_\_\_ H Shares,  
hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ ID No.: \_\_\_\_\_  
(of \_\_\_\_\_ )  
or failing him, the chairman of the EGM, as my/our proxy to attend and vote for me/us on the resolutions in accordance with the instruction below and on my/our behalf at the 2023 First Extraordinary General Meeting of the Company to be convened at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC at 2:30 p.m. on Thursday, 9 November 2023 (or any adjournment thereof) (the "EGM"). In the absence of any indication, the proxy may vote on the resolutions at his own discretion. <sup>(Note 6)</sup>

No.	Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
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			

<b>No.</b>	<b>Resolutions</b>	<b>For</b> <small>(Note 4)</small>	<b>Against</b> <small>(Note 4)</small>	<b>Abstain</b> <small>(Note 4)</small>
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) (Revised) 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			

No.	Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
15.	To consider and approve the resolution regarding the independence 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 approval of the updated accountants' report and pro forma financial information review report in connection with Proposed Acquisition and the Proposed Non-public Issuance of A Shares			
19.	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			
20.	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			
21.	To consider and approve the resolution regarding the approval of the Proposed Acquisition in accordance with the Takeovers Code			
22.	To consider and approve the resolution regarding the approval of the Whitewash Waiver in accordance with the Takeovers Code			
23.	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			
24.	To consider and approve the resolution regarding the plan on the Proposed Non-public Issuance of A Shares:			
24.01	Types of shares to be issued and par value			
24.02	Target subscribers and method of issuance			
24.03	Pricing Benchmark Date and the issue price of the shares to be issued			
24.04	Number of shares to be issued and amount of ancillary funds to be raised			
24.05	Location of listing of the shares			
24.06	Lock-up arrangements			
24.07	Use of proceeds for the ancillary funds raised			
24.08	Validity period of the resolutions in connection with the Proposed Non-public Issuance of A Shares			

Date: \_\_\_\_\_ 2023

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares of the Company registered in your name(s) relating to this proxy form; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Full name(s) and address(es) as registered in the register of members of the Company to be inserted in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the chairman of the EGM will act as your proxy. A Shareholder may appoint one proxy or more to attend the EGM and vote for him. The proxy need not be a member of the Company but must attend the EGM in person to represent you. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **Important: If you wish to vote for any resolution, please tick the appropriate box marked “For”. If you wish to vote against any resolution, please tick the appropriate box marked “Against”. If you wish to abstain from voting on any resolution, please tick the appropriate box marked “Abstain”. If no direction is given, your proxy may vote at his/her own discretion.** Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized.
6. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be lodged to the registered address of the Company at 520 Wangjiang West Road, Hefei, Anhui, the People’s Republic of China (for holders of A Shares) or the Company’s H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) no later than 24 hours before the time appointed for the EGM or any adjournment thereof.
7. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company and who are entitled to vote in respect of such shares, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of such shares.
8. You are reminded that 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.
9. Details of the resolutions are set out in the circular and notice of the EGM issued by the Company dated 13 October 2023. As set out in the notice of the EGM, resolutions number 1 to 20 and 22 to 24 above are proposed as special resolutions while resolution number 21 above is proposed as an ordinary resolution.

**PERSONAL INFORMATION COLLECTION STATEMENT**

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (PDPO), which will include your and your appointed proxy’s name and mailing address and any another personal data required to be provided. By providing your appointed proxy’s Personal Data, you hereby confirm that you have obtained the consent of your appointed proxy to provide their Personal Data to the Company and Its Registrars. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s EGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to the Registrars’ agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. The Company and its Registrars may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities. The Personal Data collected in this form of proxy will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for the Company’s and its Registrar’s record, verification and notification purposes. You have the right to request access to and/or correction. You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means: By mail to: Hong Kong Privacy Officer, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by e-mail to: PrivacyOfficer@computershare.com.hk.