



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 H Shares Class Meeting to be held on Thursday, 9 November 2023 or any adjournment thereof

I/We ^(Note 2) _____
of _____
(Shareholder's account: _____ ID No.: _____)
being the holder(s) of _____ H Shares of the Company,
hereby appoint ^(Note 3) _____ ID No.: _____
(of _____)
or failing him, the chairman of the H Shares Class Meeting, 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 H Shares Class 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. (or immediately after the conclusion of the EGM and the A Shares Class Meeting or any adjournment thereof) on Thursday, 9 November 2023 (or any adjournment thereof) (the "**H Shares Class Meeting**"). In the absence of any indication, the proxy may vote on the resolutions at his own discretion. ^(Note 6)

No.	Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and approve the resolution regarding the plan on the Proposed Acquisition and the related party transactions of the Company:			
1.01	Counterparty			
1.02	Asset to be acquired			
1.03	Total Consideration and basis for determining the Total Consideration			
1.04	Settlement mechanism of the Total Consideration			
1.05	Types of shares to be issued and par value			
1.06	Target subscriber for the Consideration Shares and the method of issuance			
1.07	Pricing Benchmark Date and the issue price of the Consideration Shares			
1.08	Number of Consideration Shares to be issued			
1.09	Location of listing of the Consideration Shares			
1.10	Lock-up arrangements			
1.11	Payment of Cash Consideration			
1.12	Profit and loss attribution during the transitional period			

No.	Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.13	Arrangements on the accumulated and undistributed profit of the Company			
1.14	Validity period of the resolutions in connection with the Proposed Acquisition and the related party transactions			
2.	To consider and approve the resolution regarding the entering into of the Acquisition Agreement with the counterparty with conditions to its effectiveness			
3.	To consider and approve the resolution regarding the entering into of the Supplemental Agreement with the counterparty with conditions to its effectiveness			
4.	To consider and approve the resolution regarding the entered into of the Compensation Agreement with the counterparty with conditions to its effectiveness			
5.	To consider and approve the resolution regarding the authorization 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			
6.	To consider and approve the resolution regarding the plan on the Proposed Non-public Issuance of A Shares:			
6.01	Types of shares to be issued and par value			
6.02	Target subscribers and method of issuance			
6.03	Pricing Benchmark Date and the issue price of the shares to be issued			
6.04	Number of shares to be issued and amount of ancillary funds to be raised			
6.05	Location of listing of the shares			
6.06	Lock-up arrangements			
6.07	Use of proceeds for the ancillary funds raised			
6.08	Validity period of the resolutions in connection with the Proposed Non-public Issuance of A Shares			

Date: _____ 2023

Signature ^(Note 5): _____

Notes:

1. Please insert the number of H 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 H 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 H Shares Class Meeting will act as your proxy. A Shareholder may appoint one proxy or more to attend the H Shares Class Meeting and vote for him. The proxy need not be a member of the Company but must attend the H Shares Class Meeting 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 H Shares Class Meeting other than those set out in the notice convening the H Shares Class Meeting.
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 notorially certified copy of that power of attorney or other authority must be lodged to 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 H Shares Class Meeting 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 H Shares Class Meeting, 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 H Shares Class Meeting, 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 H Shares Class Meeting or any adjournment thereof if you so wish.
9. Details of the resolutions are set out in the circular and notice of the H Shares Class Meeting issued by the Company dated 13 October 2023. As set out in the notice of the H Shares Class Meeting, all the resolutions proposed at the H Shares Class Meeting are proposed as special resolutions.

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 H Shares Class Meeting 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.