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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)

- (1) VOTING RESULTS AT ANNUAL GENERAL MEETING HELD ON 6 JUNE 2024;**
- (2) CHANGE OF DIRECTORS, SUPERVISORS, MEMBERS OF THE BOARD COMMITTEES AND AUTHORIZED REPRESENTATIVE;**
- (3) CHANGE OF GENERAL MANAGER AND DEPUTY GENERAL MANAGERS; AND**
- (4) REAPPOINTMENT OF COMPANY SECRETARY AND CHANGE OF SECRETARY TO THE BOARD**

VOTING RESULTS AT THE AGM

References are made to the circular (the “**Circular**”) of Anhui Expressway Company Limited (the “**Company**”) and the notice of the 2023 Annual General Meeting (the “**Notice**”) both dated 6 May 2024. Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

The board of directors (the “**Board**”) is pleased to announce that at the AGM held on 6 June 2024, all resolutions proposed at the AGM as set out in the Notice were duly passed by the shareholders by way of poll. Ernst & Young (the auditor of the Company) was appointed as the scrutineer at the AGM for the purpose of the vote-taking. The poll results at the AGM were as follows:

Resolutions		Number of votes and percentage		
		For	Against	Abstain
1.	To consider and approve the working report of the board of directors of the Company for the year 2023 (ordinary resolution)	1,176,845,348 (99.9999%)	100 (0%)	0 (0.0001%)

As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

Resolutions		Number of votes and percentage		
		For	Against	Abstain
2.	To consider and approve the working report of the supervisory committee of the Company for the year 2023 (ordinary resolution)	1,176,845,348 (99.9999%)	100 (0%)	0 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
3.	To consider and approve the audited financial report of the Company for the year 2023 (ordinary resolution)	1,176,845,348 (99.9999%)	100 (0%)	0 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
4.	To consider and approve the profit appropriation proposal of the Company for the year 2023 (ordinary resolution) (Notes)	1,176,845,348 (99.9999%)	100 (0%)	0 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
5.	To consider and approve the comprehensive budget of the Company for the year 2024 (ordinary resolution)	1,176,845,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
6.	To consider and approve the resolution on the estimated daily related party transactions of the Company for the year 2024 (ordinary resolution)	652,200,128 (99.9998%)	100 (0%)	1,000 (0.0002%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
7.	To consider and approve the resolution in relation to the re-appointment of the auditors of the Company for the year 2024 and to authorize the board of directors to fix their remuneration (ordinary resolution)	1,176,844,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
8.	To consider and approve the resolution in relation to the grant of general mandate authorizing the board of directors to allot and issue new A Shares and/or H Shares of the Company (special resolution)	1,062,481,864 (99.2846%)	114,330,184 (9.7152%)	1,000 (0.0002%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</i>				
9.	To consider and approve the proposed amendments to the articles of association of the Company (special resolution)	1,163,580,641 (98.8728%)	13,263,706 (1.1270%)	1,101 (0.0002%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</i>				
10.	To consider and approve the proposed amendments to the rules of procedures of the general meeting of the Company (special resolution)	1,163,580,741 (98.8728%)	13,263,706 (1.1270%)	1,101 (0.0002%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</i>				
11.	To consider and approve the proposed amendments to the rules of procedures of the board of directors of the Company (special resolution)	1,176,844,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</i>				

Resolutions		Number of votes and percentage		
		For	Against	Abstain
12.	To consider and approve the proposed amendments to the rules of procedures of the supervisory committee of the Company (special resolution)	1,176,844,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</i>				
13.	To consider and approve the proposed adoption of the working procedures for independent directors of the Company (ordinary resolution)	1,176,844,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
14.	To determine the remuneration of the members of the board of directors and the supervisory committee of the Company for the tenth session, and to authorize the board of directors to decide on the terms of the service contracts of the directors and supervisors (ordinary resolution)	1,176,844,348 (99.9999%)	100 (0%)	1,000 (0.0001%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.</i>				
15.	To elect the non-independent directors of the board of directors of the Company for the tenth session by way of accumulated voting one by one (ordinary resolutions):	Number of votes in favour of the resolution	Percentage of the valid votes at the AGM	
(1)	To elect Mr. Wang Xiaowen as an executive director for the tenth board of directors of the Company;	1,163,752,549	98.8874%	
(2)	To elect Mr. Yu Yong as an executive director for the tenth board of directors of the Company;	1,163,257,522	98.8453%	
(3)	To elect Mr. Chen Jiping as an executive director for the tenth board of directors of the Company;	1,163,257,522	98.8453%	
(4)	To elect Mr. Wu Changming as an executive director for the tenth board of directors of the Company;	1,163,257,522	98.8453%	
(5)	To elect Mr. Yang Xudong as a non-executive director for the tenth board of directors of the Company;	1,136,075,265	96.5356%	
(6)	To elect Mr. Du Jian as a non-executive director for the tenth board of directors of the Company.	1,133,983,524	96.3579%	
<i>With more than half of the valid votes at the AGM cast in favour of the above ordinary resolutions, the resolutions were duly passed.</i>				

16.	To elect the independent directors of the board of directors of the Company for the tenth session by way of accumulated voting one by one (ordinary resolutions):	Number of votes in favour of the resolution	Percentage of the valid votes at the AGM
(1)	To elect Mr. Zhang Jianping as an independent non-executive director for the tenth board of directors of the Company;	1,161,546,733	98.7000%
(2)	To elect Mr. Lu Taiping as an independent non-executive director for the tenth board of directors of the Company;	1,166,802,948	99.1466%
(3)	To elect Ms. Zhao Jianli as an independent non-executive director for the tenth board of directors of the Company.	1,166,802,948	99.1466%
<i>With more than half of the valid votes at the AGM cast in favour of the above ordinary resolutions, the resolutions were duly passed.</i>			
17.	To elect members of the supervisory committee of the Company for the tenth session representing the shareholders by way of accumulated voting one by one (ordinary resolutions):	Number of votes in favour of the resolution	Percentage of the valid votes at the AGM
(1)	To elect Mr. Guo Xiaoze as a supervisor representing the shareholders for the tenth supervisory committee of the Company;	1,176,339,748	99.9570%
(2)	To elect Mr. Jiang Yue as a supervisor representing the shareholders for the tenth supervisory committee of the Company.	1,154,066,480	98.0644%
<i>With more than half of the valid votes at the AGM cast in favour of the above ordinary resolutions, the resolutions were duly passed.</i>			

Notes:

- I. The resolution for the payment of a final dividend of RMB0.601 per share (tax included) for the year ended 31 December 2023 to all shareholders as recommended by the Board was passed at the AGM. As regards the method of payment of the final dividend, the Board makes the following announcement: Pursuant to Article 211 of the Company's articles of association, dividends payable to the holders of H Shares are required to be declared and valued in RMB and paid in Hong Kong dollar in accordance with the following conversion formula:

$$\text{Dividend in Hong Kong dollar} = \frac{\text{Dividend in RMB}}{\text{Average closing RMB/HK\$ exchange rate of the People's Bank of China for five business days prior to date of declaration of payment of dividend}}$$

For the purpose of the final dividend, the date of declaration is 6 June 2024. The average closing exchange rate for RMB/HK\$ of the People's Bank of China over a period of five business days prior to the date of declaration for one Hong Kong Dollar is RMB0.9096. Accordingly, the final dividend per H Share is HK\$0.6607 (tax included).

- II. Pursuant to the Enterprise Income Tax of the People's Republic of China* (中華人民共和國企業所得稅法) and the Implementation Rules of Enterprise Income Tax of the People's Republic of China* (中華人民共和國企業所得稅法實施條例) implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder in respect of the accounting periods beginning from 1 January 2008 shall withhold and pay enterprise income tax. The withholding and payment obligations will lie with the payer. The Company will distribute the final dividends for 2023 according to the aggregate amount of dividends, the amount of the enterprise income tax to be withheld by the Company and the report of tax deduction and non-tax deduction as provided by the Hong Kong Registrars Limited. In respect of all shareholders whose names appear in the register of holders of H Shares of the Company on 17 June 2024 who are not individuals (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the enterprise income tax of 10%.

Investors shall note that the Company has no obligation to ascertain the identity of the shareholders. The Company will not be liable for any dispute or loss caused by the failures to ascertain the identity of the shareholders in time or accurately. Shareholders are advised to seek advice from their tax advisers concerning any tax implications arising from their holding or disposal of the H Shares.

- III. The Company will pay dividends in respect of the H Shares to the holders of H Shares of the Company whose names appear in the register of members of the Company on 17 June 2024. Pursuant to the articles of association of the Company, the Company has appointed Bank of China (Hong Kong) Trustees Limited (the "Receiving Agent") to receive, on behalf of holders of H Shares, all dividends declared in respect of H Shares. The Receiving Agent is a trust company registered under the Trustee Ordinance in Hong Kong. Cheques for the H Share dividends will be issued by the Receiving Agent and are expected to be despatched by ordinary post to holders of H Shares at their own risk on or before 12 July 2024 (i.e. payment date of dividends for H Shares).

- IV. Profit Distribution for Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on Stock Exchange (collectively the "**Southbound Trading**"), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (港股通H股股票現金紅利派發協議) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited respectively, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through their depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No. 127), for dividends received by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares.

V. The method of payment for dividends for A Shares will be announced separately.

The AGM was attended by 20 representatives of shareholders of the Company and proxies, representing 1,176,845,448 shares, equivalent to 70.95% of the total shares with voting rights of the Company, of which 940,111,574 shares were A Shares and 236,733,874 shares were H Shares, representing 56.68% and 14.27% of the total shares with voting rights of the Company respectively, which was in accordance with the stipulation of the Corporate Law and the Company's articles of association.

As at the date of the AGM, the total number of issued shares of the Company was 1,658,610,000, which was the total number of shares entitling the shareholders to attend and vote on the resolutions at the AGM.

As stated in the Circular, Anhui Transportation Holding Group shall abstain from voting on Resolution No. 6 at the AGM. Based on the knowledge of the Company after making all reasonable enquiries, Anhui Transportation Holding Group held, in aggregate, 524,644,220 shares of the Company and had abstained from voting at the AGM on Resolution No. 6. Therefore, the total number of Shares entitling the shareholders to vote on Resolution No.6 was 1,133,965,780.

Save as disclosed above, there was no restriction on any shareholder casting votes on any of the proposed resolutions at the AGM. There was no any other shares entitling the holder to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no shareholders that are required under the Listing Rules to abstain from voting.

Except for Mr. Du Jian who was unable to attend due to other matters, all remaining members of the Board attended the AGM.

CHANGE OF DIRECTORS, SUPERVISORS, MEMBERS OF THE BOARD COMMITTEES AND AUTHORIZED REPRESENTATIVE

Change of Directors

Following the change of the session of the Board, Mr. Xiang Xiaolong, Mr. Liu Hao and Ms. Fang Fang have retired as the members of the Board of the Company with effect from 6 June 2024. The Company expressed gratitude to them for their contributions to the Company during their term. Mr. Xiang Xiaolong, Mr. Liu Hao and Ms. Fang Fang confirmed that they have no disagreement with the Board and there is no matter relating to their retirement that will need to be brought to the attention of the Shareholders.

Mr. Wang Xiaowen, Mr. Yu Yong, Mr. Chen Jiping, Mr. Wu Changming, Mr. Yang Xudong, Mr. Du Jian, Mr. Zhang Jiangping, Mr. Lu Taiping and Ms. Zhao Jianli were appointed as the members of the tenth session of the Board with effect from 6 June 2024 for a term of 3 years. Mr. Wang Xiaowen was appointed as the chairman of the Board, and Mr. Yu Yong and Mr. Chen Jiping were appointed as vice chairmen of the Board.

Pursuant to Rule 3.13 of the Listing Rules, each of Mr. Zhang Jianping, Mr. Lu Taiping and Ms. Zhao Jianli, as independent non-executive directors of the tenth session of the Board, has confirmed to the Company: (a) their independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) their past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company, if any; and (c) that there were no other factors that may affect their independence at the time of their appointment.

Change of Supervisors

Following the change of the session of the supervisory committee, Mr. Cheng Xijie has retired as a member and the chairman of the supervisory committee of the Company, with effect from 6 June 2024. The Company expressed gratitude to Mr. Cheng Xijie for his contribution to the Company during his term. Mr. Cheng Xijie confirmed that he has no disagreement with the supervisory committee of the Company and there is no matter relating to his retirement that will need to be brought to the attention of the shareholders.

Mr. Guo Xiaoze, Mr. Jiang Yue and Ms. Li Huairu were appointed as the members of the tenth session of the supervisory committee of the Company with effect from 6 June 2024 for a term of 3 years. Mr. Guo Xiaoze was appointed as the chairman of the supervisory committee.

Change of the Strategic Development and Investment Committee

Mr. Xiang Xiaolong no longer served as a member and the chairman of the strategic development and investment committee of the Board, with effect from 6 June 2024.

Mr. Wang Xiaowen, Mr. Yu Yong, Mr. Chen Jiping, Mr. Yang Xudong and Mr. Zhang Jianping were appointed as the members of the strategic development and investment committee, and Mr. Wang Xiaowen was appointed as the chairman thereof, all with effect from 6 June 2024.

Change of the Human Resources and Remuneration Committee

Ms. Fang Fang no longer served as a member of the human resources and remuneration committee, with effect from 6 June 2024.

Mr. Zhang Jianping, Mr. Wu Changming, Mr. Yang Xudong, Mr. Lu Taiping and Ms. Zhao Jianli were appointed as the members of the human resources and remuneration committee, and Mr. Zhang Jianping was appointed as the chairman thereof, all with effect from 6 June 2024.

Change of the Audit Committee

Mr. Liu Hao no longer served as a member and the chairman of the audit committee of the Board, with effect from 6 June 2024.

Mr. Lu Taiping, Mr. Yang Xudong, Mr. Du Jian, Mr. Zhang Jianping and Ms. Zhao Jianli were appointed as the members of the audit committee, and Mr. Lu Taiping was appointed as the chairman thereof, all with effect from 6 June 2024.

Change of Authorized Representative

Following the change of the session of the Board, Mr. Xiang Xiaolong no longer served as an authorized representative of the Company under Rule 3.05 of the Listing Rules (“**Authorized Representative**”), and Mr. Wang Xiaowen has been appointed as an Authorized Representative in place of Mr. Xiang Xiaolong, both with effect from 6 June 2024.

CHANGE OF GENERAL MANAGER AND DEPUTY GENERAL MANAGERS

Following the change of the session of the Board, the terms of the general manager and deputy general managers of the Company expired on 6 June 2024. The Board announces that, Mr. Yu Yong was appointed as the general manager of the Company, Mr. Wu Changming was appointed as the executive deputy general manager of the Company, and Mr. Zhang Jinlin was re-appointed as a deputy general manager of the Company, all with effect from 6 June 2024 until the expiry date of the term for the current session of the Board.

Furthermore, pursuant to the nomination from the general manager of the Company, and followed by the consideration by the human resources and remuneration committee under the Board of the Company for the tenth session, the appointment of Mr. Shen Zhixiang (“**Mr. Shen**”) as a deputy general manager of the Company was approved by the Board at a meeting held on 6 June 2024 for a term commencing on the date of approval at the Board meeting and ending on the expiry date of the term for the current session of the Board.

The biographical details of Mr. Shen are as follows:

Mr. Shen Zhixiang, born in July 1979, holds a college degree and a master’s degree in engineering, majoring in engineering of transportation engineering department of Southeast University, and is a senior engineer. He started his career in July 2002, and served as the deputy general manager of Wuxuan Expressway Management Co., Ltd. of Anhui Provincial Communications Investment Group* (安徽省交通投資集團), director of road network management department of Anhui Provincial Traffic and Transportation Network Operation Management Centre* (安徽省交通運輸聯網運行管理中心), vice general manager, general manager, and deputy secretary of the Party Committee of Anhui Expressway Network Operations Company Limited* (安徽省高速公路聯網運營有限公司), deputy director (in charge) and director of the operations management department (safety production department) of Anhui Expressway Company Limited; from March 2021 to June 2022, he served as the director (head) of toll management department (office of network toll management center) of Anhui Expressway Company Limited; from June 2022 to July 2023, he served as the assistant to general manager and the director (head) of toll management department (office of network toll management center) of Anhui Expressway Company Limited; from July 2023 to April 2024, he served as the assistant to general manager, the director of the toll management department of the Company, and the deputy director of Anhui Provincial Expressway Network Toll Management Center.

Mr. Shen will enter into a labour contract with the Company. The remuneration to be received by him from the Company will be calculated, approved and paid on the basis of his specific employment with the Company and in accordance with the Company’s compensation and welfare policy.

Save as disclosed above, as at the date of this announcement, to the best knowledge and belief of the Board, Mr. Shen (i) has no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company, nor does he hold any position in the Company or its subsidiaries; (ii) does not have or is not deemed to have any interest or short position (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any shares, underlying shares or debentures of the Company or its associated corporations; and (iii) has not held any directorship in any other listed company in the last three years. Mr. Shen has confirmed that there are no other matters that need to be brought to the attention of the Company and the shareholders in connection with his appointment nor is there any other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

REAPPOINTMENT OF COMPANY SECRETARY AND CHANGE OF SECRETARY TO THE BOARD

Following the change of the session of the Board, the terms of the company secretary and secretary to the Board of the Company expired on 6 June 2024. The Board announces that, Mr. Lee Chung Shing was reappointed as the company secretary with effect from 6 June 2024 until the expiry date of the term for the current session of the Board, and Mr. Wu Changming no longer served as the secretary to the Board, the secretary to the strategic development and investment committee and the secretary to the audit committee of the Company, with effect from 6 June 2024.

The Board held a meeting on 6 June 2024 and resolved to appoint Ms. Ding Yu (“**Ms. Ding**”) as the secretary to the Board, the secretary to the strategic development and investment committee and the secretary to the audit committee of the Company for a term commencing from the passing date of the Board resolution to the expiry date of the term of the members of the current session of the Board.

The biographical details of Ms. Ding are as follows:

Ms. Ding Yu, born in 1974, college degree, economist. She joined the work in July 1996, participated in the preparation for the listing of Anhui Expressway Company Limited, served as the secretary and deputy director of the Board secretary office of Anhui Expressway Company Limited. From June 2020 to April 2024, she served as director of the Board secretary office of the Company, and served as the representative of securities affairs of the Company from 2008 to June 2024.

Ms. Ding Yu has obtained the qualification certificate as the secretary to the board of directors issued by the Shanghai Stock Exchange and possesses the professional knowledge and working experience required for performing the duties as the secretary to the Board. Her qualification complies with the relevant laws, regulations and normative documents, and there is no situation under which she is restrained from acting as the secretary to the Board as stipulated by the Company Law, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Articles of Association.

Shareholders and investors can refer to the Circular for the profiles of the members of the new session of the Board and the supervisory committee, which remain correct and applicable as at the date of this announcement.

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

Hefei, Anhui, the PRC
6 June 2024

As at the date of this announcement, the Board comprises: Wang Xiaowen, Yu Yong, Chen Jiping and Wu Changming as executive Directors; Yang Xudong and Du Jian as non-executive Directors; and Zhang Jianping, Lu Taiping and Zhao Jianli as independent non-executive Directors.

This announcement was originally prepared in Chinese. In the event of discrepancies between the Chinese and the English version, the Chinese version shall prevail.

* *For identification purpose only*