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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Anhui Expressway Company Limited, you should at once hand this circular and the accompanying reply slip and form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)**

**PROPOSED ELECTION OF DIRECTORS AND  
NOTICE OF EGM**

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A notice convening the EGM of the Company to be held at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC, on 16 July 2021 (Friday) at 2:30 p.m. (Hong Kong time), together with the accompanying form of proxy, are issued on 25 June 2021 and published on the website of the Stock Exchange. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same (as far as A Shareholders are concerned) to the registered office of the Company (address being 520 Wangjiang West Road, Hefei, Anhui, the PRC) or (as far as H Shareholders are concerned) to the registrar of H Shares of the Company, Hong Kong Registrars Limited (address being 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), as soon as practicable and in any event not less than 24 hours before the holding of the EGM. Completion and return of the forms of proxy will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting(s) should you so wish.

25 June 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Company”	Anhui Expressway Company Limited, a joint stock limited company incorporated in the PRC, its H Shares are listed on the Stock Exchange and its domestic ordinary shares are listed on the SSE in the PRC
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 first extraordinary general meeting of the Company to be held at the Company’s conference room at 520 Wangjiang West Road, Hefei, Anhui, the PRC, on Friday, 16 July 2021 at 2:30 p.m. (Hong Kong time) (or such adjournment thereof)
“EGM Notice”	notice convening the EGM set out on pages 6 to 8 of this circular dated 25 June 2021
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the sole purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Shareholder(s)”	shareholders of the Company, including holders of H Shares and the domestic shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Xiang Xiaolong

Mr. Yang Xiaoguang

*Registered Office:*

520 Wangjiang West Road,

Hefei, Anhui, the PRC

*Non-executive Directors:*

Mr. Yang Xudong

Mr. Du Jian

*Business Address in Hong Kong:*

5th Floor, Jardine House,

1 Connaught Place, Central,

Hong Kong

*Independent non-executive Directors:*

Mr. Liu Hao

Mr. Zhang Jianping

Ms. Fang Fang

25 June 2021

*To Shareholders*

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTORS AND  
NOTICE OF EGM**

The purpose of this circular is to give you the EGM Notice and to provide you with further information in respect of the resolution for proposed election of Directors to enable you to make a decision on the relevant resolution at the forthcoming EGM.

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## LETTER FROM THE BOARD

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### INTRODUCTION

The Board had announced on 11 June 2021 that, the Company had recently received the resignation letter from Mr. Tang Jun (“**Mr. Tang**”), who was an executive Director and the general manager of the Company. Due to change of work arrangement, Mr. Tang had tendered his resignation as an executive Director and as the general manager of the Company and, at the same time, ceased to be a member of the Company’s strategic development and investment committee.

Mr. Tang has confirmed that he has no disagreement with the Board. And, there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders.

Pursuant to relevant provisions under the Company Law, the Company’s number of Directors will not fall below the minimum legal requirement after Mr. Tang’s resignation and the normal operation of the Board will not be affected. Mr. Tang’s resignation took effect upon receipt of the same by the Board. After resignation, Mr. Tang did not hold any post in the Company.

The Board had also announced on 21 June 2021 that, the Company had recently received the resignation letter from Mr. Xie Xinyu (“**Mr. Xie**”), who was an executive Director and the executive deputy general manager of the Company. Due to change of work arrangement, Mr. Xie had tendered his resignation as an executive Director and as the executive deputy general manager of the Company.

Mr. Xie has confirmed that he has no disagreement with the Board. And, there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders.

Pursuant to relevant provisions under the Company Law, the Company’s number of Directors will not fall below the minimum legal requirement after Mr. Xie’s resignation and the normal operation of the Board will not be affected. Mr. Xie’s resignation took effect upon receipt of the same by the Board. After resignation, Mr. Xie would remain as the company secretary, an authorized representative of the Company under the Listing Rules and the secretary of the audit committee under the Board.

The Board would like to express its sincere gratitude to Mr. Tang and Mr. Xie for their endeavours and contributions to the Company during his term of office!

### Nomination of Candidate for New Directors

The Board agrees to nominate Mr. Tao Wensheng (“**Mr. Tao**”) and Mr. Chen Jiping (“**Mr. Chen**”) as the new Directors, whose term of office will be from the date of election (i.e. the date of the EGM) until the expiry date of the term of office for the current session of the Board.

Biographical details of Mr. Tao and Mr. Chen are set out in the Appendix to this circular:

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

The EGM Notice is set out on pages 6 to 8 of this circular. At the EGM, Shareholders will (among others) consider and pass the resolution set out therein.

This circular is accompanied by a form of proxy of the EGM. The form of proxy of the EGM are issued on 25 June 2021 and published on the website of the Stock Exchange. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same (as far as A Shareholders are concerned) to the registered office of the Company (address being 520 Wangjiang West Road, Hefei, Anhui, the PRC) or (as far as H Shareholders are concerned) to the registrar of H Shares of the Company, Hong Kong Registrars Limited (address being 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), as soon as practicable and in any event not less than 24 hours before the holding of the EGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting(s) should you so wish.

### LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolution put to the vote at the EGM will be taken by way of poll.

### RECOMMENDATION

The Directors believe that the above resolution is in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By Order of the Board  
**Anhui Expressway Company Limited**  
**Xie Xinyu**  
*Company Secretary*

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

*This appendix sets out the particulars of the directors proposed to be appointed at the EGM:*

**Mr. Tao Wensheng**

Mr. Tao Wensheng, born in 1970, holds a postgraduate degree and is a senior engineer. He was once an assistant engineer of the Hefei Meiling Refrigerator Plant\* (合肥美菱電冰箱總廠), the deputy manager of the general affairs department for tender, the deputy director of the general office and the deputy director of the inquiry and supervision office of the Provincial Bureau of Complete Machinery and Equipment of Anhui Province\* (安徽省機械設備成套局); the deputy director of the Provincial Tender Center of Anhui Province\* (安徽省招標中心); a member of the Party Committee and the deputy general manager of Anhui Expressway Real Estate Group Co., Ltd.\* (安徽省高速地產集團有限公司); a member of the general Party branch, executive director and the general manager of Anhui Yida Expressway Service Areas Operation and Management Co., Ltd.\* (安徽省驛達高速公路服務區經營管理有限公司) and a director and the chairman of the board of directors of Anhui Expressway Petrochemical Co., Ltd.; the deputy secretary to the Party Committee, executive director and general manager of Anhui Yida Expressway Service Areas Operation and Management Co., Ltd.\* (安徽省驛達高速公路服務區經營管理有限公司). He served as the chairman of the board of directors and deputy secretary to the Party Committee of Anhui Expressway Real Estate Group Co., Ltd.\* (安徽省高速地產集團有限公司) from September 2017 to June 2020; and the secretary to the Party Committee and chairman of the board of directors of Anhui Expressway Real Estate Group Co., Ltd.\* (安徽省高速地產集團有限公司) from June 2020 to June 2021. He has been the general manager of the Company since June 2021.

Save as disclosed in this circular, Mr. Tao has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder and does not hold any other positions in the Group.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Tao does not have any interest in the shares (within the meaning of Part XV of the Securities and Futures Ordinance) of the Company. Save as disclosed in this circular, Mr. Tao has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Tao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his election nor is there any information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Tao in respect of his appointment as an executive Director for a term commencing from the date of approval by the Shareholders until the expiry date of the term of office for the current session of the Board.

In line with the remuneration proposals for the directors of the ninth session of the Board, the Company will not determine director's remuneration for and pay to a director holding executive office in the Company. The remuneration of the director to be received from the Company will be calculated, approved and paid on the basis of their specific employment with the Company and in accordance with the Company's compensation and welfare policy.

**Mr. Chen Jiping**

Mr. Chen Jiping, born in 1971, holds a Master of Business Administration degree and is a senior engineer. He served as the human resources deputy director, office manager and director of operations management of Anhui Transport Investment Group Company Limited, and a Party Committee member and the deputy general manager of Anhui Transport Operations Management Company Limited. From August 2016 to June 2020, he has been a member of the Party Committee and a deputy general manager of the Company. He has been a deputy secretary of the Party Committee of the Company since June 2020 (during which period he was the employee representative Supervisor of the Company from 17 August 2020 to 17 June 2021).

Save as disclosed in this circular, Mr. Chen has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder and does not hold any other positions in the Group.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Chen does not have any interest in the shares (within the meaning of Part XV of the Securities and Futures Ordinance) of the Company. Save as disclosed in this circular, Mr. Chen has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his election nor is there any information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Chen in respect of his appointment as an executive Director for a term commencing from the date of approval by the Shareholders until the expiry date of the term of office for the current session of the Board.

In line with the remuneration proposals for the directors of the ninth session of the Board, the Company will not determine director's remuneration for and pay to a director holding executive office in the Company. The remuneration of the director to be received from the Company will be calculated, approved and paid on the basis of their specific employment with the Company and in accordance with the Company's compensation and welfare policy.

\* *for identification purpose only*



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## NOTICE OF EGM

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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)**

### NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2021 first extraordinary general meeting (the “EGM”) of Anhui Expressway Company Limited (the “Company”) will be held at 2:30 p.m. (Hong Kong time) on 16 July 2021 (Friday) at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC to consider and pass (with or without amendments) the following resolution:

1. Resolution on election of new executive directors of the board of directors of the Company (the “Board”) for the ninth session (Ordinary resolution)
  - (1) To elect Mr. Tao Wensheng as an executive director of the Board, whose term of office will be from the date of election (i.e. the date of the EGM) to the expiry date of the term of office for the current session of the Board members.
  - (2) To elect Mr. Chen Jiping as an executive director of the Board, whose term of office will be from the date of election (i.e. the date of the EGM) to the expiry date of the term of office for the current session of the Board members.

By Order of the Board

**Anhui Expressway Company Limited**

**Xie Xinyu**

*Company Secretary*

Hefei, Anhui, the People's Republic of China

25 June 2021

*As at the date of this announcement, the members of the Board include Xiang Xiaolong and Yang Xiaoguang, being the executive directors; Yang Xudong and Du Jian, being the non-executive directors; and Liu Hao, Zhang Jianping and Fang Fang, being the independent non-executive directors.*

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## NOTICE OF EGM

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*Notes:*

- I. Persons who hold shares in the Company at the close of trading on 12 July 2021 (Monday) and whose names appeared on the register of the Company shall have the right to attend the EGM upon completion of the registration procedures.
- II. Any Shareholder who is eligible to attend the general meeting and to vote thereat shall have the right to appoint in writing one or more persons (who may or may not be a Shareholder) as his proxy to attend and to vote at the EGM. After filling in the form of proxy and returning the same, the proxy may attend and vote at the general meeting. In case of more than one proxy appointed by a Shareholder, such proxies may exercise their voting rights only when the relevant resolution is put to the vote on a poll.
- III. The appointment of proxy shall be through a written instrument signed by the Shareholder or by its authorized agent as authorized in writing. In the event such instrument is executed by the authorized agent of the appointor, such authorization or other authority that authorizes such signatory shall be notarized. To be valid, such notarized authorization or other authorization document together with the instrument shall be deposited (as far as A Shareholders are concerned) at the registered office of the Company (address being 520 Wangjiang West Road, Hefei, Anhui, the PRC) or (as far as H Shareholders are concerned) at the registrar of H Shares of the Company, Hong Kong Registrars Limited (address being 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), 24 hours before the time for holding the EGM.
- IV. The register of the holders of H Shares of the Company will be closed from 13 July 2021 (Tuesday) to 16 July 2021 (Friday) (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order for the holders of H Shares to qualify for attending the EGM of the Company, all share certificates with completed transfer forms must be lodged with the Company's H Share registrar, i.e. Hong Kong Registrars Limited, not later than 4:30 p.m. on 12 July 2021 (Monday).  
  
The address of the H Share registrar in Hong Kong:  
Hong Kong Registrars Limited  
Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong
- V. Contact address: 520 Wangjiang West Road, Hefei, Anhui, the PRC  
  
Tel: 86-551-65338697, 63738923, 63738922, 63738989  
Fax: 86-551-65338696  
Contact person: Dong Huihui, Ding Yu
- VI. The Shareholders and any proxy who attend the EGM should present their identity cards.
- VII. It is expected that the EGM will take half a day. The Shareholders and any proxy who attend the EGM should bear their own accommodation and traveling expenses.

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## NOTICE OF EGM

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### VIII. Matters of concern for voting

1. For the purpose of the EGM, a vote may be cast by way of voting in the physical meeting (for holders of H Shares and holders of A shares) or online voting (for holders of A shares only). The system of online voting, the beginning day and ending day, as well as the voting time, are as follows:

System for online voting: Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings

The time at which the period for online voting begins and ends: from 16 July 2021 to 16 July 2021

The time for voting on the voting platform of the Shanghai Stock Exchange Online Voting System is the trading period, that is, 9:15-9:25, 9:30-11:30 and 13:00-15:00, of the day on which the Shareholders' general meeting is convened. The time for voting on the Internet voting platform is 9:15-15:00 on the day on which the Shareholders' general meeting is convened.

2. Any vote in relation to accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link shall be cast in accordance with the provisions of the Rules of Implementation of the Shanghai Stock Exchange Limited for Online Voting in Shareholders' General Meetings of Listed Companies and other relevant regulations.
3. Any holder of A shares of the Company who would like to cast his or her vote through the Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings could either log in the voting platform of the exchange's system (through the terminus of any specified securities trading company) or the internet voting platform (URL: [vote.sseinfo.com](http://vote.sseinfo.com)) to vote. Any investor who logs in the internet voting platform to vote for the first time is required to have his or her identity as a Shareholder verified. For details, please refer to the instructions for the internet voting platform on the website.
4. Any holder of A shares of the Company under more than one Shareholder's account may vote using any of the said accounts through the Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings. After voting, such a Shareholder is deemed to have cast his or her votes in the same way in respect of all the ordinary or preference shares of the same class held under his or her said accounts.
5. For holder of A shares, if the same vote is cast more than once by way of voting in the physical meeting, via Shanghai Stock Exchange Online Voting System or otherwise, the vote first in time prevails.
6. For online voting, submission can only be made after the Shareholder has voted on all the resolutions.
7. According to the Company Law of the PRC and the Articles of Association, the election of Directors and supervisors at a general meeting shall use the accumulated voting method. Non-independent Directors, independent Directors and supervisors are elected separately by categories. The number of each Shareholder's votes is equal to the number of shares held by that Shareholder multiplied by the number of Director or supervisor candidates in the relevant category. Each Shareholder may use his votes at his own discretion. He may accumulate his votes and cast for the election of a candidate or he can vote in any combination and cast for different candidates. After aggregating with the final voting results of all Shareholders, those candidates with the highest votes will be elected in descending order. It is important to note that the number of votes that each Shareholder casts cannot exceed the total votes to which he is entitled and the excess part of the voting will be deemed invalid.

For the resolution(s) to be passed by way of non-accumulated voting, Shareholders are required to indicate with a "✓" in the appropriate space under "For", "Against" or "Abstain".

In the absence of any such indication, your proxy may vote at his discretion.

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