
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Qilu Expressway Company Limited (the “Company”), you should at once hand this circular with the enclosed forms of proxy to the purchaser or 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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Qilu Expressway Company Limited **齊魯高速公路股份有限公司**

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1576)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NOTICE OF THE EGM

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A notice for convening the EGM to be held at 10:00 a.m. on Monday, 9 August 2021 at Conference Room (Autumn), 2/F, Enjoy Hotel, No. 44 Gongye South Road, High-tech Zone, Jinan City, the PRC is set out on pages 5 to 6 of this circular.

If you wish to appoint proxy(ies) to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy must be returned not less than 24 hours before the time scheduled for holding the EGM (or any adjournment thereof). 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 should you so wish.

9 July 2021

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 22 June 2021 regarding, among others, the resignation of chairman of the Board, executive Director, chairman of the nomination committee, chairman of the strategy committee, legal representative and authorised representative; the proposed appointment of executive Director; the appointment of chairman of the nomination committee; and the appointment of authorised representative for the purpose of Rule 3.05 of the Listing Rules
“Board”	the board of Directors
“Company”	Qilu Expressway Company Limited (齊魯高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability on 6 December 2016, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1576)
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 9 August 2021 at Conference Room (Autumn), 2/F, Enjoy Hotel, No. 44 Gongye South Road, High-tech Zone, Jinan City, the PRC to consider and, if thought fit, approve, among other things, the election of an executive Director
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which have been listed and traded on the Stock Exchange

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Qilu Expressway Company Limited **齊魯高速公路股份有限公司**

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1576)

Executive Directors:

Mr. PENG Hui

Mr. LIU Qiang

Non-executive Directors:

Mr. CHEN Dalong

Mr. WANG Shaochen

Mr. ZHOU Cenyu

Mr. SU Xiaodong

Ms. KONG Xia

Mr. TANG Haolai

Mr. Du Zhongming

Registered office:

Room 2301, Block 4,

Zone 3, Hanyu Financial & Business Centre,

No 7000 Jingshi East Road,

High-tech Zone, Jinan City,

Shandong Province, PRC

Principal place of business in Hong Kong:

40th Floor,

Dah Sing Financial Centre,

No. 248 Queen's Road East,

Wanchai, Hong Kong

Independent non-executive Directors:

Mr. CHENG Xuezhan

Mr. LI Hua

Mr. WANG Lingfang

Mr. HE Jiale

Mr. HAN Ping

9 July 2021

To the Shareholders

PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR AND NOTICE OF THE EGM

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the proposed appointment of Mr. Wang Zhenjiang as an executive Director.

The purpose of this circular is to give you the notice of the EGM and to provide the information regarding the following resolution to be put forward for the consideration and, if thought fit, approval of the Shareholders.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

As mentioned in the Announcement, the Board proposes to appoint Mr. Wang Zhenjiang as an executive Director, as nominated by the nomination committee and approved by the Board.

Biographical details of Mr. Wang are as follows:

Mr. Wang Zhenjiang (“**Mr. Wang**”), aged 44, the proposed executive Director of the Company, and his appointment as a Director is subject to approval at general meeting.

Mr. Wang has extensive work experience in accounting, banking and investment and has successively served in a number of managerial positions in Weihai City Commercial Bank Co., Ltd.. Mr. Wang was as an executive director and the vice president of China Shandong Hi-Speed Financial Group Limited (a company listed on the Stock Exchange, stock code: 412) from October 2016 to May 2019. He served as the deputy director of the investment development division and the administrative director of Shandong Hi-Speed Group Co., Ltd. from May 2019 to November 2019, and a director, the general manager, chairman of the board of directors and legal representative of Shandong Hi-Speed Road and Bridge Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000498.SZ) from November 2019 to June 2021.

Mr. Wang holds a Master’s degree in Business Administration from Shandong University of Finance and Economics (formerly known as the Shandong University of Finance) and is a certified public accountant in China.

Save as disclosed above, Mr. Wang confirmed that (i) he did not hold any position within the Group or any directorship of other listed public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling shareholder of the Company; and (iii) he does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The appointment of Mr. Wang an executive Director shall take effect upon obtaining the Shareholders’ approval by way of passing the ordinary resolution at the EGM. The tenure of Mr. Wang shall commence from the date of the EGM until the expiration of the term of the current session of the Board.

Upon approval by the Shareholders at the EGM for the appointment of Mr. Wang, Mr. Wang will enter into a service agreement with the Company. Mr. Wang will only be entitled to the remuneration from the Company in his future capacity and will not receive any additional remuneration for the position as a Director.

LETTER FROM THE BOARD

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there are no other matters in relation to Mr. Wang required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

THE EGM

The EGM will be held at 10:00 a.m. on Monday, 9 August 2021 at Conference Room (Autumn), 2/F, Enjoy Hotel, No. 44 Gongye South Road, High-tech Zone, Jinan City, the PRC. The notice of the EGM is set out on pages 5 to 6 of this circular.

Form of proxy for the EGM is enclosed with this circular. If you wish to appoint proxy(ies) to attend the EGM or any adjourned meeting thereof, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy must be served not less than 24 hours before the time scheduled for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES

For the purpose of determining the Shareholders' entitlement to attend and vote at the EGM, the register of members of H Shares of the Company has been closed from Thursday, 8 July 2021 until Monday, 9 August 2021 (both days inclusive), during which period no transfer of H Shares of the Company shall be registered.

VOTING BY POLL

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands). The chairman of the EGM will request for voting by poll on all the proposed resolutions in the notice of EGM. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the EGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the proposed appointment of Mr. Wang Zhenjiang as an executive Director is in the interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, no other facts are omitted in this circular which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,
By order of the Board
Qilu Expressway Company Limited
PENG Hui
Executive Director

Shandong, the PRC

NOTICE OF THE EGM

Qilu Expressway Company Limited

齊魯高速公路股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1576)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Qilu Expressway Company Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 9 August 2021 at Conference Room (Autumn), 2/F, Enjoy Hotel, No. 44 Gongye South Road, High-tech Zone, Jinan City, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To elect Mr. Wang Zhenjiang as an executive Director, and to authorise the board of directors of the Company to enter into a service contract with him subject to such terms and conditions as it shall think fit and to do all such things to give effect thereto.

By order of the Board
Qilu Expressway Company Limited
PENG Hui
Executive Director

Shandong, the PRC
9 July 2021

NOTICE OF THE EGM

Notes:

1. The register of members of the Company has been closed from Thursday, 8 July 2021 until Monday, 9 August 2021 (both days inclusive), during which period no transfer of shares of the Company shall be registered.
2. Any shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form must be deposited in person or by post to the Company's Hong Kong H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or to the correspondence address of the Company (attention: secretary of the Board) (for holders of domestic shares) not less than 24 hours before the time for holding the EGM (or any adjournment thereof) or the time appointed for polling. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and delivery of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identification documents when attending the EGM.
5. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
6. The correspondence address of the Company is as follows:

Address: Room 2301, Block 4, Zone 3, Hanyu Financial & Business Centre, No. 7000 Jingshi East Road, High-tech Zone, Jinan City, Shandong Province, PRC
Postal Code: 250101
Fax: (+86) 0531-87207077
7. The voting at the EGM shall be conducted by way of poll. The results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.qlecl.com).

As at the date of this notice, the executive Directors are Mr. Peng Hui and Mr. Liu Qiang; the non-executive Directors are Mr. Chen Dalong, Mr. Wang Shaochen, Mr. Zhou Cenyu, Mr. Su Xiaodong, Ms. Kong Xia, Mr. Tang Haolai and Mr. Du Zhongming; and the independent non-executive Directors are Mr. Cheng Xuezhao, Mr. Li Hua, Mr. Wang Lingfang, Mr. He Jiale and Mr. Han Ping.