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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 EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that extraordinary general meeting of Anhui Expressway Company Limited (the “**Company**”) will be held at 2:30 p.m. (Hong Kong time) on 20 December 2021 (Monday) at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the People's Republic of China (the “**EGM**”).

The following matters will be dealt with in the forthcoming EGM:

### **ORDINARY RESOLUTION**

1. To consider and approve the resolution in relation to the Company's acquisition of 100% of the share capital in and related loan owed by Anhui Anqing Yangtze River Expressway Bridge Limited Liability Company\* (安徽安慶長江公路大橋有限責任公司) by cash payment:

“THAT:

- (a) the agreement dated 13 October 2021 and entered into between the Company and Anhui Transportation Holding Group, pursuant to which, among other things, the Company shall purchase and Anhui Transportation Holding Group shall sell (i) the Target Equity; and (ii) the Shareholder's Loan (a copy of the aforesaid agreement has been produced before the Meeting, marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) and the transactions provided or contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and

- (b) any one or more Directors be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as he/they may in his/their absolute discretion consider to be necessary or expedient to implement or give effect to or otherwise in connection with or incidental to the agreement set out in paragraph (a) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/their opinion, in the interests of the Company and its shareholders.”

## **SPECIAL RESOLUTION**

2. to consider and approve the Shareholders’ Return Plan of the Company for the years 2021-2023.

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

Hefei, Anhui, the People’s Republic of China  
30 November 2021

*Notes:*

### **I. ELIGIBILITY FOR ATTENDING THE MEETING**

Persons who hold shares of the Company at the close of trading on 15 December 2021 (Wednesday) and whose names appeared on the register of the Company shall have the right to attend the meeting.

### **II. APPOINTMENT OF PROXY**

1. Any shareholder who is eligible to attend the meeting and to vote thereat shall have the right to appoint in writing one or more persons (who may not be a shareholder) as his proxy to attend and to vote at the meeting. After filing in the form of proxy and returning the same to the Company, the proxy may attend and vote at the meeting.
2. 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 assignor, such authorization or other authority that authorizes such signatory shall be notarized. To be valid, such notarized authorization or other authority together with the instrument shall be deposited at the Company 24 hours before the time for holding the meeting (i.e. before 2:30 p.m. (Hong Kong time) on 19 December 2021 (Sunday)).

- III.** It is expected that the meeting will last half a day. The shareholders and any proxy who attend the meeting may incur accommodation and traveling expenses at their own costs.

- IV.** The register of the holders of H shares of the Company will be closed from 15 December 2021 (Wednesday) to 20 December 2021 (Monday) (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 meeting, all share certificates with completed transfer forms must be lodged with the Company's H share registrar, Hong Kong Registrars Limited, not later than 4:30 p.m. (Hong Kong time) on 14 December 2021 (Tuesday)).

The address of the H Share registrar in Hong Kong:

Hong Kong Registrars Limited

Shop 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong

- V.** Business address of the Company: 520 Wangjiang West Road, Hefei, Anhui, the People's Republic of China (Post code: 230088)

Tel: 86-551-65338697, 63738923, 63738922, 63738989

Fax: 86-551-65338696

Contact person: Dong Huihui, Ding Yu

## **VI. MATTERS OF CONCERN FOR VOTING**

1. For the purpose of this general meeting, a vote may be cast by way of voting in the physical meeting (for holders of A shares and holders of H 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 20 December 2021 to 20 December 2021.

The Shanghai Stock Exchange Online Voting System is adopted. The time for voting on the voting platform of the exchange's 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. The voting procedure in relation to accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link: 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 etc.
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.