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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 ADOPTION OF NEW SHAREHOLDERS' RETURN  
POLICY FOR 2023 TO 2025 AND MONTHLY UPDATE  
ANNOUNCEMENT IN CONNECTION WITH**

**(1) MAJOR AND CONNECTED TRANSACTION – PROPOSED  
ACQUISITION**

**(2) PROPOSED NON-PUBLIC ISSUANCE OF A SHARES TO RAISE  
ANCILLARY FUNDS**

**AND**

**(3) APPLICATION FOR WHITEWASH WAIVER**

**PROPOSED ADOPTION OF NEW SHAREHOLDERS' RETURN POLICY  
FOR 2023 TO 2025**

Reference is made to the announcement (the “**Announcement**”) of Anhui Expressway Company Limited (the “**Company**”) dated 17 April 2023 in relation to, amongst others, the Proposed Acquisition, the Proposed Non-public Issuance of A Shares (together with the Proposed Acquisition, the “**Proposed Overall Transactions**”) and the application for Whitewash Waiver. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

According to the existing shareholders' return policy of the Company for 2021 to 2023 which will expire in 2023, subject to the fulfilment of the conditions for distributing cash dividends, the Company shall make distributions in cash in an amount not less than 60% of the net profit attributable to owner of the parent company as set out in the Company's consolidated financial statements in each of 2021 to 2023.

As disclosed in the Announcement, on 17 April 2023, in order to establish a sustainable and stable shareholders' return policy and to further safeguard the interests of the minority Shareholders, the Board originally resolved that in the event that the Proposed Overall Transactions are completed, the Board will propose shareholders' return policy for 2023 to 2025, such that subject to the fulfilment of the conditions for distributing cash dividends, the Company shall make distributions in cash in an amount not less than 70% of the net profit attributable to owner of the parent company as set out in the Company's consolidated financial statements in each of the next three years (i.e. 2023 to 2025).

In order to further effectively extend the medium to long term investment returns of investors, to enhance the dividend per Share to be made to the Shareholders after the completion of the Proposed Overall Transactions and to safeguard the interests of the minority Shareholders, the Board has resolved to further adjust the shareholders' return policy (the "**Adjusted Policy**") for 2023 to 2025 such that under such shareholders' return policy, in the event that the Proposed Overall Transactions are completed, subject to the fulfilment of the conditions for distributing cash dividends, the Company shall make distributions in cash in an amount not less than 75% (instead of 70% which was originally proposed) of the net profit attributable to owner of the parent company as set out in the Company's consolidated financial statements in each of the next three years (i.e. 2023 to 2025).

The Adjusted Policy will be subject to the shareholders' approval at the upcoming extraordinary general meeting of the Shares and will be adopted in the event that the Proposed Overall Transactions are completed.

Shareholders' attention are also drawn to the overseas regulatory announcement of the Company setting out the announcements published on 21 July 2023 by the Company in connection with the Adjusted Policy. English translation and the Chinese version of the relevant parts of the Announcement on the Independent Opinion of the Independent Directors in connection with the matters considered at the 33<sup>rd</sup> meeting of the 9<sup>th</sup> session of the board of directors (《獨立董事關於公司九屆三十三次董事會審閱事項的獨立意見》, the "**Independent Opinion Announcement**") are set out in the Appendix to this announcement.

## MONTHLY UPDATE

As disclosed in the announcement of the Company dated 5 May 2023, the Company has made an application to the Executive for, and the Executive has granted, a consent to extend the latest date of despatch of the circular in relation to the Proposed Acquisition, the Proposed-Non-public Issuance of A Shares and the application for Whitewash Waiver (the "**Circular**") to a date no later than 31 August 2023.

The Company wishes to provide an update to its Shareholders and potential investors that the Company has been finalising the information to be included in the Circular (including but not limited to the pro-forma financial information of the enlarged Group) with a view to despatch the Circular as soon as practicable. Further announcement(s) will be made by the Company on the despatch of the Circular.

**Completion of the Proposed Acquisition and the Proposed Non-public Issuance of A Shares are subject to the satisfaction of certain conditions, and may or may not proceed. The Whitewash Waiver may or may not be granted by the Executive and if granted, will, among others things, be subject to the approval by at least 75% of the votes cast by the Takeovers Code Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Takeovers Code Independent Shareholders by way of poll in respect of the Proposed Acquisition, respectively, at the EGM. Completion of the Proposed Acquisition is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Takeovers Code Independent Shareholders, and completion of the Proposed Non-public Issuance of A Shares is subject to the completion of the Proposed Acquisition. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hefei, Anhui, the PRC  
21 July 2023

*As at the date of this announcement, the Board of the Company comprises Xiang Xiaolong (chairman), Yang Xiaoguang, Tao Wensheng and Chen Jiping as the executive Directors; Yang Xudong and Du Jian as the non-executive Directors; and Liu Hao, Zhang Jianping and Fang Fang as the independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

## Appendix

### Extract of the Independent Opinion Announcement

#### Chinese Version

根據《上市公司獨立董事規則》《上海證券交易所股票上市規則》(以下簡稱「《上市規則》」)、《上市公司重大資產重組管理辦法》(以下簡稱「《重組管理辦法》」)、《上市公司證券發行註冊管理辦法》等法律、法規、規範性文件及《安徽皖通高速公路股份有限公司章程》(以下簡稱「《公司章程》」)的有關規定，我們作為公司的獨立董事，對公司第九屆董事會第三十三次會議審議事項進行了認真審議，並仔細查閱了相關資料。基於我們的獨立判斷，現發表如下獨立意見：

公司調整未來現金分紅特別安排充分考慮了本次交易對於公司利潤及現金流的影響，統籌考慮了公司股東的短期利益和長期利益，有利於建立對投資者科學、持續、穩定的分紅回報機制，符合相關法律、法規和《公司章程》的要求，不存在損害公司及其股東特別是中小投資者利益的情形。

#### English Translation

In accordance with the relevant provisions of laws, regulations and regulatory documents such as the Rules for Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter the “**Shanghai Listing Rules**”), the Administrative Measures for the Material Asset Reorganizations of Listed Companies (the “**Reorganizations Administrative Measures**”), the Administrative Measures for the Registration of Securities Issuance of Listed Companies and the Articles of Association of Anhui Expressway Company Limited (the “**Articles of Association**”), as the independent Directors of the Company, we have carefully reviewed the matters considered at the 33<sup>rd</sup> meeting of the Ninth Session of the Board of the Company and have carefully examined the relevant information. Based on the independent judgment, we issued the following independent opinions:

The adjustment to the special arrangements on distribution of cash dividend has fully taken into account the impact of the Proposed Overall Transactions on the profit and cash flow of the Company, comprehensively considered the short-term and long-term interests of the Shareholders, beneficial to the establishment of a scientific, sustainable and stable dividend return mechanism to the investors and in accordance with the relevant laws, regulations and the Articles of Association. There does not exist any circumstances which is damaging to the Company and its Shareholders, in particular minority Shareholders.