

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)**

## VOTING RESULTS AT ANNUAL GENERAL MEETING HELD ON 9 JUNE 2023

Reference is made to the circular (the “**Circular**”) of Anhui Expressway Company Limited (the “**Company**”) and the notice of the 2022 Annual General Meeting (the “**Notice**”) both dated 10 May 2023. Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the AGM held on 9 June 2023, all resolutions set out in the Notice were duly passed by the Shareholders by way of poll. Ernst & Young (auditors 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 2022 (ordinary resolution)	1,206,250,464 (99.9344%)	355,000 (0.0294%)	436,600 (0.0362%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				
2.	To consider and approve the working report of the supervisory committee of the Company for the year 2022 (ordinary resolution)	1,206,250,464 (99.9344%)	355,000 (0.0294%)	436,600 (0.0362%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				

Resolutions		Number of votes and percentage		
		For	Against	Abstain
3.	To consider and approve the audited financial report of the Company for the year 2022 (ordinary resolution)	1,206,250,464 (99.9344%)	355,000 (0.0294%)	436,600 (0.0362%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				
4.	To consider and approve the profit appropriation proposal of the Company for the year 2022 (ordinary resolution) (Notes)	1,206,932,064 (99.9908%)	110,000 (0.0092%)	0 (0%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				
5.	To consider and approve the comprehensive budget of the Company for the year 2023 (ordinary resolution)	1,091,885,131 (90.4596%)	115,124,333 (9.5377%)	32,600 (0.0027%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				
6.	To consider and approve the resolution on the estimated daily related party transactions of the Company for the year 2023 (ordinary resolution)	681,867,044 (99.9222%)	498,200 (0.0730%)	32,600 (0.0048%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				
7.	To consider and approve the resolution in relation to the appointment of the auditors for the year 2023 and to authorize the board of directors to fix their remuneration (ordinary resolution)	1,201,307,464 (99.5249%)	5,702,000 (0.4724%)	32,600 (0.0027%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as ordinary resolution.</i>				

*Notes:*

- I. The resolution for the payment of a final dividend of RMB0.55 per share (tax included) for the year ended 31 December 2022 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 227 of the Company's articles of association, dividends payable to Shareholders 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 9 June 2023. The average closing exchange rates for RMB/HK\$ of the People's Bank of China over a period of five prior business days to the date of declaration for one Hong Kong Dollar is RMB0.9068. Accordingly, the final dividend per H Share is HK\$0.6065 (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 2022 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 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 19 June 2023 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 19 June 2023. 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 19 July 2023 (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 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 39 representatives of shareholders of the Company and proxies representing 1,207,042,064 shares, equivalent to 72.78% of the total shares with voting rights of the Company, of which 948,194,803 shares were A Shares and 258,847,261 shares were H Shares, representing 57.17% and 15.61% 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.

Among the directors of the Company, Mr. Xiang Xiaolong, Mr. Yang Xiaoguang, Mr. Tao Wensheng, Mr. Chen Jiping, Mr. Du Jian and Mr. Zhang Jianping attended the AGM in person; Mr. Yang Xudong, Mr. Liu Hao and Ms. Fang Fang was unable to attend the AGM due to other business matters.

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

Hefei, Anhui, the PRC

9 June 2023

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