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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 limited company)

(Stock Code: 995)

**PROFILES OF CANDIDATES AND PROPOSED REMUNERATION OF
THE EIGHTH BOARD OF DIRECTORS AND
THE EIGHTH SUPERVISORY COMMITTEE**

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 August 2017 (Wednesday) at 2:30 p.m., together with the accompanying reply slip and form of proxy, are issued and published on 29 June 2017 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.

29 June 2017

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company from time to time
“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 2017 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 Wednesday, 16 August 2017 at 2:30 p.m. (or such adjournment thereof)
“EGM Notice”	notice convening the EGM set out on pages 13 to 16 of this circular dated 29 June 2017
“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”	28 June 2017, 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

LETTER FROM THE BOARD



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 limited company)
(Stock Code: 995)

Executive Directors:

Mr. Qiao Chuanfu (Chairman)
Mr. Chen Dafeng
Mr. Xu Zhen
Mr. Xie Xinyu

Non-executive Directors:

Mr. Wang Xiufeng
Mr. Du Jian

Independent non-executive Directors:

Mr. Jiang Jun
Mr. Yang Mianzhi
Mr. Kong Yat Fan

Registered Office:

520 Wangjiang West Road,
Hefei, Anhui, the PRC

Business Address in Hong Kong:

5th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

29 June 2017

To Shareholders

Dear Sir or Madam,

PROFILES OF CANDIDATES AND PROPOSED REMUNERATION OF THE EIGHTH BOARD OF DIRECTORS AND THE EIGHTH SUPERVISORY COMMITTEE

The purpose of this circular is to give you the EGM Notice and to provide you with further information in respect of the resolutions for appointing the Directors and supervisors to enable you to make a decision on whether to vote for or against the relevant resolutions at the forthcoming EGM.

INTRODUCTION

The Board had announced on 19 May 2017 that, due to his job engagement, Mr. Yang Mianzhi (“**Mr. Yang**”) tendered his resignation as an independent non-executive Director (and, at the same time, will cease to be the chairman of the audit committee under the Board). Mr. Yang has confirmed that he has no disagreement with the Board and the Company and there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Since the resignation of Mr. Yang will result in the number of independent non-executive Directors falling below one third of the members of the Board, pursuant to the relevant provisions in the Guiding Opinions Regarding the Establishment of System of Independent Directors in Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) issued by the China Securities Regulatory Commission, the Articles of Association and the Listing Rules, before the election and appointment of a new independent non-executive Director at the EGM of the Company to fill the vacancy, Mr. Yang will continue to perform his duties as an independent non-executive Director in accordance with relevant laws and regulations and the Articles of Association.

In addition, the term of other Directors and supervisors of the Company will also expire on 16 August 2017.

Therefore, the Company will convene the EGM on 16 August 2017 (Wednesday) to elect the Board and supervisory committee (representing the Shareholders) of the eighth session and to fix the Directors and supervisors' remuneration. The term of the new Directors and supervisors will be for a period of three years which is proposed to commence on 17 August 2017 and will expire on 16 August 2020.

The eighth Board shall comprise nine Directors, comprising four executive Directors, two non-executive Directors and three independent non-executive Directors while the supervisory committee comprises three supervisors including two supervisors representing the Shareholders and one supervisor representing the employees. All Directors and supervisors of each session will hold office for a term of three years, being eligible to and may offer themselves for re-election. The Directors and supervisors (representing the Shareholders) of the new session will be elected at the EGM by ordinary resolutions passed by Shareholders attending the EGM and holding more than half of the voting rights (including their proxies). The supervisors (representing the employees) will be elected democratically by the employees of the Company.

THE EIGHTH BOARD OF DIRECTORS

The proposed candidates of the Board of the eighth session of the Company are nominated by the Shareholders and the Human Resource and Remuneration Committee of the Board. Qiao Chuanfu, Chen Dafeng, Xu Zhen, Xie Xinyu, Du Jian, Kong Yat Fan and Jiang Jun are members of the Board of the seventh session and have been re-nominated as candidates for re-election as members of the Board of the eighth session. Yang Xudong and Liu Hao are newly nominated candidates for election as members of the Board of the eighth session.

The names and profiles of the candidates nominated to the Board of the eighth session are set out in Appendix I of this circular.

LETTER FROM THE BOARD

The remuneration proposals of the Board of the eighth session are as follows:

- (i) For Directors who receive remuneration from the entities that are Shareholders of the Company, the Company will not determine and pay extra Director's remuneration to them.
- (ii) For Directors who hold management positions in the Company, the Company will not determine and pay extra Director's remuneration to them. Their remuneration to be paid by the Company, will be calculated, approved and paid in accordance with their specific positions in the Company and based on the remuneration and benefit policy of the Company.
- (iii) The Director's remuneration for each PRC independent Director is RMB 80,000 per annum.
- (iv) The Director's remuneration for each overseas independent Director is RMB 120,000 per annum.

Taxes payable have not been deducted from the above remuneration and benefit unless otherwise stated.

THE EIGHTH SUPERVISORY COMMITTEE

Pursuant to the Articles of Association, the supervisory committee consists of three supervisors, one of whom shall be a representative of employees who is elected and may be removed by the employees of the Company and the remaining two shall be elected and may be removed by the general meeting. The supervisory committee of the seventh session was consisted of three members, two of whom, namely Liu Youcai and Jiang Yue, were elected by Shareholders, whereas Dai Hui was elected by the employees of the Company. Chen Yuping and Jiang Yue have been nominated by Shareholders as candidates for election as members of the supervisory committee of the eighth session. Dai Hui had been nominated and elected as a member of the supervisory committee of the eighth session at a separate meeting held by the employees of the Company as the supervisor representing the employees.

The names and profiles of the supervisors of the supervisory committee of the eighth session are set out in Appendix II of this circular.

The remuneration proposals of the members of the supervisory committee of the eighth session are as follows:

- (i) For supervisors who receive remuneration from the entities that are Shareholders of the Company, the Company will not determine and pay extra supervisor's remuneration to them.
- (ii) For the supervisor who holds a management position in the Company, the Company will not determine and pay extra supervisor's remuneration to him. His remuneration to be paid by the Company, will be calculated, approved and paid in accordance with his specific position in the Company and based on the remuneration and benefit policy of the Company.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The EGM Notice is set out on pages 13 to 16 of this circular. At the EGM, Shareholders will (among others) consider and pass the resolutions set out therein.

This circular is accompanied by a reply slip and a form of proxy of the EGM. The reply slip and the form of proxy of the EGM are issued and published on 29 June 2017 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 resolutions put to the vote at the EGM will be taken by way of poll.

RECOMMENDATION

The Directors believe that the above resolutions are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all of these resolutions 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.

The names and profiles of the candidates nominated for the Board of the eighth session are as follows:

Executive Director

Mr. Qiao Chuanfu, born in 1959, is a holder of a university degree (on the job programme) and a master's degree in executive business administration and a senior economist. He was the deputy director of the Navigation Management Authority of the Anhui Province, officer of the Water Transport Service Centre of the Anhui Province; the general manager of Anhui Province Shipbuilding Corporation*; the general manager of Anhui Province Transport Construction Investment Development Corporation*; the general deputy director of World Bank Financing Project Office at Transport Department of Anhui Province, chairman of the board; the Party Committee secretary and general manager of Anhui Transportation Investment Group Company Limited*; the vice chairman of the board, general manager and Party Committee deputy secretary of Anhui Transportation Group. He is currently the chairman of the board and Party Committee secretary of Anhui Transportation Holding Group Company Limited*. Since 20 May 2016, he has taken the post of chairman of the Board of the Company. He is concurrently a director of Huishang Bank Corporation Limited.

Save as disclosed in this circular, Mr. Qiao has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Qiao 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. Qiao has not held any directorship in any other listed company in the last three years.

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

Mr. Chen Dafeng, born in 1963, is a holder of on-job postgraduate degree and a Doctor of Engineering and a senior engineer. He was previously the deputy chief engineer, deputy head, and head of the Mechanical and Electrical Installation Division of China Coal No. 3 Construction Corporation*; vice manager of China Coal No. 3 Construction Corporation*; the manager, deputy secretary of the Party Committee, the vice chairman of the board of directors, the general manager and deputy secretary of the Party Committee of China Coal No. 3 Construction (Group) Corporation Ltd.*; the vice chairman of the board of directors, the vice general manager and a member of the Party Committee of Anhui Petroleum Chemical Group Co., Ltd.* (during this period he acted as the deputy mayor of the People's Government of Suzhou city); the Deputy General Manager of Anhui Expressway Holding Group Company Limited. He is currently the Deputy General Manager of Anhui Transportation Holding Group Company Limited* and a director of Anhui Ningxuanhang Expressway Investment Limited*. Since 17 August 2014, he has been appointed as a Director of the Company.

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 of the Company 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 re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h)-(v) of the Listing Rules.

Mr. Xu Zhen, born in 1964, is a holder of an on-job postgraduate degree and a senior engineer. He served as the deputy manager and manager of the central control room and the deputy director of Anhui Expressway Authority Feidong Management Office, the party's branch committee member, deputy director, party's branch secretary general and director of Anhui Expressway Holding Corporation Hefei Management Office, and the director of personnel department of Anhui Expressway Holding Group Company Limited*. Mr. Xu was the director, assistant general manager and the director of human resources department of Anhui Expressway Holding Group Company Limited* from June 2012 to March 2015. Since 27 March 2015, he has been appointed as the general manager of the Company. Since 20 May 2016, he has been appointed as a Director of the Company.

Save as disclosed in this circular, Mr. Xu has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Xu 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. Xu has not held any directorship in any other listed company in the last three years.

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

Mr. Xie Xinyu, was born in 1967. He obtained a bachelor's degree and an engineering master's degree. He is a senior engineer and a member of The Hong Kong Institute of Chartered Secretaries. He was the deputy general manager and secretary to the Board of the Company between 1996 and 1999; a Director, deputy general manager and secretary to the Board of the Company between 1999 and 2002; and has been the deputy general manager and secretary to the Board of the Company since August 2002. Since 17 August 2014, he has been appointed as a Director, deputy general manager and

secretary of the Company. He is concurrently a director of Anhui Ningxuanhang Expressing Investment Company Limited*, Anhui Xin'an Financial Group Company Limited*, Anhui Xin'an Capital Operating Management Group Company Limited*, Anhui Transportation Holding Group (H.K.) Limited and Anhui Expressway (H.K.) Limited.

Save as disclosed in this circular, Mr. Xie has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Xie 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. Xie has not held any directorship in any other listed company in the last three years.

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

Non-executive Director

Mr. Yang Xudong, born in 1973, is a doctoral candidate and a senior engineer. He once held the positions as a project manager of domestic project department of China Merchants Holdings (International) Company Limited; as a deputy general manager, a general manager, secretary of the party committee of Guangxi Liugui Expressway Operation Company Limited*, and as a managing director, a secretary of the party committee of Guangxi Guilin Road Project Company*. He is currently the general manager assistant and general manager of investment development department of China Merchants Highway Network Technology Holding Company Limited*, and is concurrently the chairman of the board of Guangxi Guilin Road Project Company* and a director of Guangxi Wuzhou Transportation Company Limited*.

Save as disclosed in this circular, Mr. Yang has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Yang 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. Yang has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Yang 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.

Mr. Du Jian, born in 1971, is a PhD fellow and a senior engineer. He was the chief executive of Zhongjia Beijing Trading Jiatai Consulting Company Limited*, the associate general manager of China Highway Engineering Consulting Supervisory Head Office's Lujie Company*. He was also a director of Shandong Hi-speed Company Limited*. He is currently the general manager of the strategic development department of China Merchants Highway Network Technology Holding Company Limited*. Since 20 May 2016, he has been appointed as a Director of the Company.

Save as disclosed in this circular, Mr. Du has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Du 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. Du has not held any directorship in any other listed company in the last three years.

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

Independent Non-executive Director

Mr. Kong Yat Fan, born in 1972, is a permanent resident in Hong Kong. Mr. Kong holds a master's degree in business administration (MBA). He worked at the credit review department of the Hong Kong Branch of the Bank of Communications as the credit approval officer between 2004 and 2007. From 2007 to 2015, he worked at Pudong Development Bank Shenzhen Branch as a member of the loan approval committee, head of the small-to-medium loan team, responsible person of the financial service center for small-sized enterprises, where he was in charge of credit approval. He is currently the deputy general manager of the industrial and commercial banking department of the Hong Kong Branch of Industrial Bank. Since 17 August 2014, he has been appointed as an independent Director of the Company.

Save as disclosed in this circular, Mr. Kong has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Kong 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. Kong has not held any directorship in any other listed company in the last three years.

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

Mr. Jiang Jun, born in 1973, is a Phd candidate and an associate professor in accounting. Mr. Jiang was a lecturer, associate professor and duty professor of the teaching and research centre of Beijing National Accounting Institute. He is now an associate professor, the director of the department of finance, the chairman of research institute of industrial finance and operations and a member of the academic committee at the Beijing National Accounting Institute. He is also an independent director of Shandong Gold Mining Co., Limited*, Baotou Huazi Industry Co., Limited* and Goodwill (Beijing) Technology Co, Limited*. Since 14 October 2016, he has been appointed as an independent Director of the Company.

Save as disclosed in this circular, Mr. Jiang has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Jiang 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. Jiang has not held any directorship in any other listed company in the last three years.

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

Mr. Liu Hao, born in 1978, holds a Phd degree in accountancy. He is now the professor and doctoral supervisor of Accounting College of Shanghai University of Finance and Economics, a member of the first cohort of enterprises accounting standards advisory committee of the Ministry of Finance of the PRC, the National Accounting Army Phase III Leading Personnel (academic class) of the Ministry of Finance of the PRC, and has concurrently acted as an independent director of Shanghai Shenneng Company Limited* and Jiangsu Yulong Steel Tube Company Limited*.

Save as disclosed in this circular, Mr. Liu has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Liu 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. Liu has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Liu 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.

The name and profiles of the candidates nominated for the supervisory committee of the eighth session are as follows:

Ms. Chen Yuping, was born in 1963. She obtained a bachelor's degree and a juris master's degree. She is a senior judge of level four. She served as a clerk, secretary of the political department, deputy director of the research office, senior examiner and the director of the personnel office of the Anhui Province Higher People's Court, the personnel director of Human Resources Department (Party Committee) of China Pudong Executive Leadership Academy and the general counsel of Anhui Transportation Investment Group Company Limited*. Since December 2014, she has been appointed as the general counsel of Anhui Transportation Holding Group Company Limited*.

Save as disclosed in this circular, Ms. Chen has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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, Ms. 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, Ms. Chen has not held the post as a supervisor or director in any other listed company in the last three years.

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

Mr. Jiang Yue, born in 1982, is a holder of a master's degree in management, a registered accountant in China (non-practicing), and a Financial Risk Manager (USA). Since July 2009, Mr. Jiang has been acting as the project manager of the equity management division 1 and the corporate management department of China Merchants Highway Network Technology Holding Company Limited*, also acting as a supervisor of the supervisory committee of Henan Zhongyuan Expressway Company Limited*, Heilongjiang Transportation Development Company Limited* and Shandong Hi-speed Company Limited*. He is currently a project manager of the capital operation department and concurrently serves as the supervisors of North China Expressway Company Limited* and Jilin Expressway Company Limited*. Since 20 May 2016, he has been appointed as a supervisor of the Company.

Save as disclosed in this circular, Mr. Jiang has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Jiang 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. Jiang has not held the post as a supervisor or director in any other listed company in the last three years.

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

Mr. Dai Hui, born in 1960, is a political officer. He graduated from the Central Party School of the Communist Party of China*, majoring in management of party politics. He served as the chief officer of the human resources division and the deputy director of the monitoring department of Anhui Expressway Holding Corporation*, and the secretary of party general branch and director of the Gaojie Management Office of the Company. Mr. Dai is currently a party committee member, the secretary of the disciplinary committee, the chairman of the labour union and the director of the party affairs' office of the Company. Since 23 March 2017, he has been appointed as the employee representative supervisor of the Company.

Save as disclosed in this circular, Mr. Dai has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholder of the Company 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. Dai 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. Dai has not held the post as a supervisor or director in any other listed company in the last three years.

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

* *Translation for identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 limited company)
(Stock Code: 995)

Notice of the 2017 First Extraordinary General Meeting

Notice is hereby given that the 2017 First Extraordinary General Meeting (the “general meeting”) of Anhui Expressway Company Limited (the “Company”) will be held at 2:30 p.m. on 16 August 2017 (Wednesday) 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 resolutions:

1. To determine the remuneration of the members of the Board and the supervisory committee of the Company for the eighth session, and to authorize the Board to decide on the terms of the service contracts of the Directors and supervisors (Ordinary resolution).
2. To elect the non-independent Directors of the Board of the Company for the eighth session by way of accumulated voting one by one (Ordinary resolutions)
 - (1) To elect Mr. Qiao Chuanfu as an executive Director for the eighth Board of the Company;
 - (2) To elect Mr. Chen Dafeng as an executive Director for the eighth Board of the Company;
 - (3) To elect Mr. Xu Zhen as an executive Director for the eighth Board of the Company;
 - (4) To elect Mr. Xie Xinyu as an executive Director for the eighth Board of the Company;
 - (5) To elect Mr. Yang Xudong as a non-executive Director for the eighth Board of the Company;
 - (6) To elect Mr. Du Jian as a non-executive Director for the eighth Board of the Company.
3. To elect the independent Directors of the Board of the Company for the eighth session by way of accumulated voting one by one (Ordinary resolutions)
 - (1) To elect Mr. Kong Yat Fan as an independent non-executive Director for the eighth Board of the Company;
 - (2) To elect Mr. Jiang Jun as an independent non-executive Director for the eighth Board of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) To elect Mr. Liu Hao as an independent non-executive Director for the eighth Board of the Company.
4. To elect members of the supervisory committee of the Company for the eighth session representing the Shareholders by way of accumulated voting one by one (Ordinary resolutions)
- (1) To elect Ms. Chen Yuping as a supervisor representing the Shareholders for the eighth supervisory committee of the Company;
- (2) To elect Mr. Jiang Yue as a supervisor representing the Shareholders for the eighth supervisory committee of the Company.

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

Hefei, Anhui, the People's Republic of China
29 June 2017

As at the date of this notice, the members of the Board of the Company include Qiao Chuanfu, Chen Dafeng, Xu Zhen and Xie Xinyu, being the executive Directors; Wang Xiufeng and Du Jian, being the non-executive Directors; and Jiang Jun, Yang Mianzhi and Kong Yat Fan, being the independent non-executive Directors.

Notes:

- I. Persons who hold shares in the Company at the close of trading on 14 July 2017 (Friday) and whose names appeared on the register of the Company shall have the right to attend the general meeting upon completion of the registration procedures.
- II. To attend the EGM, an individual Shareholder should bring along his/her identity card and the Shareholder account card; a proxy should bring along his/her identity card, the proxy form, the Shareholder account card of the appointor and the identity card of the appointor; a representative of a legal person Shareholder should bring along his/her identity card, the proxy form of the legal person, the Shareholder account card of the legal person and a copy of the business license of the Shareholder to the Secretariat to the Board of the Company (520 Wangjiang West Road, Hefei, Anhui, the PRC) on or before 25 July 2017 (Tuesday) for registration purpose. Shareholders situated elsewhere (including H Shareholders) can register by mailing or faxing the reply slip published on the website of The Stock Exchange of Hong Kong Limited to the Company on or before 25 July 2017 (Tuesday).
- III. 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 not be a Shareholder) as his proxy to attend and to vote at the general meeting. 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.

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- IV. 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 general meeting.
- V. The register of the holders of H Shares of the Company will be closed from 17 July 2017 (Monday) to 16 August 2017 (Wednesday) (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 general meeting 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 14 July 2017 (Friday).

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, Hong Kong

- VI. 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

- VII. The Shareholders and any proxy who attend the general meeting should present their identity cards.
- VIII. It is expected that the general meeting will take half a day. The Shareholders and any proxy who attend the general meeting should bear their own accommodation and traveling expenses.
- IX. Matters of concern for voting
1. For the purpose of the general meeting, 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 August 2017 to 16 August 2017

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.

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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) 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.