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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)

VOTING RESULTS AT ANNUAL GENERAL MEETING

HELD ON 22 MAY 2015

AND

**CHANGE OF DIRECTOR AND MEMBER OF
THE BOARD COMMITTEE**

AND

CHANGE OF SUPERVISOR

The Board is pleased to announce that, at the AGM held on 22 May 2015, all resolutions set out in the Notice were duly passed by the Shareholders by way of poll.

The Board also announces that Mr. Meng Jie has resigned as a non-executive director and a member of the audit committee of the Company with effect from 22 May 2015. Mr. Ni Shilin has been appointed as a non-executive director and a member of the audit committee of the Company to replace Mr. Meng Jie, which took effect on 22 May 2015.

The Board further announces that Mr. Wang Wenjie has resigned as a supervisor of the Company with effect from 22 May 2015. Ms. He Kun has been appointed as a supervisor of the Company to replace Mr. Wang Wenjie, which took effect on 22 May 2015.

Reference is made to the circular of the Company dated 2 April 2015 (the “**Circular**”) and the notice of the 2014 Annual General Meeting (the “**AGM**”) dated 2 April 2015 (the “**Notice**”). 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 22 May 2015, all resolutions set out in the Notice were duly passed by the Shareholders by way of poll. PricewaterhouseCoopers Certified Public Accountants (the Hong Kong 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 (Note:1)	Number of votes		
	“For”	“Against”	“Abstain”
1. To consider and approve the “2014 working report of the Board of Directors” (ordinary resolution)	1,108,911,928 (100%)	0 (0%)	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>			
2. To consider and approve the “2014 working report of the Supervisory Committee” (ordinary resolution)	1,108,911,928 (100%)	0 (0%)	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>			
3. To consider and approve the “2014 audited financial report” (ordinary resolution)	1,108,911,928 (100%)	0 (0%)	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>			
4. To consider and approve the “2014 profit appropriation proposal” (ordinary resolution) (Note:2)	1,108,911,928 (100%)	0 (0%)	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 “proposal related to the appointment of 2015 auditor and to authorize the Board of Directors to fix their remuneration” (ordinary resolution)	1,108,911,928 (100%)	0 (0%)	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>			

Resolutions (Note:1)	Number of votes		
	“For”	“Against”	“Abstain”
6. To consider and approve the “proposal related to the appointment of Mr. Ni Shilin as a non-executive director of the Company”(ordinary resolution)	1,083,906,805 (97.75%)	25,005,123 (2.25%)	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>			
7. To consider and approve the “proposal related to the appointment of Ms. He Kun as a supervisor of the Company”(ordinary resolution)	1,086,661,293 (97.99%)	22,250,635 (2.01%)	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>			
8. To consider and approve the “resolution related to authorizing the Board of Directors to allot and issue new shares” (special resolution)	974,993,130 (87.79%)	135,662,798 (12.21%)	0 (0%)
<i>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as special resolution.</i>			

Notes:

1. The above table only provides a summary of the resolutions. The full text of the resolutions has been set out in the Notice.
2. I. The resolution for the payment of a final dividend of RMB0.23 per share (tax included) for the year ended 31 December 2014 to all shareholders of the Company as recommended by the Board of Directors of the Company was passed at the AGM. As regards the method of payment of the final dividend, the Board of Directors makes the following announcement: Pursuant to Article 224 of the Company’s Articles of Association, dividends payable to shareholders of H shares of the Company 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 22 May 2015. 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 RMB0.7883. Accordingly, the final dividend per H share is HK\$0.2918 (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 2014 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 Share Registrar of the Company. In respect of all shareholders whose names appear in the register of holders of H shares of the Company on 3 June 2015 who are not individuals (including HKSCC Nominees Limited, 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 Company's 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 3 June 2015. Pursuant to the Articles of Association, the Company has appointed Bank of China (Hong Kong) Trustees Limited ("Receiving Agent") to receive on behalf of holders of H share all dividends declared in respect of H shares of the Company. The Receiving Agent is a trust company registered under the Hong Kong Trustee Ordinance. Cheques for the H share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H shares of the Company at their own risk on or before 22 July 2015 (payment date of dividends for H shares).

IV. Profit Distribution for Investors of Southbound Trading

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on Hong Kong Stock Exchange (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 of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai 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 its 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告) (Caishui 2014 No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-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 Hong Kong Stock Exchange through Shanghai-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 of the Company.

V. The method of payment for dividends for A shares will be announced later.

As at the date of the AGM, the meeting was attended by 11 representatives of shareholders of the Company and proxies representing 1,110,655,928 shares, equivalent to 66.96% of the total shares with voting rights of the Company, of which 928,970,630 shares were A shares and 181,685,298 shares were H shares, representing 56.01% and 10.95% 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. There were no 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.

CHANGE OF DIRECTOR AND MEMBER OF THE BOARD COMMITTEE

The Board wishes to announce that, due to internal work adjustment, Mr. Meng Jie has resigned as a non-executive director and a member of the audit committee of the Company with effect from 22 May 2015. Mr. Ni Shilin has been appointed as a non-executive director and a member of the audit committee of the Company to replace Mr. Meng Jie with effect from 22 May 2015.

Mr. Meng confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders.

Mr. Ni Shilin, aged 48, Peking University MBA. He is currently the director (overseas business) of China Merchants Huajian Road Investments Company Limited*. He was the deputy general manager of China Merchants International Qingdao Company Limited*, he served as a deputy general manager in the joint venture, Qingdao Bay Container Terminal*, as an assistant general manager of the China Merchants International Headquarters Project Management Division*, as the general manager of Anhui Commission*, as a senior project manager of China Merchants International Port Management Division*; as a deputy manager (audit) of China Merchants Shekou Port Compan*; as a chief engineer assistant manager and manager of China Merchants Shekou Ports Corporation Engineering Department*, and as an assistant engineer of PRC Ministry of Transportation*.

Mr. Ni has entered into a service contract with the Company. His appointment term commences from the approval by the AGM to 16 August 2017. His appointment may be terminated in accordance with the articles of association of the Company, including retirement by way of rotation at general meeting. He will not receive any fee for acting as a Director. As at the date of this announcement, to the best knowledge and belief of the Company, Mr. Ni does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Ni has no relationship with any Directors or the senior management of the Company, or with any management Shareholders, substantial Shareholders or controlling Shareholders. Saved as disclosed above, Mr. Ni has not held any directorship in any other listed company in the last 3 years. Save as disclosed in this announcement, Mr. Ni has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his appointment, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

CHANGE OF SUPERVISOR

The Board wishes to announce that, due to internal work adjustment, Mr. Wang Wenjie has resigned as a supervisor of the Company, with effect from 22 May 2015. Ms. He Kun has been appointed as a supervisor of the Company to replace Mr. Wang Wenjie with effect from 22 May 2015.

Mr. Wang confirmed that he has no disagreement with the Board or the Supervisory Committee and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Ms. He Kun, aged 38, Master of Economics of the Renmin University of China, Certified Public Accountant. She is currently the assistant general manager (Department of Business Management) of China Merchants Huajian Road Investments Company Limited*, she served as the supervisor of Sichuan Chengyu Expressway Co., Limited* and Jiangsu Guangjing Xicheng Expressway Company Limited*. She worked in the securities management department and operation department of the Huajian Transportation Economic Development Centre* and was the project manager of PRC Ministry of Finance*, the project manager of China Merchants Huajian Road Investment Limited*, the director of Shandong Expressway Co., Ltd.* and Zhejiang Shangsang Expressway Co., Ltd.*, she was also the supervisor of Hubei Chutian Expressway Co. Ltd.*, Fujian Expressway Development Co., Ltd.* and Jiangsu Ningjingyan Expressway Company Limited*.

Ms. He has entered into a service contract with the Company. Her appointment term commences from the approval by the AGM to 16 August 2017. Her appointment may be terminated in accordance with the articles of association of the Company, including retirement by way of rotation at general meeting. She will not receive any fee for acting as a supervisor. As at the date of this announcement, to the best knowledge and belief of the Company, Ms. He does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Ms. He has no relationship with any Directors or the senior management of the Company, or with any management Shareholders, substantial Shareholders or controlling Shareholders. Save as disclosed above, Ms. He has not held any directorship or supervisorship in any other listed company in the last 3 years. Save as disclosed in this announcement, Ms. He has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her appointment, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

By Order of the Board
安徽皖通高速公路股份有限公司
Anhui Expressway Company Limited
Xie Xin Yu
Company Secretary

Hefei, Anhui, the PRC
22 May 2015

As at the date of this announcement, the board of directors of the Company comprises: Zhou Renqiang, Li Junjie, Chen Dafeng, Xie Xinyu, Wu Xinhua, Ni Shilin, Hu Bin, Yang Mianzhi and Kong Yat Fan.

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*