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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)

**CONNECTED TRANSACTION
FORMATION OF JOINT VENTURE COMPANY
WITH THE CONSORTIUM TO IMPLEMENT THE PPP PROJECT
RELATING TO S62 BOZHOU TO DANCHENG EXPRESSWAY
BOZHOU SECTION**

Reference is made to the announcement of the Company dated 27 March 2025, pursuant to which the Company announced that (i) the Company has joined the Consortium led by Anhui Transportation Holding Group and participated in the open tendering and bidding for the PPP Project relating to the construction of the S62 Bozhou to Dancheng Expressway Bozhou Section* (S62 亳州至鄆城高速公路亳州段) together with ATEGC, ATCEGC and Transportation Information Industry; and (ii) the Consortium had received confirmation of the bid-winning of the PPP Project, and that the Company formed the Joint Venture Company with the other members of the Consortium to implement the PPP Project.

The Board announces that on 30 April 2025, the Company entered into the Joint Venture Agreement with other members of the Consortium and agreed on the relevant arrangements for the establishment of the Joint Venture Company. The registered capital of the Joint Venture Company will amount to up to RMB616.052 million, and the cash contribution to be made by the Company will be up to RMB215.6182 million, amounting to a 35% shareholding in the Joint Venture Company. It is expected that the initial registered capital of the Joint Venture Company upon incorporation is expected to be RMB100 million, of which Anhui Transportation Holding Group, the Company, ATEGC, ATCEGC and Transportation Information Industry shall contribute RMB63 million, RMB35 million, RMB1 million, RMB0.5 million and RMB0.5 million respectively upon the incorporation of the Joint Venture Company.

Anhui Transportation Holding Group, as the controlling shareholder of the Company holding approximately 31.63% of the total issued shares of the Company, is a connected person of the Company as defined under the Listing Rules. In addition, ATCEGC and ATEGC are wholly owned subsidiaries of Anhui Transportation Holding Group, while Transportation Information Industry is a subsidiary of Anhui Transportation Holding Group. Hence, under the Listing Rules, ATCEGC, ATEGC and Transportation Information Industry are associates of Anhui Transportation Holding Group and are therefore also connected persons of the Company. Accordingly, the Joint Venture Agreement and the formation of the Joint Venture Company with the members of the Consortium thereunder constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the expected amount of registered capital to be injected into the Joint Venture Company by the Company pursuant to the Joint Venture Agreement, one or more of the applicable percentage ratios of the relevant transaction is more than 0.1% but all of the applicable percentage ratios are less than 5%. As such, the Joint Venture Agreement and the formation of the Joint Venture Company with the members of the Consortium thereunder, is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

I. BACKGROUND

Reference is made to the announcement of the Company dated 27 March 2025, pursuant to which the Company announced that (i) the Company has joined the Consortium led by Anhui Transportation Holding Group and participated in the open tendering and bidding for the PPP Project relating to the construction of the S62 Bozhou to Dancheng Expressway Bozhou Section* (S62 亳州至鄆城高速公路亳州段) together with ATEGC, ATCEGC and Transportation Information Industry; and (ii) the Consortium had received confirmation of the bid-winning of the PPP Project, and that the Company formed the Joint Venture Company with the other members of the Consortium to implement the PPP Project.

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II. THE JOINT VENTURE AGREEMENT

The major terms of the Joint Venture Agreement are as follows:

Parties:

- (1) Anhui Transportation Holding Group
- (2) the Company
- (3) ATEGC
- (4) ATCEGC
- (5) Transportation Information Industry

Date: 30 April 2025

Subject Matter: Pursuant to the Joint Venture Agreement, members of the Consortium: (i) confirmed their agreement to participate in the Consortium for the bidding of the PPP Project and the parties' obligations on the bid conduct; and (ii) agreed to form the Joint Venture Company, their respective investment amount and the purpose and governance of the Joint Venture Company.

Rights and obligations of the members of the Consortium: Pursuant to the Joint Venture Agreement, (i) Anhui Transportation Holding Group shall be the lead consortium member and shall be primarily responsible for the incorporation of the Joint Venture Company, assisting with the discussions between the Joint Venture Company and the relevant local government in respect of the PPP Project, assisting with the financing works of the Joint Venture Company and assisting the Joint Venture Company with the construction and management of the PPP Project; and (ii) the other members of the Consortium (other than Anhui Transportation Holding Group) shall be responsible for facilitating such work, and to provide contracting services to the Joint Venture Company to the extent such member of the Consortium possesses the required qualifications for the works required for the construction of the PPP Project. In this regard, the Company shall be responsible for providing entrusted project management services to the Joint Venture Company and shall enter into an entrustment management agreement with the Joint Venture Company on such terms and conditions to be agreed in due course.

Pursuant to the Joint Venture Agreement, members of the Consortium are required to fulfil their obligations of shareholders' capital contribution in a timely manner; assist the Joint Venture Company in negotiating, signing and fulfilling the legal contractual documents such as the concession agreement with the government; assist the Joint Venture Company in financing the project and providing relevant information; and assist the Joint Venture Company in handing over the project to the government or its designated body upon expiry of the concession period of the PPP Project.

Construction of PPP
Project:

The PPP Project has a construction period of 36 months and a defects liability period of 24 months. The construction and installation works will adopt the general contracting approach, with the total contract amount set at 79% of the approved preliminary design budget for construction and installation costs. The contract shall be executed with reference to the current bidding documents issued by the Ministry of Transport and the bidding document clauses for contemporaneous expressway construction projects in Anhui Province.

Particulars of the Joint
Venture Company:

Pursuant to the Joint Venture Agreement, Anhui Transportation Holding Group shall be responsible for arranging for the incorporation of the Joint Venture Company, which shall be a company incorporated under the laws of the PRC with limited liability.

The purposes and the scope of work of the Joint Venture Company shall be as follows:

1. Purposes and Scope of business: (1) investment, construction and management of the PPP Project; (2) operation and management of the service facilities and advertising business in the specified area of the PPP Project;
2. Scope of work: project planning, fundraising, preliminary work, construction implementation, operation management, debt repayment and asset management; the expressway (including land use rights), expressway ancillary facilities and related information shall be handed over to the relevant department of transportation at no consideration in accordance with the provisions of the concession agreement.

Shareholding structure
and contribution plan:

Pursuant to the Joint Venture Agreement and the bid for the PPP Project submitted by the Consortium, the registered capital of the Joint Venture Company will amount to up to RMB616.052 million (being 20% of the committed total investment amount in the bid for the PPP Project submitted by the Consortium), of which

1. cash contribution of up to RMB388.11276 million will be made by Anhui Transportation Holding Group, amounting to a 63% shareholding;
2. cash contribution of up to RMB215.6182 million will be made by the Company, amounting to a 35% shareholding;
3. cash contribution of up to RMB6.16052 million will be made by ATEGC, amounting to a 1% shareholding; and
4. cash contribution of up to RMB3.08026 million will be made by Transportation Information Industry, amounting to a 0.5% shareholding.

The initial registered capital of the Joint Venture Company shall be RMB100 million, of which Anhui Transportation Holding Group, the Company, ATEGC, ATCEGC and Transportation Information Industry shall contribute RMB63 million, RMB35 million, RMB1 million, RMB0.5 million and RMB0.5 million respectively upon the incorporation of the Joint Venture Company.

The Company will make the cash contribution to the Joint Venture Company with its internal financial resources.

It is expected that other funds required by the Joint Venture Company for the PPP Project will be raised through debt financing. In the event that the Joint Venture Company experiences any financial difficulties, members of the Consortium shall provide financial support in such forms as it may determine in proportion to its shareholding in the Joint Venture Company.

The financial results of the Joint Venture Company shall be consolidated into the financial results of Anhui Transportation Holding Group.

Other governance matters of the Joint Venture Company:	<p>The Joint Venture Company shall establish a board of directors, which shall comprise five directors, of which three directors shall be appointed by Anhui Transportation Holding Group and two directors shall be appointed by the Company. The board of directors of the Joint Venture Company shall be responsible for, amongst others, the determination of the business and investment plan of the Joint Venture Company, the determination of the dividend distribution plan of the Joint Venture Company and other customary functions in accordance with the applicable laws.</p> <p>The General Manager and Chief Financial Officer of the Joint Venture Company shall be nominated by Anhui Transportation Holding Group while the Deputy General Manager of the Joint Venture Company shall be nominated by the Company.</p>
Transfer restrictions on the equity interests in the Joint Venture Company:	<p>Members of the Consortium shall not transfer any equity interests in the Joint Venture Company within 5 years after the completion and acceptance of the construction of the PPP Project.</p> <p>Upon (i) the expiry of four years after the operational period for the PPP Project and (ii) the Joint Venture Company achieving breakeven in its profit and loss or the cash flow generated by the Joint Venture Company is sufficient to cover the financing costs of the Joint Venture Company, members of the Consortium may transfer equity interests in the Joint Venture Company in accordance with laws subject to the relevant governmental authorities and the consent of the other members of the Consortium.</p>

For details of the PPP Project, please refer to the Company's announcement dated 27 March 2025.

III. REASONS FOR AND BENEFITS OF THE PPP PROJECT AND THE FORMATION OF THE JOINT VENTURE COMPANY

As stated in the announcement of the Company dated 27 March 2025, the Bozhou section of the S62 Bozhou to Dancheng Expressway serves as an important connection between northern Anhui and provinces in central China. The formation of the Joint Venture Company with the other members of the Consortium will enable the Company to participate in the PPP Project. The participation of the PPP Project would in turn allow the Company to further develop and elevate its layout of expressways, improve regional traffic capacity and enhance the Company's overall profitability.

The Directors (including the independent non-executive Directors) are of the view that Joint Venture Agreement and the transactions contemplated thereunder (including the formation of the Joint Venture Company and the participation in the PPP Project by the Joint Venture Company) are on normal commercial terms in the ordinary and usual course of business of the Group, and are fair and reasonable and in the interests of the Company and its shareholders as a whole. As Mr. Wang Xiaowen, Mr. Yu Yong, Mr. Chen Jiping and Mr. Wu Changming are directors nominated by Anhui Transportation Holding Group, they have abstained from voting on the resolutions of the Board to approve Joint Venture Agreement and the transactions contemplated thereunder. Save as aforesaid, none of the Directors has any material interests in the Joint Venture Agreement and the transactions contemplated thereunder, and is required to abstain from voting on the relevant Board resolution.

IV. GENERAL INFORMATION

The Company

The Company is a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange, and the A Shares of which are listed on the Shanghai Stock Exchange in the PRC. The Company is principally engaged in investment, construction, operation and management of toll roads within Anhui province, and acquires operating expressway assets through various means such as investment and construction, acquisition or co-operative operation.

Other members of the Consortium

Anhui Transportation Holding Group is a state-owned enterprise incorporated in the PRC. It is principally engaged in highway and related infrastructure construction, supervision, inspection, design, construction, technical consultation and services, investment and asset management, as well as real estate development and operation.

ATCEGC is a wholly owned subsidiary of Anhui Transportation Holding Group. It is principally engaged in general contracting of housing construction and municipal infrastructure project, various kinds of works construction activities, intelligent building construction works, fire service facilities construction works, construction works design, and real estate development and operation.

ATEGC is a wholly-owned subsidiary of Anhui Transportation Holding Group. It is principally engaged in construction work, professional operations of construction, prestressed concrete railway bridge simple supported beam products production, production of steel reinforcement products for construction, landscaping engineering construction, manufacturing of concrete structure components, sales of concrete structural components, manufacturing of cement products and sales of cement products.

Transportation Information Industry is a subsidiary of Anhui Transportation Holding Group. It is primarily engaged in the construction, operation and service of traffic toll collection system, computer software development and information system integration services business.

V. LISTING RULES IMPLICATIONS

Anhui Transportation Holding Group, as the controlling shareholder of the Company holding approximately 31.63% of the total issued shares of the Company, is a connected person of the Company as defined under the Listing Rules. In addition, ATCEGC and ATEGC are wholly owned subsidiaries of Anhui Transportation Holding Group, while Transportation Information Industry is a subsidiary of Anhui Transportation Holding Group. Hence, under the Listing Rules, ATCEGC, ATEGC and Transportation Information Industry are associates of Anhui Transportation Holding Group and are therefore also connected persons of the Company. Accordingly, the Joint Venture Agreement and the formation of the Joint Venture Company with the members of the Consortium thereunder constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

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VI. DEFINITIONS

“Anhui Transportation Holding Group”	Anhui Transportation Holding Group Company Limited* (安徽省交通控股集團有限公司), formerly known as Anhui Expressway Holding Group Company Limited* (安徽省高速公路控股集團有限公司), a state-owned enterprise incorporated in the PRC
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“ATCEGC”	Anhui Transportation Construction Engineering Group Company Limited (安徽交控建設工程集團有限公司), a company incorporated in the PRC with limited liability
“ATEGC”	Anhui Transportation Engineering Group Co., Ltd.* (安徽交控工程集團有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of Anhui Transportation Holding Group
“Board”	the board of Directors of the Company
“Company”	Anhui Expressway Company Limited* (安徽皖通高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability, the overseas listed shares of which are listed on the Stock Exchange of Hong Kong Limited, and the domestic ordinary shares of which are listed on the Shanghai Stock Exchange in the PRC
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Consortium”	the consortium led by Anhui Transportation Holding Group and consisting of the Company, ATEGC, ATCEGC and Transportation Information Industry to participate in the open tendering, bidding and management of the PPP Project
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Joint Venture Agreement”	the joint venture agreement dated 30 April 2025 entered into between and among Anhui Transportation Holding Group, Company, ATEGC, ATCEGC and Transportation Information Industry
“Joint Venture Company”	Anhui Bodan Expressway Company Limited* (安徽省亳鄆高速公路有限責任公司), a company incorporated in the PRC with limited liability, the project company established pursuant to the Joint Venture Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PPP Project”	the Public-Private-Partnership (PPP) project relating to the construction of the S62 Bozhou to Dancheng Expressway Bozhou Section* (S62 亳州至鄆城高速公路亳州段)
“PRC”	the People’s Republic of China and, for the purpose of this announcement only, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transportation Information Industry”	Anhui Transportation Information Industry Co., Ltd.* (安徽交控信息產業有限公司), a company incorporated in the PRC with limited liability
“%”	per cent

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

Hefei, Anhui, the PRC
30 April 2025

As at the date of this announcement, the Board comprises: Wang Xiaowen (chairman), Yu Yong, Chen Jiping and Wu Changming as executive directors, Yang Xudong and Du Jian as non-executive directors, and Zhang Jianping, Lu Taiping and Zhao Jianli as independent non-executive directors.

* For identification purposes only