



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 2006 First Extraordinary General Meeting

Notice is hereby given that the 2006 First Extraordinary General Meeting ("Shareholders Meeting") of Anhui Expressway Company Limited ("the Company") will be held at 2:00 p.m on 27 October 2006 (Friday) at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC.

The following matters will be dealt with in the forthcoming Shareholders Meeting:

1. To review and approve the resolution in respect of the application for the issuance of short-term financial notes in the form of special resolution:
 - (1) To approve the Company to issue, within the territory of PRC, one year short-term financial notes for an aggregate amount not more than RMB1.5 billion in lump sum or by installment in use for widening Hening Expressway and repayment of bank loans, which shall be within the maximum range of balance for financial notes available for issuance as stipulated by the People's Bank of China in accordance with *Administrative Measures for Financial Notes* and other related regulations issued by the People's Bank of China, and submit this to be reviewed on the Shareholders Meeting;
 - (2) To authorize the board of directors or any of the two directors in general and unconditionally to decide on the specific terms and conditions and other related matters concerning the issuance of the short-term financial notes based on the Company's needs and the market conditions, including but not limited to the amount to be issued within the limit of the abovementioned amount, interest rate of the short-term financial notes to be issued, as well as production of necessary documents mentioned above.
 - (3) The resolution will take effect within 18 months after the approval of the Shareholders meeting.
2. To elect Mr. Li Huaijie as the new supervisor of the Company, starting from the date of election to August 16, 2008, and authorize the Board to determine his remuneration and relevant provisions of the supervisor's service contract.

By Order of the Board
Xie Xinyu
Company Secretary

7 September 2006
Hefei, Anhui, The PRC

Notes:

- I. Mr. Li Huaijie, 58 years old, senior economist, worked in Anhui Provincial Planning Commission, Anhui Provincial Energy Group Ltd, Anhui Provincial Investment Group Ltd., and Anui Wanneng Company Limited (a company listed in Shenzhen Stock Exchange, code is 000543), Anhui International Economic and Technical Cooperative Company of China, holding positions of Deputy Chief of Division, Deputy General Manager, Deputy Chairman, Party Committee Secretary and General Manager respectively. He held the position of Deputy Party Committee Secretary of Anhui Expressway Holding Corporation since August 2006.

Mr. Li Huaijie will enter into service agreement with the Company, with tenure from the date of election to August 16, 2008. Remuneration in the capacity of a supervisor will be determined by the board of directors according to his roles and responsibilities and will be reviewed by the Human Resource and Remuneration Committee of this Company. Mr. Li has no relationship with any directors or senior management of the Company or with any management shareholders, substantial shareholders or controlling shareholders of this Company. As of the date of this announcement, Mr. Li Huaijie does not have any interest in the shares (as defined by Part XV of Securities and Futures Ordinance). In the past 3 years, Mr. Li Huaijie had not been director of any other listed companies except as director of Anhui Wanneng Company Limited. As of the date of this announcement, there are no matters about Mr. Li Huaijie that need to be brought to the attention of the shareholders of the Company and Mr. Li Huaijie has confirmed that there are no other mandates or any other matters that should be disclosed according to Rule of 13.51(2)(h-v) of the Listing Rules.

- II. Mr. Kan Zhaorong will be retired from his position as the supervisor on the date when the Shareholders Meeting is held.
- III. Eligibility for attending the Shareholders Meeting

Persons who hold Shares of the Company at the close of trading 26 October 2006 (Thursday) and whose names appeared on the register of Hong Kong Registrars Limited shall have the right to attend the Shareholders Meeting upon completion of the registration procedures.

- IV. Registration procedures for attending the Shareholders Meeting

1. Holders of Shares who wish to attend the Shareholders Meeting must lodge their duly completed return slips attached, together with the copies of transfer instruments, share certificates or share transfer receipts and the copies of their own identity cards with the Company at its operational address before 6 October 2006 (Friday) (but without prejudice to their rights of attending).
2. The methods by which all necessary instruments for registration required to be sent to the Company at its business address by the shareholder may either be in person, by mail, or by fax.

- V. Appointment of proxy

1. Any shareholder who is eligible to attend the Shareholders Meeting and to vote thereat shall have the right to appoint in writing one or more persons (who may not be a member) as his proxy to attend the Shareholders Meeting and to vote at the Shareholders Meeting. The proxy may attend the Shareholders Meeting and vote at the Shareholders Meeting after filling in the instrument and returning to the Company. 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.
2. The appointment of proxy shall be made by signing an instrument by the client (shareholder) or by the authorized agent. In the event that a person authorized by the client signs such instrument, an authorization or other authority that authorizes such signatory shall be notarized. To be valid, such notarized authorization or other authority together with the instrument shall be deposited at the Company 24 hours before the time for holding the Shareholders Meeting.

- VI. All the resolutions will be put to the vote by poll.

- VII. It is expected that the Shareholders Meeting will take half a day. The shareholders and any proxy who attend the Shareholders Meeting may incur accommodation and traveling expenses at their own costs.

- VIII. The register of the holders of H shares of the Company will be closed from 26 September 2006 (Tuesday) to 26 October 2006 (Thursday), (both days inclusive). The holders of H shares who wish to attend the Shareholders Meeting and receive the dividends for the year must lodge their transfer instruments and share certificates with Hong Kong Registrars Limited, the H shares registrar of the Company, on or before 4:00 p.m. on 25 September 2006 (Monday).

The address of the H Share Registrar, Hong Kong branch:
Hong Kong Registrars Limited
Rooms 1712-16
17th Floor
Hopewell Center
183 Queen's Road East
Wanchai
Hong Kong

- IX. Contact address: 520 Wangjiang West Road, Hefei, Anhui, the PRC

Tel: 86-551-5338697 (direct)
86-551-5338699 (general)
Fax: 86-551-5338696

Contact person: Han Rong, Ding Yu

As at the date of this announcement, the Board comprises of: Wang Shui, Li Yungui, Tu Xiaobei, Zhang Hui, Zhang Wensheng, Li Zhanglin, Leung Man Kit, Li Mei and Guo Shan