



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)

Resolutions passed at the 2006 First Extraordinary General Meeting

The 2006 First Extraordinary General Meeting ("the EGM") of Anhui Expressway Company Limited ("the Company") was held on 27 October 2006 at 2:00 pm at the conference room of the Company. The meeting was attended by 9 representatives of shareholders of the Company and proxies representing 1,026,298,938 shares, equivalent to 61.88% of the total shares with voting rights of the Company. Of which: Shareholders of A shares hold 874,419,598 shares and shareholders of H shares hold 151,879,340 shares, representing 52.72% and 9.16% of the total shares with voting rights respectively of the Company, which was in accordance with the stipulation of the Corporate Law and the Company's Articles of Association,

- I. The resolution for the issuance of short-term financial notes was passed at the EGM in the form of special resolution as follow:
 - (1) The issue by the Company 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 be approved;
 - (2) The board of directors or any of the two directors be authorised 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 resolutions will be effective for 18 months starting from the date of approval at the EGM.
- II. The resolution to elect Mr. Li Huaijie as the new supervisor of the Company was passed at the EGM in the form of ordinary resolution;

"Mr. Li Huaijie was elected as the new supervisor of the Company, starting from the date of election to August 16, 2008, and the Board was authorized to determine his remuneration and relevant provisions of the supervisor's service contract for the Supervisory Committee and the Board of Directors of the Company has accepted the resignation of Mr. Kan Zhaorong for his retirement."

Solicitors from Anhui Expressway Law Office witnessed the EGM and offered legal suggestion letter and recognized the lawfulness and validity of the convening procedure of the EGM, the qualification of the attendees and the voting procedure.

By Order of the Board
Xie Xin Yu
Company Secretary

27 October 2006
Hefei, Anhui, The PRC

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