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**Qilu Expressway Company Limited**  
**齊魯高速公路股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1576)

**POLL RESULTS OF 2018 ANNUAL GENERAL MEETING**  
**HELD ON 10 JUNE 2019**

References are made to the notice of 2018 annual general meeting (the “**2018 AGM notice**”) of Qilu Expressway Company Limited (the “**Company**”) dated 24 April 2019 and the circular (the “**Circular**”) of the Company dated 24 April 2019. Unless otherwise indicated, the capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

The board (the “**Board**”) of the directors (the “**Directors**”) of the Company confirms that there are no false representations, misleading statements or material omissions in this announcement, and individually and collectively accepts the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

**I. POLL RESULTS OF 2018 AGM**

According to the 2018 AGM notice, the 2018 AGM was held at 3:00 p.m. on Monday, 10 June 2019 at Conference Room (Autumn), 2/F, Enjoy Hotel, No. 44 Gongye South Road, High-tech Zone, Jinan City, the PRC. All resolutions proposed at the 2018 AGM were taken by poll.

As at the date of the 2018 AGM, the total number of Shares entitling the Shareholders to attend and vote at the 2018 AGM was 2,000,000,000 Shares. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the 2018 AGM. No Shareholder was required to abstain from voting on any resolution proposed at the 2018 AGM.

A total of 7 Shareholders and authorized proxies holding 1,851,999,000 Shares, which include 900,000,000 Domestic Shares and 951,999,000 H Shares and represent 92.599950% of the total number of the issued Shares of the Company, were present at the 2018 AGM.

The holding of the 2018 AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association. The 2018 AGM was chaired by Mr. LI Gang, the chairman of the Board of the Company.

The poll results in respect of the resolutions proposed at the 2018 AGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To consider and approve the 2018 annual report of the Company;	1,851,999,000 100%	0 0%	0 0%
2.	To consider and approve the resolution in respect of the Work Report of the Board for the year of 2018;	1,851,999,000 100%	0 0%	0 0%
3.	To consider and approve the resolution in respect of the Work Report of the Supervisory Committee of the Company for the year of 2018;	1,851,999,000 100%	0 0%	0 0%
4.	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2018;	1,851,999,000 100%	0 0%	0 0%
5.	To consider and approve the resolution in respect of the Profit Distribution and the Distribution Plan for the year of 2018;	1,851,999,000 100%	0 0%	0 0%
6.	To consider and approve the resolution in respect of the Engagement of Audit Firms and Determination of Relevant Audit Fees of the Company;	1,851,999,000 100%	0 0%	0 0%
7.	To consider and approve the resolution in respect of the 2019 External Investment Plan of the Company;	1,851,999,000 100%	0 0%	0 0%
8.	To consider and approve the resolution in respect of the Authorisation of Cash Management of Idle Funds of the Company;	1,851,999,000 100%	0 0%	0 0%

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
9.	To consider and approve the amendment to the Rules Governing the Management of External Investment of the Company, and that any one director (the “ <b>Director</b> ”) of the Company be and is hereby authorised to make appropriate amendments, execute all relevant documents as he considers appropriate and do all such acts and things to give effect to such matters;	1,851,999,000 100%	0 0%	0 0%
10.	To consider and approve the resolution in respect of the 2018 Final Financial Report of the Company; and	1,851,999,000 100%	0 0%	0 0%
11.	To consider and approve the resolution in respect of the 2019 Financial Budget Report of the Company.	1,851,999,000 100%	0 0%	0 0%

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
12.	To amend the Rules of Procedure of the General Meeting of the Company, and that any one Director be and is hereby authorised to make appropriate amendments, execute all relevant documents as he considers appropriate and do all such acts and things to give effect to such matters; and	1,851,999,000 100%	0 0%	0 0%
13.	To amend the Rules of Procedure of the Board of the Company, and that any one Director be and is hereby authorised to make appropriate amendments, execute all relevant documents as he considers appropriate and do all such acts and things to give effect to such matters.	1,851,999,000 100%	0 0%	0 0%

As more than half of the total number of Shares held by the Shareholders who attended and voted on the relevant resolutions at the 2018 AGM were cast in favour of the above ordinary resolutions, and more than two-thirds of the total number of Shares held by the Shareholders who attended and voted on the relevant resolution at the 2018 AGM were cast in favour of the above special resolutions, all the above resolutions were duly passed.

The Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the 2018 AGM. 3 representatives of the Shareholders, 1 representative of the Supervisors, and 1 lawyer of DeHeng Law Offices (Jinan) (the Company’s PRC legal adviser) participated in the counting of the poll results.

## II. DISTRIBUTION OF FINAL DIVIDEND

The Board is pleased to announce that the payment of cash dividends for the year ended 31 December 2018 in an aggregate amount of RMB257,400,000 (tax inclusive), i.e. RMB0.1287 (tax inclusive) per Share, (“**Final Dividend**”) was approved at the 2018 AGM. The Final Dividend is expected to be paid, on Friday, 23 August 2019, to the Domestic Shareholders and H Shareholders whose name appeared on the register of members of our Company after the closing of market on Wednesday, 19 June 2019. Such dividend will be denominated and declared in Renminbi, and paid to the Domestic Shareholders and H Shareholders in Renminbi and Hong Kong dollars, respectively. The exchange rate for dividend paid in Hong Kong dollars shall be the average middle rate for the five business days preceding the date of declaration of such dividend at the 2018 AGM (i.e., 10 June 2019) as announced by the People’s Bank of China, which was HK\$1 to RMB0.878762. As such, the dividend for each H share of the Company is HK\$0.146456 (tax inclusive).

Please refer to the announcement of the Company dated 21 March 2019 for matters relating to tax on dividends and the closure of register of members for the Final Dividend.

## III. AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING AND THE RULES OF PROCEDURE OF THE BOARD

According to the requirements of the Company Law, the Guidelines for the Articles of Association of Listed Companies (amended in 2016) (《上市公司章程指引(2016年修訂)》) and the Listing Rules, and the actual situation of the Company, the Board proposed to make amendments to the rules of procedure of the general meeting and the Board, and the details of which are set out in the Circular.

The amendments have been duly approved by the shareholders and will be effective from the conclusion of the 2018 AGM.

By order of the Board  
**Qilu Expressway Company Limited**  
**Li Gang**  
*Chairman*

Shandong, the PRC  
10 June 2019

*As at the date of this announcement, the executive Directors are Mr. Li Gang and Mr. Peng Hui; the non-executive Directors are Mr. Chen Dalong, Mr. Wang Shaochen, Mr. Wu Dengyi, Mr. Li Jie, Mr. Wang Long, Mr. Su Xiaodong, Mr. Yuan Ruizheng and Mr. Tang Haolai; and the independent non-executive Directors are Mr. Wu Yuxiang, Mr. Cheng Xuezhao, Mr. Li Hua, Mr. Wang Lingfang and Mr. He Jiale.*