

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the "AGM") of Sichuan Expressway Company Limited (the "Company") will be held at the address of the Company, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People's Republic of China, at 9:30a.m. on Tuesday 28 May 2002 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2001;
2. To consider and approve the report of the Supervisory Committee for the year of 2001;
3. To consider and approve the audited financial statements and the auditors report for the year of 2001;
4. To consider and approve the proposal of profit distribution and dividend distribution for the year of 2001;
5. To consider and approve the remuneration proposal of the supervisors;
6. To consider and approve the special resolution regarding the proposed amendments to the Articles of Association of the Company;
7. To consider and approve the re-appointment of Sichuan Jun He Accountants, the PRC, and Ernst & Young, Certified Public Accountants, Hong Kong, as the Company's domestic and international auditors, respectively, for the year 2002, and authorize the Board of Directors to fix their remuneration;
8. To discuss other matters.

By order of the Board  
**Zhang Yongnian**  
Company Secretary

Chengdu, Sichuan Province, the People's Republic of China  
12 April 2002

*Notes:*

- (I) Any holder of H shares who has registered on the register of members of the Company at HKSCC Registrars Limited by the close of business on Friday 26 April 2002 is entitled to attend the AGM of the Company after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the articles of association of the Company. A proxy need not to be a shareholder of the Company.
- (II) In order to be valid, the proxy form of holders of H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or authority shall be deposited at the Company's H Share Registrar HKSCC Registrars Limited, at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
- (III) Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (IV) The register of shareholders of the Company will be closed from Saturday 27 April 2002 to Tuesday 28 May 2002 (both days inclusive), during which period no transfer of shares will be registered.
- (V) Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan, the PRC on or before Tuesday 7 May 2002. The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (028) 553 0753).
- (VI) The final dividend for the year ended 31 December 2001 is expected to be paid on or before Wednesday 12 June 2002 to the shareholders whose names appear on the register of shareholders on Tuesday 28 May 2002.
- (VII) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfers and the relevant share certificates at the Company's H Share Registrar, HKSCC Registrars Limited, not later than the closing of afternoon trading on Friday 26 April 2002.
- (VIII) The AGM is not expected to take more than one day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.