

# 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 premises of the Company at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (the "PRC"), at 10:00a.m. on Thursday, 1 June 2006 for the following purposes:

1. To consider and approve the report of the board of directors (the "Board") for the year of 2005;
2. To consider and approve the report of the Supervisory Committee for the year of 2005;
3. To consider and approve the audited financial report for the year of 2005;
4. To consider and approve the proposal of profit distribution and dividend distribution for the year of 2005;
5. To consider and approve the financial budget proposal for the year of 2006;
6. 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 of 2006, and to authorize the Board to fix their remuneration.

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

Chengdu, Sichuan, the PRC  
12 April 2006

Notes:

- (i) Any holder of H Shares who has registered on the H Shares register of shareholders of the Company at Hong Kong Registrars Limited by the close of business on Friday, 28 April 2006 is entitled to attend the AGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the AGM 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 principal, a notarially certified copy of that power of attorney or authority shall be deposited at the Company's H Shares Registrar, Hong Kong Registrars Limited, at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for the passing of the resolutions.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the AGM.
- (iv) Pursuant to Article 78 of the existing articles of association of the Company, at any meeting of shareholders a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:
  - (1) by the chairman of the meeting;
  - (2) by at least two shareholders entitled to vote present in person or by proxy; or
  - (3) by one or more shareholders present in person or by proxy and representing 10 per cent or more of all shares carrying the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who makes such demand.

## NOTICE OF ANNUAL GENERAL MEETING (*Continued*)

- (v) The register of shareholders of the Company will be closed from Monday, 1 May 2006 to Thursday, 1 June 2006 (both days inclusive), during which period no transfer of shares will be registered.
- (vi) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC on or before Thursday, 11 May 2006. The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (028) 8553 0753).
- (vii) The final dividend for the year ended 31 December 2005 is expected to be paid on or before Friday, 16 June 2006 to the shareholders whose names appear on the register at shareholders on Thursday, 1 June 2006.
- (viii) In order to qualify for the final dividend mentioned above, holders of H Shares whose transfers have not been registered shall lodge the transfers and the relevant share certificates at the Company's H Shares Registrar, Hong Kong Registrars Limited, not later than the closing of afternoon trading on Friday, 28 April 2006.
- (ix) The AGM is not expected to take more than one day. Shareholders or their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.

*At the date of this announcement, the Directors are: Mr. Zhou Liming (Chairman of the Board), Mr. Zhang Zhiying (Vice Chairman and General Manager), Mr. Zhang Wensheng (Vice Chairman), Mr. Gao Chun (Director), Mr. He Gang (Director), Mr. Liu Mingli (Director), Mr. Zhang Yongnian (Director and Company Secretary), Madam Zhang Yang (Director), Madam Zang Dihua (Independent Non-executive Director), Mr. Yim Chung Wu (Independent Non-executive Director), Madam Luo Xia (Independent Non-executive Director) and Mr. Feng Jian (Independent Non-executive Director).*

