



# 四川成渝高速公路股份有限公司 Sichuan Expressway Company Limited\*

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

(Stock Code: 00107)

## NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

**Reference is made** to the Notice of Class Meeting of the Holders of H Shares of Sichuan Expressway Company Limited (the “**Company**”) dated 8 December 2008. The board of directors of the Company would like to announce that as per the written replies as of 3 January 2009 (the last day on which the shareholders of the Company (the “**Shareholders**”) are required to return their completed and signed reply slips) received from the Shareholders who intend to attend the class meeting of the holders of H shares (the “**CSM**”) of the Company to be held at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China at 11:20 a.m. on Friday, 23 January 2009, the number of shares of the Company (the “**Shares**”) carrying voting rights represented by the Shareholders who intend to attend the CSM is not more than one-half of the total number of Shares with voting rights at such meeting. According to Article 96 of the articles of association of the Company, in order to convene the CSM, the Company is required to inform the Shareholders again by way of public notice the proposed matters for consideration, the date and venue of the CSM. In this regard, the Company would like to give notice to the Shareholders as follows:

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H shares of the Company (“**CSM**”) of Sichuan Expressway Company Limited (the “**Company**”) will be held at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (or immediately after the conclusion or adjournment of the Extraordinary General Meeting of the holders of domestic shares of the Company and holders of H Shares of the Company which will be held at the same place and date) at 11:20 a.m. on Friday, 23 January 2009 to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 8 December 2008 (the “**Circular**”):

## SPECIAL RESOLUTION

### 1. Refreshment of specific mandate for issuance of A Shares

“**THAT** upon the obtaining of approvals of the CSRC and other relevant regulatory authorities, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the A Share Issue be approved:

- (1) Class of shares: A Shares
- (2) Nominal value: RMB1.00 each
- (3) Number of A Shares to be issued:

Not more than 500,000,000 A Shares.

The number of A Shares to be issued shall be subject to approval by the CSRC, and subject to adjustment by the Board as authorised by the Shareholders at the EGM and the CSM and within the range approved by the CSRC having regard to the relevant circumstances.

- (4) Proposed stock exchange for listing:

Shanghai Stock Exchange.

- (5) Target persons for the issue:

Qualified strategic investors, participants in the price consultation process as approved by the CSRC and the individuals, legal persons and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which the Company is subject).

(6) Price range and price determination method:

The issue price range will be determined based on price consultations with participants in the price consultation process. Subject to the CSRC's approval of the A Share Issue, the Company and the lead underwriters shall undertake a roadshow for preliminary price consultation with participants so as to determine the price range, and conduct cumulative bidding price consultations within the price range. The issue price will be determined based on the results of the cumulative bidding price consultations and market conditions. The amount to be raised from the A Share Issue could not be ascertained as at the Latest Practicable Date.

(7) Use of proceeds:

Net proceeds are expected to be not more than RMB2 billion.

The net proceeds of the issue of A Shares will be applied for (1) the payment for the Consideration; and (2) the partial repayment of the bank loans of SC Expressway.

(8) Validity period of this resolution:

The special resolution 1 shall be effective for a period of 12 months from the date of approval by the EGM and CSM, or until revoked or modified by a special resolution passed in a general meeting, whichever is earlier.

(9) Authorisations:

The Board be authorized to process the A Share Issue and related matters in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange, and the Board be granted power to delegate the authorisation including but not limited to the following:

- (i) the specific number of A Shares to be issued, target persons for the issue, issue price, issue method and timetable of issue, under the scheme in relation to the A Share Issue to be considered and, if thought fit, approved at general meetings;
- (ii) matters relating to the target persons for the issue or relevant strategic investor(s), which shall include (but not limit to) target strategic investor(s), negotiations with such investor(s) and the entering into of relevant agreement(s); and

- (iii) the duly signing by the Board of all necessary documents in connection with the A Share Issue, which shall include (but not limit to) offering circular(s), prospectus, sponsorship agreement, underwriting agreement, listing agreement and various announcements, the processing of all related matters in connection with the A Share Issue, and the taking of all other necessary actions, as well as the processing of procedures in relation to the change in registered capital after the A Share Issue.

The authorizations as detailed above shall be granted to the sub-committee of the Board comprising Tang Yong, Zhang Zhiying and Liu Mingli for their implementation. The authorization shall be effective for a period of 12 months from the date on which such approval is obtained or until revoked or modified by a special resolution passed in a general meeting, whichever is earlier.”

By Order of the Board  
**Sichuan Expressway Company Limited**  
**Zhang Yongnian**  
*Company Secretary*

Chengdu, Sichuan, the PRC

5 January 2009

*As at the date of this notice, the Board comprises: Mr. Tang Yong, Mr. Zhang Zhiying, Madam Zhang Yang, Mr. Gao Chun, Mr. Zhou Liming, Mr. Wang Shuanming, Mr. Liu Mingli, Mr. Nie Xinquan, Madam Luo Xia<sup>#</sup>, Mr. Feng Jian<sup>#</sup>, Mr. Zhao Zesong<sup>#</sup> and Mr. Xie Bangzhu<sup>#</sup>.*

<sup>#</sup> *Independent Non-executive Director*

<sup>\*</sup> *For identification purposes only*