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

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

(Stock Code: 00107)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 9 a.m. on 13 January 2012 (Friday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 28 November 2011 in relation to the Project for the investment in, construction and operation of the Expressways.

AS ORDINARY RESOLUTION

1. To consider, approve and confirm the Project and other related matters including:
 - (a) **THAT** the Company’s participation in the work and arrangements in relation to the tendering and preparation for the Project be and is hereby approved and confirmed; and the granting to the Board the general authority, to the extent that is permitted under the relevant laws and regulations and within the estimated total investment amount for the Project as approved by the competent governmental authorities, to invest in and operate the Project be and is hereby approved and confirmed;

- (b) **THAT** establishment of the Project Company in form of branch company, subsidiary, joint venture company or any other corporate entity by the Company in accordance with the relevant laws and regulations for the preparation, construction, operation, management and delivery in connection with the Project be and is hereby approved and confirmed (if the Project Company is established in the form of joint venture company, the Company shall have a shareholding of not less than 90% in the Project Company, whilst the joint venture parties shall enjoy and assume, whether directly or through the Project Company, the rights and obligations in connection with the Project in proportion to their respective shareholdings therein); and with respect to the establishment of the Project Company, a committee comprising any three Directors be and is hereby authorized to evaluate and determine the qualified strategic investor (the “**Qualified Investor**”) with reference to its scale, financial condition and enterprise image, etc. to jointly establish the Project Company (if established in the form of joint venture company), and to determine the name, registered office, articles of association and other matters of the Project Company;
- (c) **THAT** subject to the registration(s) and approval(s) (if required) of the relevant PRC governmental authorities, applications by the Company or Project Company to banks and other financial institutions for loans or other financial capital up to the estimated total investment amount for the Project be and are hereby approved and confirmed; and where necessary, provision of guarantee (including but not limited to pledging the right to charge toll fees with respect to the Project) for obtaining the capital for the Project;
- (d) **THAT** subject to the approval(s) of the relevant PRC governmental authorities, adjustment(s) in the estimated investment amount for the Project from time to time in accordance with the laws by the Company or the Project Company be and is/are hereby approved and confirmed;

- (e) **THAT** a committee comprising any three Directors, for and on behalf of the Company and/or to authorize Director(s) or other authorized representative(s), to negotiate, prepare, execute, amend, supplement and implement all the documents in connection with the Project (including but not limited to the Investment Agreement, license agreement, cooperation agreement, construction agreement, loan agreement and pledge agreement, etc.) with the Joint Tender Organizers, Qualified Investor and/or other relevant parties, and to do all such required matters and acts, as well as the authorization to them to make amendments to the contents of the above documents, as they may in their sole discretion consider appropriate and desirable and in the interests of the Company and Shareholders as a whole be and are hereby approved and confirmed;
- (f) **THAT** the authorization to any Director or the secretary to the Board to, for and on behalf of the Company, draft, prepare, sign and publish any announcements, circulars and other related documents in connection with the Project in accordance with the requirements of the Stock Exchange and Shanghai Stock Exchange be and is hereby approved and confirmed; and the Company's engagements in accordance with the laws with professional intermediate parties with respect to the Project (including but not limited to financial advisers, lawyers and traffic volume consultants, etc.), and the authorization to any Director to determine the terms of such engagements and to execute, amend and/or terminate the engagement agreements with such professional intermediate parties for and on behalf of the Company be and are hereby approved and confirmed.

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

Chengdu, Sichuan, the PRC
28 November 2011

As at the date of this notice, the Board comprises: Mr. Tang Yang (Chairman), Mr. Zhang Zhiying (Vice Chairman), Madam Zhang Yang (Vice Chairman), Mr. Gao Chun, Mr. Zhou Liming, Mr. Wang Shuanming, Mr. Liu Mingli, Madam Hu Yu, Madam Luo Xia[#], Mr. Feng Jian[#], Mr. Zhao Zesong[#] and Mr. Xie Bangzhu[#].

[#] *Independent non-executive Director*

* *For identification purposes only*

Notes:

- (i) The register of members of H Shares will be closed from 14 December 2011 (Wednesday) to 13 January 2012 (Friday), both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfers of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13 December 2011 (Tuesday).
- (ii) Any holder of H Shares who has registered on the register of members of H Shares before the close of business on 13 December 2011 (Tuesday) is entitled to attend the EGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the EGM 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.
- (iii) In order to be valid, the form of proxy of holders of H Shares and, if such form of proxy 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 Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolution(s).
- (iv) Shareholders or their proxies should produce their identity documents when attending the EGM. Should a proxy be appointed, the proxy shall also present the form of proxy.
- (v) Pursuant to the Articles of Association of the Company and the Listing Rules, the Chairman of the EGM will demand a poll in relation to all the resolution(s) proposed at the EGM.
- (vi) Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC not later than 4:30 p.m. on 23 December 2011 (Friday). The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (8628) 8553 0753).
- (vii) The EGM is expected to last for less than one day. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.