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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 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “**AGM**”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 9:00 a.m. on 29 May 2012 (Tuesday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution(s):

AS ORDINARY RESOLUTIONS

1. To approve and confirm the proposed amendments to the Decision Making Principles on Connected Transactions (details of which will be set out in the appendix to the circular to be despatched to the shareholders (the “**Shareholders**”) of the Company on or before 27 April 2012), and the authorization to any one Director (the “**Director(s)**”) of the Company to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments and/or to comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Decision Making Principles on Connected Transactions.

2. To approve and confirm the proposed amendments to the Administrative Measures for External Investment (details of which will be set out in the appendix to the circular to be despatched to the Shareholders on or before 27 April 2012), and the authorization to any one Director to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments and/or to comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Administrative Measures for External Investment.
3. To approve and confirm the proposed amendments to the Administrative Measures for Fund Transfers with Connected Persons and External Guarantees (details of which will be set out in the appendix to the circular to be despatched to the Shareholders on or before 27 April 2012), and the authorization to any one Director to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments and/or to comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Administrative Measures for Fund Transfers with Connected Persons and External Guarantees.
4. To consider and approve the proposed profit appropriation and dividend distribution plan of the Company for the year ended 31 December 2011.
5. To consider and approve the financial budget implementation report of the Company for the year 2011.
6. To consider and approve the audited financial report of the Company for the year ended 31 December 2011.
7. To consider and approve the work report of the board (the “**Board**”) of Directors of the Company for the year ended 31 December 2011.
8. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2011.

9. To consider and approve the duty performance report of independent non-executive Directors for the year 2011.
10. To consider and approve the Company's financial budget proposal for the year of 2012.
11. To consider and approve the re-appointment of Ernst & Young Certified Public Accountants as the international auditor of the Company for the year 2012 and to authorize the Board to fix the remuneration of the international auditor of the Company.
12. To consider and approve the re-appointment of Shinewing Certified Public Accountants as the PRC auditor of the Company for the year 2012 and to authorize the Board to fix the remuneration of the PRC auditor of the Company.

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

Chengdu, Sichuan, PRC

13 April 2012

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The H shares (“**H Shares**”) register of members of the Company will be closed for the purpose of determining H Shares Shareholders’ entitlement to attend the AGM from 28 April 2012 (Saturday) to 29 May 2012 (Tuesday) (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H Shares Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 April 2012 (Friday).

Shareholders are advised that the aforesaid arrangements are not applicable to A Shares Shareholders. The Company will announce separately on China Securities Journal, Shanghai Securities News and the Shanghai Stock Exchange regarding details of A Shares Shareholders’ eligibility for attending the AGM.

2. RECOMMENDATION OF 2011 FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The Board has recommended a final dividend of RMB0.09 per share (tax inclusive) for the year 2011, amounting to a total of approximately RMB275,225,000. If the recommended dividend is approved by Shareholders by passing Resolution No. 4, the 2011 final dividend is expected to be paid on or about 12 June 2012 (Tuesday) to the H Shares Shareholders whose names appear on the H Shares register of members of the Company on 7 June 2012 (Thursday).

The H Shares register of members of the Company will be closed for the purpose of determining H Shares Shareholders' entitlement to the 2011 final dividend from 2 June 2012 (Saturday) to 7 June 2012 (Thursday) (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to the 2011 final dividend, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 1 June 2012 (Friday).

Please refer to the Company's 2011 annual results announcement dated 28 March 2012 for further details on the arrangement on distribution of 2011 final dividend to H Shares Shareholders. Such arrangements will also be included in the Company's annual report for the year 31 December 2011 to be despatched to Shareholders in due course.

Shareholders are advised that the aforesaid arrangements are not applicable to distribution of the 2011 final dividend in respect of A Shares. The Company will announce separately on China Securities Journal, Shanghai Securities News and the Shanghai Stock Exchange regarding details of the arrangement on the distribution of 2011 final dividend to A Shares Shareholders.

3. PROXY

- (i) Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (ii) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the proxy form enclosed). The proxy form shall be signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney of the entity. If the proxy form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (iii) To be valid, for holders of H Shares, the proxy form and notarized power of attorney or other documents of authorization (if applicable), must be delivered to the Company's H Shares Registrar, Hong Kong Registrars Limited not less than 24 hours before the time for holding the AGM or any adjournment thereof.

- (iv) Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (i) Shareholders or their proxies shall produce their identity documents when attending the AGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
- (ii) Shareholders of the Company intending to attend the AGM in person or by their proxies shall return the reply slip for attending the AGM by hand, by post or by facsimile to the registered office of the Company in the PRC not later than 4:30 p.m. on 8 May 2012 (Tuesday).

5. VOTING BY POLL

The chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

6. MISCELLANEOUS

- (i) The AGM is expected to last for less than one day. Shareholders or their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.
- (ii) The registered office of the Company in the PRC is: 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC (Postal Code: 610041)

Telephone No.: (8628) 8552 7510

Facsimile No.: (8628) 8553 0753

As at the date of this notice, the Board comprises Mr. Tang Yong (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 Directors*

^{*} *For identification purposes only*