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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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**AGM**”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 3:00 p.m. on 5 June 2018 (Tuesday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the proposed profit appropriations and dividend distribution plan of the Company for the year ended 31 December 2017;
2. To consider and approve the work report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2017;
3. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2017;
4. To consider and approve the duty performance report of independent non-executive Directors for the year 2017;
5. To consider and approve the audited financial report of the Company for the year ended 31 December 2017;

6. To consider and approve the Company's financial budget proposal for the year 2018;
7. To consider and approve the re-appointment of Shinewing Certified Public Accountants (Special General Partnership) as the PRC auditor of the Company for the year 2018 and to authorize the Board to fix the remuneration thereof;
8. To consider and approve the re-appointment of Ernst & Young Certified Public Accountants as the international auditor of the Company for the year 2018 and to authorize the Board to fix the remuneration thereof;
9. To consider and approve the special self-inspection report of the real estate business of the Company; and
10. To consider and approve the letter of undertaking on relevant matters of the real estate business of the Company.

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

Chengdu, Sichuan, the PRC
19 April 2018

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 5 May 2018 (Saturday) to 5 June 2018 (Tuesday) (both days inclusive), during which period no transfer of H 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 4 May 2018 (Friday).

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

2. RECOMMENDATION OF 2017 FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The Board has recommended a final dividend of RMB0.10 per share (tax inclusive) for the year 2017, amounting to a total of approximately RMB305,806,000 (tax inclusive). If the recommended dividend is approved by Shareholders by passing Resolution No. 1, the 2017 final dividend is expected to be paid on or about 12 July 2018 (Thursday) to the H Shares Shareholders whose names appear on the H Shares register of members of the Company on 20 June 2018 (Wednesday).

The H Shares register of members of the Company will be closed for the purpose of determining H Shares Shareholders' entitlement to the 2017 final dividend from 15 June 2018 (Friday) to 20 June 2018 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the 2017 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 June 2018 (Thursday).

Please refer to the Company's 2017 annual results announcement dated 29 March 2018 for further details on the arrangement on distribution of 2017 final dividend to H Shares Shareholders. Such arrangements will also be included in the Company's annual report for the year ended 31 December 2017 to be despatched to Shareholders in due course.

Shareholders are advised that the aforesaid arrangements are not applicable to distribution of the 2017 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 2017 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, Computershare Hong Kong Investor Services 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 courier, by post or by facsimile to the registered office of the Company in the PRC on or before 15 May 2018 (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 announcement, the Board comprises Mr. Zhou Liming (Chairman), Mr. Gan Yongyi (Vice Chairman) and Mr. Luo Maoquan as executive Directors, Mr. Zheng Haijun (Vice Chairman), Mr. Tang Yong, Mr. Huang Bin, Mr. Wang Shuanming and Mr. Ni Shilin as non-executive Directors, Mr. Sun Huibi, Mr. Guo Yuanxi, Mr. Yu Haizong and Madam Liu Lina as independent non-executive Directors.

** For identification purposes only*