

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, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People’s Republic of China, at 10:00a.m. on Tuesday, 27 May 2003 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2002;
2. To consider and approve the report of the Supervisory Committee for the year of 2002;
3. To consider and approve the audited financial report for the year of 2002;
4. To consider and approve the proposal of profit distribution and dividend distribution for the year of 2002;
5. To consider and approve the financial budget proposal for the year of 2003; and
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 2003, and to authorize the Board of Directors to fix their remuneration.

By order of the Board
Zhang Yongnian
Company Secretary

Chengdu, Sichuan Province, the PRC
11 April 2003

Notes:

- (i) Any holder of H shares who has registered on the H share register of shareholders of the Company at Hong Kong Registrars Limited by the close of business on Friday, 25 April 2003 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 meeting 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 appointor, 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 Room 1901-05, 19/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 voting.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (iv) The register of shareholders of the Company will be closed from Saturday, 26 April 2003 to Tuesday, 27 May 2003 (both days inclusive), during which period no transfer of shares will be registered.
- (v) Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company’s legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan, the PRC on or before Tuesday, 6 May 2003. The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (028) 8553 0753).
- (vi) The final dividend for the year ended 31 December 2002 is expected to be paid on or before Wednesday, 11 June 2003 to the shareholders whose names appear on the register of shareholders on Tuesday, 27 May 2003.
- (vii) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfers and the relevant share certificates at the Company’s H Share Registrar, Hong Kong Registrars Limited, not later than the closing of afternoon trading on Friday, 25 April 2003.
- (viii) The AGM is not expected to take more than one day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.