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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)

**POLL RESULTS OF  
THE 2022 ANNUAL GENERAL MEETING AND  
DISTRIBUTION OF 2022 FINAL DIVIDEND FOR H SHARES**

Reference is made to the 2022 annual results announcement of Sichuan Expressway Company Limited\* (the “**Company**”) dated 30 March 2023, in relation to, among other things, the proposed final dividend (the “**Final Dividend**”) of the Company for the 12 months ended 31 December 2022 of RMB0.10 per share (the “**Share**”) (tax inclusive); and the notice of the 2022 annual general meeting (the “**2022 AGM Notice**”) dated 20 April 2023. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the 2022 AGM Notice.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company and all Directors confirms that there are no false representations, misleading statements or material omissions in this announcement, and severally and jointly accepts the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

## I. POLL RESULTS OF THE AGM

### 1. Convening of the AGM

According to the 2022 AGM Notice, the AGM was held at 3:00 p.m. on 25 May 2023 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People's Republic of China (the "PRC"). The AGM was convened by the Board and chaired by Mr. Gan Yongyi, the Chairman of the Company. All Directors, supervisors of the Company and secretary to the Board attended the AGM together with senior management, domestic and overseas auditors as well as PRC lawyers of the Company were present at the AGM.

### 2. Attendance of the AGM

As at the date of the AGM, the total number of Shares was 3,058,060,000. None of the Shareholders was required to abstain from voting on any of the resolutions tabled at the AGM.

A total of 8 shareholders (the "Shareholder(s)") of the Company and authorized proxies holding 1,787,323,457 Shares, representing approximately 58.4463% of the total number of the issued Shares carrying voting rights, were present at the AGM, among whom:

- (1) 7 holders of A Shares holding 1,712,268,961 A Shares, representing approximately 55.9920% of the total share capital, were present at the AGM; and
- (2) 1 authorized H Share proxy holding 75,054,496 H Shares, representing approximately 2.4543% of the total share capital, was present at the AGM.

Save as otherwise disclosed in this announcement, there were no shares of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the AGM. No Shareholder has stated his/her/its intention to vote against or to abstain from voting on the resolutions proposed at the AGM.

### 3. Consideration of the resolutions and poll results

The Shareholders and their proxies attending the AGM considered and approved the following resolutions by way of open ballot and non-cumulative voting:

ORDINARY RESOLUTIONS		Votes (approximate %)		
		For	Against	Abstain
1.	To consider and approve the proposed profit appropriations and dividend distribution plan of the Company for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
2.	To consider and approve the work report of the board (the “Board”) of directors (the “Directors”) of the Company for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
3.	To consider and approve the work report of the supervisory committee of the Company for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
4.	To consider and approve the duty performance report of independent Directors of the Company for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
5.	To consider and approve the final accounts report of the Company for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
6.	To consider and approve the domestic and overseas annual report of the Company and its summary for the year 2022;	1,787,240,807 99.9954%	82,650 0.0046%	0 0.0000%
7.	To consider and approve the Company’s financial budget proposal for the year 2023;	1,733,021,511 96.9618%	54,301,946 3.0382%	0 0.0000%

ORDINARY RESOLUTIONS		Votes (approximate %)		
		For	Against	Abstain
8.	To consider and approve the re-appointment of Shinewing Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2023;	1,787,051,032 99.9848%	272,425 0.0152%	0 0.0000%
9.	To consider and approve the re-appointment of Ernst & Young Certified Public Accountants as the overseas auditor of the Company for the year 2023; and	1,787,051,032 99.9848%	272,425 0.0152%	0 0.0000%
10.	To consider and approve the liability insurance for Directors, supervisors and senior management of the Company.	1,785,200,104 99.8812%	1,249,627 0.0699%	873,726 0.0489%

As more than 50% of the votes were cast in favour of the above ordinary resolutions No. 1 to No. 10, the above-mentioned ordinary resolutions of the Company were duly passed.

The representatives from Hong Kong Registrars Limited, the Company's H Share registrar, acted as the scrutineer at the AGM.

#### 4. Witness of lawyer

Beijing Zhong Yin (Chengdu) Lawyer (北京中銀(成都)律師事務所) witnessed the AGM and issued a legal opinion certifying that (1) the convening and procedures of the AGM are in compliance with the relevant laws and regulations and the provisions of the Articles of Association of the Company; (2) the qualifications of the attendees and the convener are lawful and valid; and (3) the voting procedures and poll results of the AGM are lawful and valid.

## 5. Documents available for inspection

- (1) Minutes and resolutions at the AGM; and
- (2) Legal opinion issued by Beijing Zhong Yin (Chengdu) Lawyer (北京中銀(成都)律師事務所).

## II. DISTRIBUTION OF 2022 FINAL DIVIDEND

As ordinary resolution No. 1 in relation to the profit appropriations and dividend distribution plan of the Company for the year 2022 was duly passed by the Shareholders at the AGM, the Board hereby announces further information relating to the distribution of the Final Dividend for H Shares as follows:

Distribution of the Final Dividend to holders of H Shares shall be denominated in RMB and paid in Hong Kong dollars. The applicable exchange rate is the average of the median exchange rates for RMB to Hong Kong dollars as announced by the People's Bank of China in the 5 working days prior to and including 25 May 2023, i.e., HK\$1.00 : RMB0.89932. Accordingly, the Final Dividend payable to each H Share is HK\$0.111195 (before tax).

In accordance with the Law on Corporate Income Tax of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Implementing Rules of the Law on Corporate Income Tax of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) which have come into effect since 1 January 2008 and the Notice on Issues concerning Withholding the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shares holders who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (國稅函[2008]897號) issued on 6 November 2008, all Shareholders who are registered as non-natural persons (i.e. non-individuals) on the Company's H Shares register of members on 14 June 2023 (Wednesday) ("**Dividend Entitlement Date**"), including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as non-resident enterprise Shareholders and the Company shall distribute the Final Dividend to such non-resident enterprise Shareholders after withholding the enterprise income tax of 10% as required by law. Pursuant to the Notice on Certain Issues Concerning the Policies of Individual Income Tax (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》) (財稅字[1994]020號) issued by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are now exempted from paying the PRC individual income tax for dividends or bonus received from foreign-invested enterprises. As the Company is a foreign-invested enterprise, the Company will not withhold and pay the individual income tax on behalf of individual Shareholders when the Company distributes the 2022 Final Dividend to individual Shareholders whose names appear on the register of members of H Shares of the Company.

Should any holders of H Shares have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in the PRC, Hong Kong and/or other countries (regions) on the possession and disposal of the H Shares.

Shareholders of the Company should read the information herein carefully. If anyone would like to change the identity of Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will withhold the corporate income tax in strict compliance with the relevant laws or regulations and strictly based on what has been registered on the Company's H Shares register of members as at the Dividend Entitlement Date. The Company will disregard and assume no liabilities for any requests or claims in relation to any delay or inaccuracy in ascertaining the identities of the Shareholders or any disputes over the mechanism of withholding of corporate income tax.

The H Shares register of members of the Company will be closed for the purpose of determining H Shares Shareholders' entitlement to the Final Dividend from 8 June 2023 (Thursday) to 14 June 2023 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the Final Dividend, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) 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 7 June 2023 (Wednesday).

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the "**Receiving Agent**") to receive the Final Dividend distributed by the Company in respect of H Shares for and on behalf of the holders of H Shares. The Receiving Agent is a trustee company registered under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The cheques for the Company's Final Dividend of H Shares will be issued by the Receiving Agent, and will be sent by ordinary mail on or around 14 July 2023 (Friday) ("**Dividend Payment Date**") to holders of H Shares at their own risks.

## **Distribution of dividends to investors of Southbound Trading**

According to relevant requirements in the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81)《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號) and the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127)《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號), individual income tax (tax rate of 20%) shall be deducted by H Share companies from dividends received from investments in H Shares listed in the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect by individual investors and securities investment funds from Mainland China (excluding enterprise investors from Mainland China, which shall be declared by themselves).

An agreement has been entered into between the Company and China Securities Depository and Clearing Corporation Limited regarding the aforementioned dividend distribution arrangements to the investors of Southbound Trading, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominal holder of H Shares for Southbound Trading, will receive cash dividend declared by the Company and distribute them to relevant investors of Southbound Trading Link through its registration and settlement system. Cash dividend received by investors of Southbound Trading shall be settled in RMB. The Dividend Entitlement Date, Dividend Payment Date and other time arrangements for investors of Southbound Trading shall be in line with that of Shareholders of H Shares of the Company. China Securities Depository and Clearing Corporation Limited will distribute cash dividend to the investors of Southbound Trading within 3 Southbound Trading trading days after the Dividend Payment Date.



Shareholders are advised that the aforesaid arrangements are not applicable in relation to the time and the arrangements for distribution of the Final Dividend in respect of A Shares of the Company, which will be separately announced at the Shanghai Stock Exchange by the Company.

By order of the Board  
**Sichuan Expressway Company Limited\***  
**Yao Jiancheng**  
*Joint Company Secretary*

Chengdu, Sichuan Province, the PRC  
25 May 2023

*As at the date of this announcement, the Board comprises Mr. Gan Yongyi (Chairman), Mr. Li Wenhui (Vice Chairman), Madam Ma Yonghan, Mr. You Zhiming and Madam Xue Min as executive Directors, Mr. Wu Xinhua (Vice Chairman), Mr. Li Chengyong and Mr. Chen Chaoxiong as non-executive Directors, Mr. Yu Haizong, Mr. Yan Qixiang, Madam Bu Danlu and Mr. Zhang Qinghua as independent non-executive Directors.*

\* *For identification purposes only*