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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)

**I. POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING;
II. RESIGNATION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;
III. APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND
IV. APPOINTMENT OF MEMBER OF
COMMITTEE UNDER THE BOARD**

References are made to (i) the announcement of Sichuan Expressway Company Limited* (the “**Company**”) dated 12 June 2023, in relation to the resignation of Mr. Yan Qixiang from his positions as an independent non-executive Director, a member of the audit committee and a member of the nomination committee under the Board of the Company; (ii) the announcement dated 12 December 2023, in relation to the continuing connected transaction – Framework Agreement for Construction Works and Related Services; (3) the announcement dated 28 December 2023, in relation to the proposed amendments to the Articles of Association, the Working Rules for Independent Directors and the Rules of Procedure for the Board Meetings, and proposed appointment of Mr. Zhou Hua as an independent non-executive Director of the eighth session of the Board of the Company; and (4) the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM Notice**”) dated 12 January 2024 of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board of the Directors of the Company confirms that there are no false representations, misleading statements or material omissions in this announcement, and individually and collectively assumes the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

I. POLL RESULTS OF THE EGM

(I) Convening of the EGM

According to the EGM Notice, the EGM was held at 3:00 p.m. on Thursday, 1 February 2024 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC. The EGM was convened by the Board and chaired by Mr. Li Wenhui, the Vice Chairman of the Company (acting as the Chairman). All Directors, supervisors, the secretary to the Board and the candidate for independent non-executive Director attended (in person) the EGM, together with senior management and the PRC lawyers of the Company were also present at the EGM.

(II) Attendance of the EGM

As at the date of the EGM, the total number of Shares of the Company is 3,058,060,000 Shares. In respect of the No. 1, No. 2, No. 3, No. 5 and No. 6 resolutions, the total number of Shares entitling the holders thereof to attend and vote for or against at the EGM was 3,058,060,000 Shares. In respect of the No. 4 resolution, the total number of Shares entitling the holders thereof to attend and vote for or against at the EGM was 1,839,080,338 Shares.

A total of 10 Shareholders and authorised proxies holding 1,799,582,731 Shares, representing approximately 58.8472% of the total number of the issued Shares carrying voting rights, were present at the EGM, among whom:

1. 9 holders of A Shares or authorised A Share proxies holding 1,725,336,616 A Shares, representing approximately 56.4193% of the total number of the issued Shares carrying voting rights, were present at the EGM; and
2. 1 holder of H Shares or authorised H Share proxies holding 74,246,115 H Shares, representing approximately 2.4279% of the total number of the issued Shares carrying voting rights, was present at the EGM.

As at the H Share book closure date of the EGM, Shudao Investment, being the controlling shareholder, which holds 1,035,915,462 A Shares and 183,064,200 H Shares, which in aggregate amounts to 1,218,979,662 Shares, representing approximately 39.861% equity interest in the Company, is interested in the Framework Agreement for Construction Works and Related Services. Therefore, Shudao Investment and its associates have abstained from voting on the No. 4 resolution in respect of the Framework Agreement for Construction Works and Related Services.

Save as disclosed above, there were no Shares of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM. No Shareholder has stated his/her/its intention to vote against or to abstain from voting on the resolutions proposed at the EGM.

(III) Consideration of the Resolution and Poll Results

The Shareholders and their proxies attending the EGM considered and approved relevant resolutions by the following ways:

Special Resolution		Number of Votes (%)		
		For	Against	Abstain
To consider and approve the following resolution by way of open ballot and non-cumulative voting at on-site meeting				
1.	To consider and approve the proposed amendments to the Articles of Association of the Company as set out in the Circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Articles of Association of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.	1,799,582,731 100%	0 0%	0 0%

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
To consider and approve the following resolutions by way of open ballot and non-cumulative voting at on-site meeting				
2.	To consider and approve the proposed amendments to the Working Rules for Independent Directors of the Company as set out in the Circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Working Rules for Independent Directors of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.	1,718,439,299 95.4910%	81,143,432 4.5090%	0 0%
3.	To consider and approve the proposed amendments to the Rules of Procedure for the Board Meetings of the Company as set out in the Circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Rules of Procedure for the Board Meetings of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.	1,718,439,299 95.4910%	81,143,432 4.5090%	0 0%

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
4.	<p>THAT: The signing, performance and implementation of the Framework Agreement for Construction Works and Related Services and the proposed annual cap for the year ending 31 December 2024 as set out in the Circular be and are hereby considered, recognized, confirmed and approved; and any one of the Directors of the Company be and are hereby authorized to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Framework Agreement for Construction Works and Related Services; any member of the Group (including those newly established or invested through equity acquisition or other organizations) be and are hereby approved to, in its absolute discretion deemed appropriate or expedient and in the interests of the Company and the Shareholders as a whole and based on the actual work needs, to negotiate, develop, execute, amend, supplement and perform all documents in connection with the Framework Agreement for Construction Works and Related Services (including but not limited to the specific agreement contemplated under the Framework Agreement for Construction Works and Related Services) with any member of Shudao Investment Group (including those newly established or invested through equity acquisition or other organizations) and proceed with all things and actions necessary for executing and implementing the Framework Agreement for Construction Works and Related Services.</p>	<p>763,644,169 99.9970%</p>	<p>0 0%</p>	<p>23,100 0.0030%</p>

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
5.	To consider and approve Mr. Zhou Hua: Fixed remuneration of RMB80,000 per annum (tax inclusive).	1,799,569,731 99.9993%	0 0%	13,000 0.0007%
Ordinary Resolution		Please fill in the number of votes in the following table		
To consider and approve the following resolution by way of open ballot and cumulative voting at on-site meeting				
6.	To elect and appoint Mr. Zhou Hua as an independent non-executive Director of the eighth session of the Board for a term commencing from the date of the consideration and approval at the EGM until the date of expiry of the term of office of the eighth session of the Board.	1,799,426,633 99.9913%	–	–

As more than two-thirds of the votes were cast in favor of the special resolution No. 1 set out above, such resolution was duly passed as a special resolution.

As more than 50% of the votes were cast in favor of the ordinary resolutions No. 2 to No. 6 set out above, such resolutions were duly passed as ordinary resolutions.

The representative from Hong Kong Registrars Limited (the Company's H Share registrar), Madam Wang Mengtao (王夢陶), acted as the scrutineer for vote-taking at the EGM.

(IV) Witness of Lawyer

Beijing Zhong Yin (Chengdu) Lawyer (北京中銀(成都)律師事務所) attested the EGM and issued a written legal opinion stating that the procedures of calling and convening the EGM, the eligibility of the Shareholders and their proxies attending the EGM and the convenor and the voting procedures have complied with the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》) and other laws, regulations and normative documents as well as the Articles of Association of the Company, and the poll results of the EGM are lawful and valid.

(V) Documents Available for Inspection

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

II. RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Yan Qixiang (“**Mr. Yan**”) had tendered his resignation from his positions as an independent non-executive Director of the Company, a member of the audit committee under the Board and a member of the nomination committee under the Board due to personal work changes, with effect from 1 February 2024.

Mr. Yan has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its appreciation and thanks to Mr. Yan for his valuable contributions to the development of the Company during his term of service.

III. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

At the EGM, Mr. Zhou Hua (“**Mr. Zhou**”) has been elected as an independent non-executive Director of the eighth session of the Board of the Company, with a term of office from the date of the EGM (i.e. 1 February 2024) until the expiration of the term of office of the eighth session of the Board of the Company. Pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and/or the Articles of Association, Mr. Zhou shall be eligible for re-election upon the expiration of his term of office, but the term of office shall not exceed six years consecutively. The biographical details of Mr. Zhou Hua and other information related to his election are set out in the Circular. As at the date of this announcement, there is no change in the biographical details of Mr. Zhou Hua and other information relating to his appointment.

Mr. Zhou has also confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

In addition, according to the resolutions passed at the EGM, the remuneration package for Mr. Zhou is: Fixed remuneration of RMB80,000 per annum (tax inclusive).

Save as disclosed above, as at the date of this announcement, Mr. Zhou has confirmed that (i) he did not hold any position within the Group or any directorship of other listed companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no information which is disclosable nor is Mr. Zhou involved in any of the matters required to be disclosed pursuant to the requirements under Rule 13.51(2) (h) and Rule 13.51(2) (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board also takes this opportunity to welcome Mr. Zhou to join the Company.

IV. APPOINTMENT OF MEMBER OF COMMITTEE UNDER THE BOARD

The Board is pleased to announce that at the twelfth meeting of the eighth session of the Board of the Company held immediately after the EGM, the Board has passed, among others, a resolution on the appointment of Mr. Zhou Hua as a member of the audit committee and a member of the nomination committee under the Board of the Company, with a term of office from 1 February 2024 until the expiration of the term of office of the eighth session of the Board. The details of the composition of the audit committee and nomination committee under the Board after adjustment are as follows:

Audit Committee

Madam Bu Danlu (chairlady), Mr. Zhang Qinghua and Mr. Zhou Hua

Nomination Committee

Mr. Yu Haizong (chairman) and Mr. Zhou Hua

No change has been made to the composition of the strategy committee and the remuneration and appraisal committee under the Board of the Company.

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

Chengdu, Sichuan Province, the PRC
1 February 2024

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

* For identification purposes only