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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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**2023 AGM**”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 3:00 p.m. on 23 May 2024 (Thursday) 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 SPECIAL RESOLUTION

To consider and approve the following resolution by way of open ballot and non-cumulative voting:

1. THAT the proposed registration and issuance of perpetual medium-term notes in the PRC be hereby approved.

AS ORDINARY RESOLUTIONS

To consider and approve the following resolutions by way of open ballot and non-cumulative voting:

2. To consider and approve the proposed profit distribution and dividend distribution plan of the Company for the year 2023;
3. To consider and approve the work report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2023;
4. To consider and approve the work report of the supervisory committee of the Company for the year 2023;

5. To consider and approve the duty performance report of the independent Directors of the Company for the year 2023;
6. To consider and approve the final accounts report of the Company for the year 2023;
7. To consider and approve the domestic and overseas annual reports of the Company and their summaries for the year 2023;
8. To consider and approve the financial budget proposal of the Company for the year 2024;
9. To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the domestic auditor of the Company for the year 2024;
10. To consider and approve the appointment of PricewaterhouseCoopers as the international auditor of the Company for the year 2024;
11. To consider and approve the liability insurance for the Directors, the supervisors and the senior management of the Company;
12. To consider and approve the remuneration plan for the Directors of the Company;
and
13. To consider and approve the remuneration plan for the supervisors of the Company.

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

Chengdu, Sichuan Province, the PRC
18 April 2024

Notes:

1. ELIGIBILITY FOR ATTENDING THE 2023 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 2023 AGM from 15 May 2024 (Wednesday) to 23 May 2024 (Thursday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the 2023 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 14 May 2024 (Tuesday) to proceed the transfer and registration procedures.

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 2023 AGM.

2. RECOMMENDATION OF 2023 FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The Board has recommended a final dividend of RMB0.24 per share (tax inclusive) for the year 2023, amounting to a total of approximately RMB733,934,000 (tax inclusive). If the recommended dividend is approved by shareholders by passing Resolution No. 2, the 2023 final dividend is expected to be paid on or about 11 July 2024 (Thursday) to the H Shares shareholders whose names appear on the H Shares register of members of the Company on 12 June 2024 (Wednesday).

The H Shares register of members of the Company will be closed for the purpose of determining H Shares shareholders’ entitlement to the 2023 final dividend from 6 June 2024 (Thursday) to 12 June 2024 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the 2023 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 6 June 2024 (Wednesday) to proceed the transfer and registration procedures.

Please refer to the Company’s 2023 annual results announcement dated 27 March 2024 for further details on the arrangements on distribution of 2023 final dividend to H Shares shareholders. Such arrangements will also be included in the Company’s annual report for the year ended 31 December 2023 to be published on the websites of the Company and The Stock Exchange of Hong Kong Limited and to be despatched the printed version to the holders of H shares upon request.

Shareholders are advised that the aforesaid arrangements are not applicable to distribution of the 2023 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 arrangements on the distribution of 2023 final dividend to A shares shareholders.

3. PROXY

- (i) Each shareholder entitled to attend and vote at the 2023 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 documents 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 2023 AGM or any adjournment thereof.
- (iv) Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

4. REGISTRATION PROCEDURES FOR ATTENDING THE 2023 AGM

Shareholders or their proxies shall produce their identity documents when attending the 2023 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 2023 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 2023 AGM. Should a proxy be appointed, the proxy shall also present the proxy form.

5. VOTING BY POLL

Pursuant to the articles of association of the Company and the Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the chairman of the 2023 AGM will demand a poll in relation to all the resolution(s) proposed at the 2023 AGM.

6. MISCELLANEOUS

(i) The 2023 AGM is expected to last for less than one day. Shareholders or their proxies attending the 2023 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 7109
Facsimile No.: (8628) 8553 0753

As at the date of this notice, the Board comprises Mr. Luo Zuyi (Chairman), Mr. You Zhiming (Vice Chairman) and Madam Ma Yonghan 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, Mr. Zhang Qinghua and Mr. Zhou Hua as independent non-executive Directors.

* *For identification purposes only*