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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)

CONTINUING CONNECTED TRANSACTION ENTERING INTO THE FRAMEWORK AGREEMENT FOR CONSTRUCTION WORKS AND RELATED SERVICES

Independent Financial Advisor to the Independent Board Committee and the Independent Shareholders

HALCYON 鎧盛

References are made to the announcement of the Company dated 20 November 2024 and the circular of the Company dated 17 December 2024 in relation to, among other things, the Previous Construction Framework Agreement entered into between the Company and Shudao Investment on 20 November 2024.

FRAMEWORK AGREEMENT FOR CONSTRUCTION WORKS AND RELATED SERVICES

As the Previous Construction Framework Agreement entered into between the Company and Shudao Investment will expire on 31 December 2025, the Company and Shudao Investment entered into the Framework Agreement for Construction Works and Related Services on 30 October 2025, pursuant to which, Shudao Investment Group shall contract certain construction works and related services from the Group for the period from 1 January 2026 to 31 December 2026.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Shudao Investment is a controlling shareholder of the Company that holds approximately 39.861% of the issued Shares of the Company. Therefore, Shudao Investment is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the transactions contemplated under the Framework Agreement for Construction Works and Related Services exceed 5% on an annual basis, the Framework Agreement for Construction Works and Related Services is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

EGM

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to consider whether the terms of the Framework Agreement for Construction Works and Related Services and the transactions contemplated thereunder, and the annual cap for the year from 1 January 2026 to 31 December 2026 are fair and reasonable, and are conducted in the ordinary and usual course of business of the Company on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. Halcyon Capital has been appointed by the Company as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (i) further details of the transactions contemplated under the Framework Agreement for Construction Works and Related Services; (ii) the recommendation of the Independent Board Committee in connection with the Framework Agreement for Construction Works and Related Services; (iii) the advice of the Independent Financial Advisor in connection with the Framework Agreement for Construction Works and Related Services; and (iv) a notice convening the EGM is expected to be despatched to the Shareholders on or before 4 December 2025 for the purpose of offering sufficient time for the Company to prepare the relevant information for inclusion in the circular.

FRAMEWORK AGREEMENT FOR CONSTRUCTION WORKS AND RELATED SERVICES

References are made to the announcement of the Company dated 20 November 2024 and the circular of the Company dated 17 December 2024 in relation to, among other things, the Previous Construction Framework Agreement entered into between the Company and Shudao Investment on 20 November 2024.

As the Previous Construction Framework Agreement entered into between the Company and Shudao Investment will expire on 31 December 2025, the Company and Shudao Investment entered into the Framework Agreement for Construction Works and Related Services on 30 October 2025, pursuant to which, Shudao Investment Group shall contract certain construction works and related services from the Group for the period from 1 January 2026 to 31 December 2026.

The major terms of the Framework Agreement for Construction Works and Related Services are set out as follows:

Date: 30 October 2025

Term: 1 January 2026 to 31 December 2026

Parties: the Company; and

Shudao Investment

Content of transaction: Shudao Investment Group shall contract the Construction Works and Related Services from the Group, including the following:

1. Construction works of expressways (including roads, bridges, tunnels, etc.) and ancillary facilities (including auxiliary and supporting water supply and drainage, mechanical and electrical (including charging piles and other facilities), greening, transportation security, terrace and other facilities for buildings including management offices, toll stations, service areas and gas stations).

   (1) construction works of expressways and ancillary facilities (including restructuring and construction extension), mainly including:

      A. civil works: temporary works, roadbed works, road surface works, bridge culvert works, tunnel works, crossing works and housing construction works;

      B. mechanical and electrical works: special mechanical and electrical projects, software and hardware system construction and mechanical and electrical upgrading, expressway operation and management informatisation construction and services;

      C. traffic engineering works: traffic safety facilities (including signs, markings, escutcheons, guardrails, etc.) and ancillary works;

      D. other works: roadside facilities, greening works, environmental protection works, and other works.

   (2) daily maintenance works of expressways and ancillary facilities, mainly including roadbed, pavement, bridges and culverts, tunnels, management service facilities, traffic safety facilities, greening and environmental protection facilities (including cleaning), road property management, and ancillary facilities such as service areas, gas stations, and charging stations.

(3) maintenance works of expressways and ancillary facilities consists of specialized maintenance, preventive maintenance, repair maintenance, and emergency maintenance, mainly including roadbed, pavement, bridges and culverts, tunnels, management service facilities, traffic safety facilities, greening and environmental protection facilities, and ancillary facilities such as service areas, gas stations, and charging stations.

(4) Renovation (expansion) projects, government – enterprise cooperation projects, and resettlement projects implemented as maintenance works.

2. Contracting and subcontracting of municipal construction works, which include construction works such as urban roads, squares, parks, land consolidation and ancillary facilities (including facilities for buildings, water supply and drainage, mechanical and electrical, greening, transportation security and terrace) and others.

3. Construction related services: other auxiliary works for the completion of the above construction works, including but not limited to services related to survey, design, supervision, inspection, consultancy, scientific research and other services.

Pricing policy:

1. For transactions excluding emergency rescue construction works

Determined by way of tender, comparative selection, price enquiries or other means (subject to the relevant laws, rules and regulations on tender and bidding in the PRC, and any matters not mandated by the laws, rules and regulations shall be determined in accordance with the Group's tendering management related system).

Pursuant to the Regulations on Construction Projects Required to be Tendered (National Development and Reform Commission Order No. 16) (《必須招標的工程項目規定》(國家發展和改革委員會令第 16 號)), tendering is mandatory if one of the following thresholds is met:

(1) estimated contract sum of over RMB4 million (inclusive) in respect of a single contract under a construction project;

(2) procurement of commodities such as key machineries and materials with an estimated consideration of over RMB2 million (inclusive) for a single contract;

(3) procurement of services such as survey, design, and supervision with an estimated consideration of over RMB1 million (inclusive).

For the survey, design, construction, supervision, and the procurement of key machineries and materials pertinent to the construction works that may be aggregated in the same project, if the total estimated contract sum satisfies the standards specified in the preceding paragraph, the execution of tender shall be requisite.

The procedures for tender and bidding refer to the processes of invitation for tender, bid submission, bid opening, bid evaluation and bid granting implemented by the tenderee and bidder pursuant to the relevant rules and regulations of the PRC, which is subject to the inspection of relevant government departments of the PRC. In relation to the Framework Agreement for Construction Works and Related Services, the Group shall act as the tenderee via the relevant business department of the responsible construction unit of the Company and its subsidiaries, and the bid evaluation panel (comprised of bid evaluation experts and subject to the supervision of the government administration authorities of the PRC) will select the contractor for the construction works by conducting a comparison of the prices and service terms offered by all bidders so as to grant the Construction Works and Related Services to the bidder who offers the best price and/or the service terms pursuant to the bid evaluation methods published in the tender documents.

If special requirements are made by the tenderee, the tenderee could set out requirements on construction projects, bidders' experience, historical achievements and abilities and other information based on the principle of non-exclusivity pursuant to the relevant regulations in the process of open tender and bidding for all bidders' reference. With reference to the Tender and Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), if there are less than three bidders, the tenderee shall invite bids again. As such, there shall be three or more units applying for bidding and submitting bidding documents during the process of tender and bidding. Pursuant to the Provisions on Tender and Bidding of Construction Projects (Order 30 of Seven Ministries) (《工程建設項目施工招標投標辦法 (七部委30號令)》), if there are still less than three bidders in the rebidding, (i) for construction projects that are subject to examination and approval by the original examination and approval department of the PRC, the tenderee may not need to proceed with tender procedure after obtaining approval; or (ii) for construction projects other than those classified in (i), the tenderee may decide not to proceed with tender procedure at its own discretion.

If Shudao Investment Group satisfies all the requirements of the Group (as the tenderee) in relation to the qualifications, experience, strength and track record of the bidders, and participates in the bidding and eventually becomes the successful bidder, the transaction price will be the price for the Construction Works and Related Services as specified in the bidding document of Shudao Investment Group. The transaction price is scrutinised and eventually confirmed in accordance with the same objective standard through the tendering mechanism which is also conducted on a non-exclusive basis.

For construction contracts that do not satisfy the thresholds for mandatory tendering as stipulated in the Regulations on Construction Projects Required to be Tendered (National Development and Reform Commission Order No. 16) (《必須招標的工程項目規定》(國家發展和改革委員會令第16號)), the Company shall, pursuant to relevant systems relating to tender and bidding management, determine the prices of the procurement of commodities such as key machineries and materials, and the procurement of services such as survey, design, and supervision by way of comparative selection and price enquiries, etc. to ensure that three or more units participate in the quotation. The Company shall comprehensively consider the qualifications, quotation, terms of service and other factors of the participants and determine the prices and select the final service providers in compliance with the following principles:

(1) market-oriented, fair and reasonable principles;

(2) normal commercial terms or better.

Therefore, the aforementioned pricing mechanism will ensure that the price of the transaction arrangement under the Framework Agreement for Construction Works and Related Services is fair and reasonable, and no less favorable than those provided by any independent third party.

2. For transactions for emergency rescue construction works

Reference is made to the bidding price of the most recent similar type of construction works. If the bidding price of similar type of construction works is not available, the price shall be determined by a pricing consultation intermediary agency (primarily a public institution or state-owned enterprise, being an independent third party under supervision and administration from the government administrative authorities of the PRC and with relevant professional qualification) in accordance with the pricing basis and methods issued by the national or provincial authorities of the PRC, and in combination with the market price. However, parties to the agreement shall execute the government prescribed price or make reference to the guidance price in priority if any future prescribed price from the government authority is mandatorily implemented by the government.

Tender may not be carried out pursuant to relevant regulations in the PRC under special circumstances involving national security, emergency rescue and disaster relief, and for projects which are not applicable to tender in accordance with the Tender and Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), the Regulations on the Implementation of the Tender and Bidding Law of the People's Republic of China (Order of the State Council No. 613) (《中華人民共和國招標投標法實施條例》(國務院令第613號)) and other rules and regulations. Hence, emergency rescue construction works under the Framework Agreement for Construction Works and Related Services need not be carried out by tender pursuant to the aforesaid regulations.

For emergency rescue construction works under the Framework Agreement for Construction Works and Related Services, where the Group is the contract letting party and Shudao Investment Group is the contractor, the consideration is determined by the relevant business department of the responsible construction unit of the Company and its subsidiaries which should be the same as the most recent bidding prices of similar type of construction works. The bidding prices of the most recent similar type of construction works and related services refer to the bidding prices of the most recent similar type of construction works and related services (including but not limited to general condition of construction works, technical standard adopted in the construction, anticipated construction period and engineering quantity, etc.) determined through procedures for tender and bidding held by the Group or an independent third party which Shudao Investment Group participated in.

In practice, due to the uniqueness of each piece of the Construction Works and Related Services, it may be difficult to find a recent project which is directly comparable. If the bidding price of similar type of construction works and related services is not available, the price shall be determined by a pricing consultation intermediary agency (primarily a public institution or state-owned enterprise, being an independent third party under supervision and administration from the government administrative authorities of the PRC and with relevant professional qualification) in accordance with the pricing basis and methods issued by the national or provincial authorities of the PRC, and in combination with the market price.

3. Government prescribed price or guidance price

Under the Price Law of the People's Republic of China《(中華人民共和國價格法》), the government may implement government prescribed price or guidance price for special goods and services when necessary.

If there is mandatory government prescribed price or guidance price for the target subject of the Construction Works and Related Services transaction (such government prescribed price or guidance price will be provided under stipulation of relevant laws and regulations of the PRC or notice from relevant government administrative authorities as published from time to time), the Company will execute government prescribed price or guidance price in priority.

As at the date of this announcement, none of the construction works and related services transactions signed or executed by the Company is subject to the above relevant prescribed price or guidance price by government administrative authorities. However, parties to the agreement shall execute the government prescribed price or make reference to the guidance price in priority if any future prescribed price of the government authority is mandatorily implemented by the government.

Payment terms: The payment terms are determined based on the general condition of the construction site, construction works and related services progress and technical services standard of construction works, which are disclosed to all potential bidders (including connected persons and independent third parties) under the specific agreements (including tender documents).

For transactions which are priced through the way of tender and bidding, after the winner of the tender is determined, both parties will then determine the specific payment method according to the payment terms set out in the tender documents. Payment terms are determined on normal commercial terms and in a fair and reasonable manner, and shall be the same regardless of whether the winner of the tender is a connected person or an independent third party.

Conditions precedent: The Framework Agreement for Construction Works and Related Services will come into effect upon the following conditions being satisfied:

1. each of the Company and Shudao Investment has fulfilled the necessary internal decision-making procedures and affixed its seal to the Framework Agreement for Construction Works and Related Services; and

2. the Company has complied with the relevant requirements under the Listing Rules in relation to the Framework Agreement for Construction Works and Related Services and the transactions contemplated thereunder, including but not limited to making a report to the Stock Exchange and the SSE, issuing an announcement and obtaining the approval from its Independent Shareholders in respect of the Framework Agreement for Construction Works and Related Services.

ANNUAL CAP

Having considered the following factors and aggregated the estimated transaction amounts for the year ending 31 December 2026 for each of the construction works and related services in progress and to be granted over the next year, the Directors propose that the annual cap for the Framework Agreement for Construction Works and Related Services for the year ending 31 December 2026 shall be as follows:

	Annual Cap *(RMB'000)*
For the year ending 31 December 2026	2,825,000

BASIS FOR DETERMINING THE ANNUAL CAP

In determining the annual cap for the aforesaid Framework Agreement for Construction Works and Related Services, the Directors have considered a number of factors including: (i) the historical transaction amounts under the Previous Construction Framework Agreement; (ii) the construction and maintenance plans for each of the expressways of the Group for the next year; (iii) the business development plan of the Group, including the projects proposed under the strategic cooperation intentions reached between the Group and government authorities at different levels and other potential projects the Group observed in the market in which it can participate; and (iv) the potential business development of Shudao Investment Group (to the best knowledge of the Board, as at the date of this announcement, Shudao Investment Group is well operated and its current and subsequent business capabilities make it capable of contracting for the relevant works. The Company is of the view that the stable development of the Shudao Investment Group will enable it to be capable of competing in the relevant engineering business of the Company).

Pursuant to the relevant tendering rules and regulations of the PRC, the interval between the announcement of the bidding results and the entering into of the relevant construction agreement shall not exceed 30 days. Thus, should the annual cap not be based on a 100% success rate of Shudao Investment Group being awarded the contracts, if the annual cap has been fully utilized, Shudao Investment Group will not be able to participate in the remaining tenders announced during the year as it takes time to refresh the annual cap. The procedures required for refreshing the annual cap, including but not limited to obtaining Shareholders' approval (of which the notice period to convene the EGM would require 10 business days or 15 days (whichever is longer)) and other necessary steps to ensure compliance with the Listing Rules, are very likely to take more than 30 days to accomplish. As such, the Directors consider the above 100% success rate assumption is prudent and reasonable.

1. Basis of estimation

(1) In estimating the contract sum of expressway and ancillary facilities construction and municipal construction works to be entered into, the Directors have taken into account the contracts on expressways and ancillary facilities and municipal construction works and related services expected to be awarded in the coming year by the Group.

(2) In estimating the timing and contract sum for upcoming construction contracts to be awarded, the Directors have made reference to the relevant government's development plan for municipal construction works, the Group's development plan for expressway and ancillary facilities and municipal construction works.

(3) The Directors have taken into account the latest construction progress of each project and the estimated amount to be recognized.

(4) In estimating the maintenance work to take place during the relevant periods, the Directors have made reference to the historical amounts of maintenance work taken place in the prior year and to the daily maintenance schedule of each of the expressway operated by the Group.

2. Quantitative estimation

The Directors have prepared upcoming project participation schedules for the year ending 31 December 2026, which set out (i) the nature of the projects; (ii) the progress revenue recognition estimated by the Directors for each of Group's ongoing projects; and (iii) the expected total contract sum with estimated progress revenue recognition estimated by the Directors for each of the project expected to be participated by the Shudao Investment Group. By summing up the schedules, the Directors obtained a quantitative estimation of the annual cap required, details of which as follow:

(a) It is estimated that the transaction amount for contracted related works or services to be recognized in 2026 pursuant to the construction plan and the latest construction progress would be approximately RMB2,495.2 million, mainly involving (i) Chengle Expressway Expansion Construction Project (part of the construction works originally planned to be completed in 2025 will proceed in 2026, with an amount of RMB2,171.8 million); and (ii) other construction works, with an amount of RMB323.4 million;

(b) Expressway maintenance work and related services to be carried out during 2026, with an amount of RMB231.4 million;

(c) Expressway mechanical and electrical works and related services to be carried out in 2026, with an amount of RMB95.1 million; and

(d) A general buffer of approximately RMB3.0 million catering for any unexpected pricing adjustment or variation orders for the construction works.

HISTORICAL TRANSACTION AMOUNT

For the relevant construction works, the total service fees paid by the Company were as follows:

	RMB('000)
For the period from 1 January 2024 to 31 December 2024	1,311,538
For the six months ended 30 June 2025	467,056

The annual cap for the Previous Construction Framework Agreement for the year ending 31 December 2025 was RMB2,503,000,000. The utilization rate of the annual cap for the first half of 2025 was 37.32%. The low utilization rate was mainly due to (i) the slow construction progress of the Chengle Expressway Expansion Construction Project due to the waiting for land delivery and other reasons; and (ii) a year-on-year decrease in the Group's mechanical and electrical works and related service costs, which was attributable to the optimization of certain mechanical and electrical projects and the resulting decrease in such projects' amount.

REASONS FOR AND BENEFITS OF THE FRAMEWORK AGREEMENT FOR CONSTRUCTION WORKS AND RELATED SERVICES

Based on the need of its business development, the Group intends to select contractors for its construction works and related services through tender and bidding, comparative selection, price enquiries and other means. Shudao Investment Group may participate in construction works and related services in accordance with laws. Pursuant to the relevant laws and regulations of the PRC, construction works and related services are primarily conducted by way of tender and bidding, comparative selection, price enquiries and other means (subject to the relevant laws, rules and regulations on tender and bidding in the PRC, and any matters not mandated by the laws, rules and regulations shall be determined in accordance with the Group's tendering management related system). In relation to the construction works and related services that adopt tendering procedure, considering its' tight timeframe for the compliance by the Company, in order to enable the relevant members of Shudao Investment Group to have the opportunity to become providers for the Group's construction works and related services and to ensure the Company's compliance with the relevant requirements under the Listing Rules, Shudao Investment entered into the Framework Agreement for Construction Works and Related Services with the Company. In relation to the construction works and related services that do not adopt tendering procedure, the Company shall ensure that

three or more companies participate in the quotation by comparative selection, price enquiries and other means, and determine the business partners according to the principles of market orientation, fairness and rationality. Among them, Shudao Investment Group may participate in the quotation in accordance with laws and regulations, and if the relevant terms are no less favorable than those offered by independent third parties, the Board will also select Shudao Investment Group as the service provider.

Having considered the above, the Directors (excluding the independent non-executive Directors whose views will be set out in the circular to be despatched to the Shareholders) consider that the Framework Agreement for Construction Works and Related Services is entered into in the ordinary and usual course of business of the Group and the terms as contained in the Framework Agreement for Construction Works and Related Services are normal commercial terms, which are arrived at after arm's length negotiations between the parties, and that the annual cap and the terms of the Framework Agreement for Construction Works and Related Services stated in this announcement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

DIRECTORS' OPINION ON INTERNAL CONTROL PROCEDURES RELATING TO TRANSACTIONS TERMS SUCH AS PRICING POLICY AND PAYMENT METHOD OF THE CONTINUING CONNECTED TRANSACTION

The Directors believe that, in respect of the Framework Agreement for Construction Works and Related Services, the Group has implemented complete internal control procedures and steps in practicing the transaction terms such as pricing policy and payment method of the continuing connected transaction. Particulars are set out as follows:

1. Internal control measures in relation to pricing policy

Please refer to "the Framework Agreement for Construction Works and Related Services" in this announcement for details of the pricing policy, which consist of the pricing basis and policy considerations of the Company in respect of the various types of transactions contemplated under the Framework Agreement for Construction Works and Related Services, including but not limited to: (1) transactions other than those for emergency rescue construction works; (2) transactions relating to emergency rescue construction works; and (3) the impact of government prescribed price or guideline price. The Company will strictly comply with such pricing policies to implement the transactions under the Framework Agreement for Construction Works and Related Services in order to protect the interests of the Company and the Shareholders as a whole.

2. Internal control measures in relation to the payment terms

The payment terms of the Framework Agreement for Construction Works and Related Services are determined based on the general condition of the construction site, the progress of the construction service and level of construction technical services, which are disclosed to all potential bidders (including connected persons and independent third parties) under the specific agreements (including tender documents). For transactions which are priced through the way of tender and bidding, after the winner of the tender is decided, the relevant business department in charge of construction works of the Company and/or its subsidiaries will make sure that both parties will determine the specific payment method according to the payment terms set out in the tender documents. Payment terms are determined on normal commercial terms and in a fair and reasonable manner, and shall be the same regardless the winner of the tender is a connected person or an independent third party.

3. Other internal control measures

At the same time, in order to safeguard the interests of the Company and the Shareholders as a whole, the Company has adopted the following measures to monitor the transactions under the Framework Agreement for Construction Works and Related Services:

(1) After the Framework Agreement for Construction Works and Related Services was proposed and reported by the department responsible for connected transactions, the Directors of the Company (including independent non-executive Directors) conducted investigation on the necessity and reasonableness of the connected transactions and fairness of pricing, and considered that the transaction terms are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole. Meanwhile, the Directors recognize the importance of good corporate governance in protection of the Shareholders' interests as well as resolving actual and/or potential conflict of interests between the Company, and its controlling shareholder and Directors. As such, though the Directors (including Directors who are holding directorship and/or under the employment of Shudao Investment Group ("**Interested Directors**")) participate in the above-mentioned investigation and would monitor the implementation and execution of the transactions under the Framework Agreement for Construction Works and Related Services, the Interested Directors have abstained from voting on the Board resolutions approving the Framework Agreement for Construction Works and Related Services. The Interested Directors holding Shares of the Company would also abstain from voting at the EGM. Further, it has been the established practice of the Company to require Interested Directors to abstain from voting on relevant resolutions in relation to transactions with Shudao Investment in Board meetings and general meetings.

(2) The Independent Board Committee of the Company has reviewed and approved the resolution regarding entering into of the Framework Agreement for Construction Works and Related Services, and submitted to the Board for consideration.

(3) The Listing Business Department (Board Office) (上市業務部（董事會辦公室）) and the Internal Control, Audit and Legal Department (內控審計法務部) of the Company will review the transactions under the Framework Agreement for Construction Works and Related Services on a regular basis, so as to consider (i) the effective implementation of the pricing policy and the payment method as well as the appraisal of the balance of the annual cap; (ii) identify management weakness, and make recommendations for improvement to ensure that the internal control measures in respect of the transactions under the Framework Agreement for Construction Works and Related Services remain complete and effective and the Company will take measures to address the weakness identified, if any, as soon as practicable.

(4) The Internal Control, Audit and Legal Department of the Company will conduct internal checks at least twice a year to ensure that internal control measures in respect of the transactions under the Framework Agreement for Construction Works and Related Services remain complete and effective.

(5) The Company will engage the auditor to carry out annual review on the continuing connected transactions (including but not limited to the relevant pricing policies and annual caps) every year in accordance with the requirement of Rule 14A.56 of the Listing Rules.

ABSTENTION IN BOARD RESOLUTIONS AND AT THE EGM

As Mr. Li Chengyong and Mr. Chen Chaoxiong, non-executive Directors, held positions in Shudao Investment Group, they are deemed to have material interest in the Framework Agreement for Construction Works and Related Services and therefore have abstained from voting on the Board resolutions in respect of the approval of the Framework Agreement for Construction Works and Related Services. Save as disclosed above, none of the Directors of the Company has any material interest in the Framework Agreement for Construction Works and Related Services and was required to abstain from voting on the Board resolutions in respect of Framework Agreement for Construction Works and Related Services.

In view of Shudao Investment's interest in the Framework Agreement for Construction Works and Related Services, Shudao Investment, the controlling shareholder held 1,035,915,462 A shares and 183,064,200 H shares, which in aggregate amounts to 1,218,979,662 Shares and represents approximately 39.861% of the total issued share capital of the Company, therefore, Shudao Investment and its associates will abstain from voting at the EGM on the resolutions in relation to the Framework Agreement for Construction Works and Related Services.

INFORMATION ON THE PARTIES TO FRAMEWORK AGREEMENT FOR CONSTRUCTION WORKS AND RELATED SERVICES

The Group is principally engaged in the investment, construction, operation and management of certain expressway projects in the province, green energy investment business and integrated development of resources along the routes.

Shudao Investment is a state-owned enterprise established in the PRC. Its business covers three major sectors including comprehensive transportation (investment in the infrastructure such as road and railway, construction, engineering design consulting, operation and maintenance services, smart transportation and logistics and trade-related services, etc.), energy and resources investment and development, and industry-finance integration. Shudao Investment is a wholly-owned subsidiary of Sichuan Development Holding Co., Ltd., which is in turn wholly-owed by the People's Government of Sichuan Province.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Shudao Investment is a controlling shareholder of the Company that holds approximately 39.861% of the issued Shares of the Company. Therefore, Shudao Investment is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the transactions contemplated under the Framework Agreement for Construction Works and Related Services exceed 5% on an annual basis, the Framework Agreement for Construction Works and Related Services is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

EGM

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to consider whether the terms of the Framework Agreement for Construction Works and Related Services and the transactions contemplated thereunder, and the annual cap for the year from 1 January 2026 to 31 December 2026 are fair and reasonable, and are conducted in the ordinary and usual course of business of the Company on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. Halcyon Capital has been appointed by the Company as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (i) further details of the transactions contemplated under the Framework Agreement for Construction Works and Related Services; (ii) the recommendation of the Independent Board Committee in connection with the Framework Agreement for Construction Works and Related Services; (iii) the advice of the Independent Financial Advisor in connection with the Framework Agreement for Construction Works and Related Services; and (iv) a notice convening the EGM is expected to be despatched to the Shareholders on or before 4 December 2025 for the purpose of offering sufficient time for the Company to prepare the relevant information for inclusion in the circular.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"A Share(s)"	ordinary share(s) denominated in RMB of the Company with a nominal value of RMB1.00 each, which are issued in the PRC, subscribed for in RMB and listed on the SSE
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of directors of the Company
"Chengle Expressway Expansion Construction Project"	expansion construction project for Chengdu to Leshan Expressway
"Company"	Sichuan Expressway Company Limited* (四川成渝高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00107) and the A Shares of which are listed on the SSE (stock code: 601107)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules

"Construction Works and Related Services"	the construction works and related services contracted by Shudao Investment Group from the Group under the Framework Agreement for Construction Works and Related Services, details of which are set out in the section of major terms of the Framework Agreement for Construction Works and Related Services – Content of Transaction of this announcement
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened to consider and approve, among others, the Framework Agreement for Construction Works and Related Services and the transactions contemplated thereunder
"Framework Agreement for Construction Works and Related Services"	the framework agreement for construction works and related services entered into between the Company and Shudao Investment on 30 October 2025
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed share(s) of the Company with a nominal value of RMB1.00 each, which are issued in Hong Kong, subscribed for in HKD and listed on the main board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent committee of the Board comprising all the independent non-executive Directors
"Independent Financial Advisor" or "Halcyon Capital"	Halcyon Capital Limited, a licensed corporation under the Securities and Futures Commission to carry out type 6 (advising on corporate finance) regulated activity under the SFO, and the independent financial advisor to the Independent Board Committee and the Independent Shareholders in respect of the Framework Agreement for Construction Works and Related Services and the transactions contemplated thereunder (including proposed annual cap)
"Independent Shareholders"	Shareholders who are not required to abstain from voting on relevant resolutions at the EGM due to their material interests in the Framework Agreement for Construction Works and Related Services
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange and/or the Rules Governing the Listing of Stocks on the SSE, as the case may be
"PRC" or "China"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan

"Previous Construction Framework Agreement"	the Construction Framework Agreement entered into between the Company and Shudao Investment on 20 November 2024 in respect of contracting certain construction services from the Group
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	A Share(s) and/or H Share(s) (as the case may be)
"Shareholders"	registered holder(s) of the Shares
"Shudao Investment Group"	Shudao Investment and its subsidiaries (other than the Group)
"Shudao Investment"	Shudao Investment Group Company Limited* (蜀道投資集團有限責任公司), the controlling shareholder of the Company
"SSE"	Shanghai Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	percent

By order of the Board
Sichuan Expressway Company Limited*
Yao Jiancheng
Executive Director and Company Secretary

Chengdu, Sichuan Province, the PRC
30 October 2025

As at the date of this announcement, the Board comprises Mr. Luo Zuyi (Chairman), Mr. You Zhiming (Vice Chairman), Madam Ma Yonghan, Mr. Yao Jiancheng and Madam Mao Yurong as executive Directors, Mr. Yang Shaojun (Vice Chairman), Mr. Li Chengyong and Mr. Chen Chaoxiong as non-executive Directors, and Mr. Yu Haizong, Madam Bu Danlu, Mr. Zhou Hua and Mr. Jiang Tao as independent non-executive Directors.

* *For identification purposes only*