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Chengdu Expressway Co., Ltd.
成都高速公路股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01785)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Chengdu Expressway Co., Ltd. (the “**Company**”) will be held at the meeting room of Chengdu Expressway Co., Ltd., 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Monday, 16 December 2019 (the “**EGM**”), for the purpose of considering, and if thought fit, passing the following resolution. A circular containing the resolution set out below is expected to be despatched to the shareholders of the Company on or before Friday, 29 November 2019 in accordance with Rule 19A.39A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

ORDINARY RESOLUTION

1. To consider and approve the equity transfer agreement entered into between the Company and Chengdu Expressway Construction and Development Co., Ltd. on 28 October 2019 and the transactions contemplated thereunder and authorise the management to, including but not limited to:
 - a. except for matters subject to approval at a general meeting as required under applicable laws, regulations, the articles of association and the Listing Rules, modify, supplement, sign, deliver, submit and execute all the agreements and documents related to the transaction and deal with the reporting matters related to the transaction;
 - b. deal with the subsequent matters related to the approval, verification, filing, target equity transfer registration and industrial and commercial change of the transaction;

- c. to the extent permitted by laws, administrative regulations, regulatory documents, the articles of association and the Listing Rules, determine and handle all other matters related to the transaction;
- d. the validity of the authorisation shall be 12 months from the approval of the resolution at the EGM.

On behalf of the board of directors
Chengdu Expressway Co., Ltd.
Xiao Jun
Chairman

Chengdu, the PRC, 1 November 2019

As at the date of this notice, the board of directors of the Company comprises Mr. Tang Fawei, Mr. Zhang Dongmin, Ms. Wang Xiao and Mr. Luo Dan as executive directors, Mr. Xiao Jun and Mr. Yang Bin as non-executive directors, and Mr. Shu Wa Tung, Laurence, Mr. Ye Yong and Mr. Li Yuanfu as independent non-executive directors.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

For the purpose of holding the EGM, the register of members of H shares (the “**Register of Members**”) will be closed from Saturday, 16 November 2019 to Monday, 16 December 2019 (both days inclusive), during which period no transfer of H shares can be registered.

In order to be qualified to attend and vote at the EGM, for holders of H shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 15 November 2019.

The shareholders whose names appear on the Register of Members on Saturday, 16 November 2019 are entitled to attend and vote at the EGM.

2. APPOINTMENT OF PROXIES

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

In order to be valid, the proxy form must be deposited, for the holders of H shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or for the holders of Domestic shares, to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited with the proxy form at the same address as mentioned above. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate shareholders appoints authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the shareholders or their attorney when attending the EGM.

3. JOINT SHAREHOLDERS

In the case of joint holders of shares of the Company, only holder whose name stands first in the Register of Members shall alone be entitled to vote at the EGM either in person or by proxy in respect of such shares.

4. REPLY SLIP

Shareholders who intend to attend the EGM should complete the reply slip and return it to the Board Office of the Company in the PRC by hand, by post or by fax on or before Monday, 25 November 2019. The contact details are as follows:

Address: 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the PRC

Telephone No.: 86 28 86056037

Fax No.: 86 28 86056067

5. MISCELLANEOUS

The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.