
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in Chengdu Expressway Co., Ltd., you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS AND THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on page 2 to page 4 of this circular. The AGM of 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 at 10:00 a.m. on Thursday, 11 June 2020. The notice of the AGM is being despatched to the Shareholders together with this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. The form of proxy shall be returned to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Board office of the Company in the PRC, at 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People's Republic of China (for holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time appointed for convening the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to lodge the completed reply slip to the Board office of the Company on or before Friday, 22 May 2020.

24 April 2020

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DEFINITIONS

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| “AGM” | the annual general meeting of the Company to 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 at 10:00 a.m. on Thursday, 11 June 2020 |
| “Articles of Association” | the articles of association of the Company |
| “Board” | the board of Directors of the Company |
| “Company” | Chengdu Expressway Co., Ltd. (成都高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed and traded on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi |
| “H Share(s)” | overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and are approved to be listed and traded on the Hong Kong Stock Exchange |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Rules of Procedure of the Board of Directors” | the rules of procedure of the board of directors of the Company |
| “Rules of Procedure of the General Meetings” | the rules of procedure of the general meetings of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Dongmin

Ms. Wang Xiao

Mr. Luo Dan

Non-executive Directors:

Mr. Xiao Jun

Mr. Yang Bin

Independent Non-executive Directors:

Mr. Shu Wa Tung, Laurence

Mr. Ye Yong

Mr. Li Yuanfu

Registered office:

1 Kexin Road

High-Tech Zone

Chengdu, Sichuan

PRC

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai

Hong Kong

24 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETINGS AND THE RULES OF PROCEDURE OF
THE BOARD OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 27 March 2020 in relation to the proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of the General Meetings and the proposed amendments to the Rules of Procedure of the Board of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, details of (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedure of the General Meetings; (iii) the proposed amendments to the Rules of Procedure of the Board of Directors; and (iv) the notice convening the AGM, to enable you to make an informed decision while voting for or against the resolutions submitted at the AGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A resolution was passed by the Board at the Board meeting held on 27 March 2020, pursuant to which certain amendments to the Articles of Association were proposed in accordance with the Trial Regulation on the Work at Primary-level Party Organizations of State-owned Enterprises (《中國共產黨國有企業基層組織工作條例(試行)》), the Official Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) (the “**Reply**”) and other requirements as well as the actual operating need of the Company.

The full texts of the proposed amendments to the Articles of Association are set out in Appendix I to this circular. The proposed amendments to the Articles of Association are subject to approval by the Shareholders at the AGM by way of a special resolution.

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS AND THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Given the proposed amendments to the Articles of Association, the Board also resolved on 27 March 2020 to propose certain amendments to the Rules of Procedure of the General Meetings and the Rules of Procedure of the Board of Directors to correspond to the proposed amendments to the Articles of Association. The full texts of the proposed amendments to the Rules of Procedure of the General Meetings and the Rules of Procedure of the Board of Directors are set out in Appendix II and Appendix III to this circular, respectively.

The proposed amendments to the Rules of Procedure of the General Meetings and the Rules of Procedure of the Board of Directors are subject to approval by the Shareholders at the AGM by way of special resolutions.

IV. AGM

An AGM 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 at 10:00 a.m. on Thursday, 11 June 2020. The notice convening the AGM is set out on page 23 to page 27 of this circular.

The reply slip and form of proxy for use at the AGM are enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). If the Shareholders intend to appoint a proxy to attend the AGM, they are required to complete and return the applicable form of proxy in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

For holders of H Shares, the form of proxy, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the AGM in order for such documents to be valid. For holders of Domestic Shares, the form of proxy, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Board Office of the Company in the PRC at 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People's Republic of China, not less than 24 hours before the time for holding the AGM in order for such documents to be valid.

Holders of H Shares and Domestic Shares who intend to attend the AGM must complete the reply slip and return it to the Board Office of the Company not later than Friday, 22 May 2020.

In order to ascertain Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 shall be eligible to attend and vote at the AGM.

In order to qualify for attending and voting at the AGM, for holders of H Shares, all transfer documents accompanied by the relevant Share certificates shall be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Monday, 11 May 2020; while for holders of Domestic Shares, all transfer documents accompanied by the relevant Share certificates shall be lodged with the Company's Board Office in the PRC at 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People's Republic of China, before 4:30 p.m. on Monday, 11 May 2020.

V. RECOMMENDATIONS

The Directors consider that the above resolutions are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

By order of the Board
Chengdu Expressway Co., Ltd.

Xiao Jun
Chairman

Details of the proposed amendments to the Articles of Association are set out below (amendments are shown in underlines and strikethroughs)¹:

| No. | Original article | Amended article | Basis of amendment |
|-----|--|---|----------------------------|
| | CHAPTER I GENERAL PROVISIONS | CHAPTER I GENERAL PROVISIONS | |
| 1 | <p>Article 1 To safeguard the legitimate rights and interests of Chengdu Expressway Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are hereby formulated, in accordance with …… the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules”) and other relevant regulations.</p> | <p>Article 1 To safeguard the legitimate rights and interests of Chengdu Expressway Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are hereby formulated, in accordance with …… the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules”) <u>and the Official Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》)</u> and other relevant regulations.</p> | Amended based on the Reply |

¹ As a result of addition and deletion of chapters and articles, the numbering of the original chapters and articles of the Articles of Association and hence those cross-referenced articles have been adjusted accordingly, which are not shown separately.

| No. | Original article | Amended article | Basis of amendment |
|-----|---|--|---|
| | CHAPTER VIII GENERAL MEETINGS | CHAPTER VIII GENERAL MEETINGS | |
| 2 | <p>Article 69 Written notice of the general meetings by the Company shall be dispatched forty-five days prior to the date of the meetings to all shareholders whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meetings. Shareholders who intend to attend the meetings shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meetings.</p> <p>The date of the general meetings and the date when the notice is dispatched shall not be included in the calculation of the period for issuing such notice.</p> | <p>Article 69 Written notice of the general meetings by the Company <u>Notice of the annual general meetings by the Company</u> shall be dispatched forty-five <u>twenty</u> days prior to the date of the meetings to all shareholders whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meetings. Shareholders who intend to attend the meetings shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meetings: <u>in written form or other forms as stipulated in these Articles of Association; and notice of the extraordinary general meetings by the Company shall be dispatched fifteen days prior to the date of the meetings in written form.</u></p> <p>The date of the general meetings and the date when the notice is dispatched shall not be included in the calculation of the period for issuing such notice.</p> | Amended based on the Reply and article 102 of the Company Law (amended in 2018) |
| 3 | <p>Article 71 The Company shall, based on the written replies received twenty days before the date of the general meetings from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meetings. If the number of voting shares represented by the shareholders who intend to attend the meetings reaches more than one-half of the Company's total voting shares, the Company may hold the meetings. If not, the Company shall within five days notify the shareholders again by public announcement, of the matters to be considered, the place and the date of the meetings. The Company may then hold the meetings after publication of such announcement.</p> | <p>Article 71 The Company shall, based on the written replies received twenty days before the date of the general meetings from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meetings. If the number of voting shares represented by the shareholders who intend to attend the meetings reaches more than one-half of the Company's total voting shares, the Company may hold the meetings. If not, the Company shall within five days notify the shareholders again by public announcement, of the matters to be considered, the place and the date of the meetings. The Company may then hold the meetings after publication of such announcement.</p> | Amended based on the Reply |

| No. | Original article | Amended article | Basis of amendment |
|-----|---|---|-----------------------------------|
| 4 | <p>Article 75</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by CSRC and securities regulatory authority at the place where the shares of the Company are listed within the interval between forty-five days to fifty days before the date of the meetings. After the publication of such announcement, all shareholders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meetings.</p> <p>.....</p> | <p>Article 745</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by CSRC and securities regulatory authority at the place where the shares of the Company are listed within the interval between forty-five days to fifty days before the date of the meetings. After the publication of such announcement, all shareholders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meetings.</p> <p>.....</p> | <p>Amended based on the Reply</p> |

| No. | Original article | Amended article | Basis of amendment |
|-----|--|--|--|
| | CHAPTER X THE BOARD OF DIRECTORS | CHAPTER X THE BOARD OF DIRECTORS | |
| 5 | <p>Article 152 The Board of Directors shall hold at least four regular meetings each year</p> <p>An interim meeting of the Board of Directors may be convened under any of the following circumstances:</p> <ul style="list-style-type: none"> (i) One third or more directors jointly propose to hold such meeting; (ii) The Board of Supervisors proposes to hold such meeting; (iii) The shareholders representing one tenth or more of the voting rights propose to hold such meeting. <p>The chairman of the Board of Directors shall convene and preside over the meetings of the Board of Directors within ten days of receipt of the proposal.</p> | <p>Article 1512 The Board of Directors shall hold at least four regular meetings each year</p> <p>An interim meeting of the Board of Directors may be convened under any of the following circumstances:</p> <ul style="list-style-type: none"> (i) One third or more directors jointly propose to hold such meeting; (ii) The Board of Supervisors proposes to hold such meeting; (iii) The shareholders representing one tenth or more of the voting rights propose to hold such meeting.; <u>(iv) When the chairman of the Board of Directors deems necessary;</u> <u>(v) When it is jointly proposed by more than half of independent non-executive directors;</u> <u>(vi) When it is proposed by the general manager.</u> <p>The chairman of the Board of Directors shall convene and preside over the meetings of the Board of Directors within ten days of receipt of the proposal.</p> | Amended based on the actual operating needs of the Company |

| No. | Original article | Amended article | Basis of amendment |
|-----|--|--|---|
| | CHAPTER XIV QUALIFICATIONS AND DUTIES OF DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY | CHAPTER XIV QUALIFICATIONS AND DUTIES OF DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY | |
| 6 | <p>Article 199 The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, supervisor, general manager and other senior management members of the Company and the Company's parent companies, or to any of the relevant persons of the foregoing.</p> <p>.....</p> <p>(ii) The provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, supervisors, general manager and other senior management members to meet expenditures incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties in accordance with the employment contract approved by the shareholders' general meetings;</p> | <p>Article 1989 The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, supervisor, general manager and other senior management members of the Company and the Company's parent companies, or to any of the relevant persons of the foregoing.</p> <p>.....</p> <p>(ii) The provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, supervisors, general manager and other senior management members to meet expenditures incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties in accordance with the employment contract approved by the shareholders' general meetings;</p> | Textual amendment |
| 7 | | <u>CHAPTER XV PARTY ORGANIZATION AND PARTY BUILDING</u> | Newly added based on article 13 under chapter IV of the Trial Regulation on the Work at Primary-level Party Organizations of State-owned Enterprises issued by the Communist Party of China on 30 December 2019 |

| No. | Original article | Amended article | Basis of amendment |
|-----|------------------|--|--------------------|
| 8 | | <p><u>Article 205 Establishment of Party Organization</u> <u>In accordance with the Constitution of the Communist Party of China, the Company has established a Party committee (hereinafter referred to as the “Party Committee”) and a discipline inspection commission (hereinafter referred to as the “Discipline Inspection Commission”). The Party Committee shall consist of 5 Party Committee members, among whom, one serves as the secretary, and 2 serve as deputy secretaries. The secretary to the Party Committee and the chairman of the Board of Directors of the Company shall be served by the same individual in principle to perform the duty as the first responsible person for Party building. The Discipline Inspection Commission shall consist of 3 Discipline Inspection Commission members, among whom, one serves as the secretary. The secretary to the Discipline Inspection Commission performs the duty as the first responsible person for supervising the style of work and Party integrity, and is also responsible for the discipline inspection and monitoring.</u></p> <p><u>Pursuant to the relevant regulations, the Party Committee of the Company shall gradually establish the grass-root organizations of the Party and carry out the activities of the Party. The Party organization of the Company shall hold regular elections in accordance with the “Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China”.</u></p> | |

| No. | Original article | Amended article | Basis of amendment |
|-----|------------------|--|--------------------|
| 9 | | <p><u>Article 206 Party Committee's Duties</u> <u>The Party Committee of the Company shall play a core leadership role, and shall carry out the works by holding the general direction, controlling the general situation and ensuring implementation to guarantee and supervise the implementation of the Party's and the state's policies in the Company, and to study and implement the major work arrangements of the superiors; to study and discuss major operational and managerial issues of the Company and put forward opinions and suggestions, and to support the shareholders' general meeting, the board of directors, the supervisory committee and the management to exercise their functions and powers according to law; to strengthen the leadership and control over the selection and employment of personnel; to fulfill the major responsibility of building a style of work of the Party with integrity, and promote the all-round strict administration of the Party to the grassroots; to strengthen the construction of grass-roots party organizations and team-building of party members, unite and lead the masses of workers to actively participate in the reform and development of the Company; and to lead ideological and political work and the construction of spiritual civilization, and to lead mass organizations such as trade unions, the Communist Youth League and women's organizations.</u></p> | |

| No. | Original article | Amended article | Basis of amendment |
|-----|------------------|--|--------------------|
| 10 | | <p><u>Article 207 Discipline Inspection Commission's Duties</u> <u>The Discipline Inspection Commission of the Company, under the leadership of the Party Committee and the Discipline Inspection Commission at higher levels, assists the Party Committee with the building of the style of work and integrity culture as well as the organization and coordination of corruption combat, performs the supervisory duties assigned by the Constitution of the Communist Party of China and the Supervision Law, and implements discipline inspection and accountability in a stringent manner; to review the implementation of the Party's directions and policies and the major decisions and arrangements of the Company, and supervise the performance of duties and exercise of powers by the Party members and cadres; to reinforce warning education and the supervision on the style of work, strictly follow the spirit of the eight requirements of the central government and the detailed implementation rules of the provincial and municipal Party committee, and exert consistent efforts in combating and rectifying formalism, bureaucracy, hedonism and extravagance; to put more efforts on the investigation of illegal cases, and seriously investigate the behaviors in breach of Party disciplines and corruption-related cases in strict compliance with relevant disciplines and laws.</u></p> | |

| No. | Original article | Amended article | Basis of amendment |
|-----|------------------|--|--------------------|
| 11 | | <p>Article 208 Working Body <u>The Company has established a party-mass human resources department, which, acting as the working body for the implementation of Party building work, is responsible for various work, such as Party organization and building, team building for Party members, selection and appointment, education and cultivation, as well as supervision of the management members within its authority. It shall be equipped with a sufficient number of Party workers.</u></p> <p><u>The Company has established an audit and supervision department, which, acting as the working body for performing discipline inspection and supervision duties, is responsible for discipline enforcement, supervision and accountability and it is equipped with a sufficient number of discipline inspection and supervision staff.</u></p> | |
| 12 | | <p>Article 209 Working Guarantee <u>The Company provides necessary conditions for the conduction of Party activities, and guarantees the venues for and finances the activities of the Party organization.</u></p> | |

| No. | Original article | Amended article | Basis of amendment |
|-----|---|---|--|
| | CHAPTER XV FINANCIAL AND ACCOUNTING SYSTEMS AND PROFITS DISTRIBUTION | CHAPTER XVI FINANCIAL AND ACCOUNTING SYSTEMS AND PROFITS DISTRIBUTION | |
| 13 | <p>Article 211 The financial statements of the Company shall, in addition to being prepared in accordance with accounting standards and regulations of China, be prepared in accordance with either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed. If there is any material discrepancy between the financial statements prepared in accordance with two accounting standards, such discrepancy shall be stated in the notes to financial statements. In distributing its after-tax profits for relevant accounting year, the lower of the after-tax profits presented in the aforesaid two financial statements shall prevail.</p> | <p>Article 215t The financial statements of the Company shall, in addition to being prepared in accordance with accounting standards and regulations of China, be prepared in accordance with either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed. If there is any material discrepancy between the financial statements prepared in accordance with two accounting standards, such discrepancy shall be stated in the notes to financial statements. In distributing its after-tax profits for relevant accounting year, the lower of the after-tax profits presented in the aforesaid two financial statements shall prevail. <u>If the applicable laws and/or listing rules of the place of overseas listing recognize the financial statements prepared in accordance with the PRC accounting standards and do not strictly require the financial statements to be prepared in accordance with the accounting standard of the place of overseas listing, it is not necessary for the Company to prepare its financial statements in accordance with international accounting standards or the accounting standards of the place of overseas listing.</u></p> | Amended based on the actual operating needs of the Company |

| No. | Original article | Amended article | Basis of amendment |
|-----|---|---|---|
| 14 | <p>Article 212</p> <p>Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with accounting standards and regulations of China, as well as either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed.</p> | <p>Article 2162</p> <p>Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with accounting standards and regulations of China, as well as either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed. <u>If the applicable laws and/or listing rules of the place of overseas listing recognize the interim results or financial information prepared in accordance with the PRC accounting standards, and do not strictly require the financial information to be prepared in accordance with the accounting standard of the place of overseas listing, it is not necessary for the Company to prepare its interim results or financial information in accordance with international accounting standards or the accounting standards of the place of overseas listing.</u></p> | <p>Amended based on the actual operating needs of the Company</p> |

| No. | Original article | Amended article | Basis of amendment |
|-----|---|---|--|
| | CHAPTER XVI ENGAGEMENT OF ACCOUNTING FIRM | CHAPTER XVII ENGAGEMENT OF ACCOUNTING FIRM | |
| 15 | <p>Article 223 The Company shall engage an independent accounting firm which is in compliance with the regulations of the State to audit the Company's annual financial report and other financial reports.</p> <p>The first accounting firm of the Company may be appointed at the inaugural meeting of the Company before the first shareholders' annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first shareholders' annual general meeting.</p> <p>If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the Board of Directors.</p> | <p>Article 2273 The Company shall engage an independent accounting firm which is in compliance with the regulations of the State to audit the Company's annual financial report and <u>to review</u> other financial reports <u>of the Company.</u></p> <p>The first accounting firm of the Company may be appointed at the inaugural meeting of the Company before the first shareholders' annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first shareholders' annual general meeting.</p> <p>If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the Board of Directors.</p> | Amended based on the actual situation of the Company |

| No. | Original article | Amended article | Basis of amendment |
|-----|--|--|--|
| 16 | CHAPTER XVII LABOR UNION | CHAPTER XVIII LABOR UNION AND COMMUNIST YOUTH LEAGUE | Amended based on the actual situation of the Company |
| 17 | Article 232 The employees of the Company shall organize a labor union in accordance with the Trade Union Law of the People's Republic of China, which shall conduct union activities and safeguard the lawful rights and interests of the employees. | Article 2362 The employees of the Company shall organize a labor union in accordance with the Trade Union Law of the People's Republic of China, which shall conduct union activities and safeguard the lawful rights and interests of the employees. <u>The Company shall establish an organisation of the Communist Youth League and conduct league activities in accordance with the provisions of the Constitution of the Chinese Communist Party Youth League (《中國共產主義青年團章程》).</u> | Amended based on the actual situation of the Company |
| 18 | Article 233 The Company shall provide the necessary conditions for the labor union to conduct its activities. | Article 2373 The Company shall provide the necessary conditions for the labor union <u>and the Communist Youth League</u> to conduct its activities. | Amended based on the actual situation of the Company |

| No. | Original article | Amended article | Basis of amendment |
|-----|---|--|--------------------|
| | CHAPTER XVIII MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION OF THE COMPANY | CHAPTER XIXVIII MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION OF THE COMPANY | |
| 19 | <p>Article 235 In the event of the merger or division of the Company, a plan shall be presented by the Board of Directors of the Company and shall be approved in accordance with the procedures stipulated in these Articles of Association. The Company shall then handle the relevant approval procedures according to the law. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p>The abovementioned documents shall also be served by mail on each shareholder of overseas listed foreign shares.</p> | <p>Article 23<u>9</u>5 In the event of the merger or division of the Company, a plan shall be presented by the Board of Directors of the Company and shall be approved in accordance with the procedures stipulated in these Articles of Association. The Company shall then handle the relevant approval procedures according to the law. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p>The abovementioned documents shall also be served by mail on each shareholder of overseas listed foreign shares H share shareholders.</p> | Textual amendment |

APPENDIX II DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS

Details of the proposed amendments to the Rules of Procedure of the General Meetings are set out below (amendments are shown in underlines and strikethroughs)²:

| No. | Original article | Amended article | Basis of amendment |
|-----|--|---|---|
| 1 | <p>Article 12 When the Company is to hold a shareholders' general meeting, it shall give a written notice 45 days prior to the meeting, informing all the registered shareholders of the matters to be deliberated at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company regarding the proposed attendance. The date of the meeting and the notice shall not be included when the calculating the notice period.</p> | <p>Article 12 When the Company is to hold <u>an annual</u> shareholders' general meeting, it shall give a written notice 20 45 days prior to the meeting <u>and when the Company is to hold an extraordinary general meeting, it shall give a written notice 15 days prior to the meeting.</u> informing all the registered shareholders of the matters to be deliberated at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company regarding the proposed attendance. The date of the meeting and the notice shall not be included when the calculating the notice period.</p> | Amended correspondingly to the proposed amendments to Article 69 of the Articles of Association |

² As a result of addition and deletion of chapters and articles, the numbering of the original chapters and articles of the Rules of Procedure of the General Meetings and those cross-referenced articles have been adjusted accordingly, which are not shown separately.

**APPENDIX II DETAILS OF PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURE OF THE GENERAL MEETINGS**

| No. | Original article | Amended article | Basis of amendment |
|------------|---|--|--|
| 2 | <p>Article 13 Based on the written replies received 20 days prior to a shareholders' general meeting, the Company shall calculate the number of shares carrying voting rights of the shareholders intending to attend the meeting. The Company may convene the shareholders' general meeting if the number of the shares carrying voting rights of the shareholders who propose to attend is more than half of the total number of shares carrying voting rights of the Company. If the requirement is not met, the Company shall publish an announcement containing the proposed agenda, date and place of the meeting within 5 days to re-notify the shareholders of the meeting in written form. The Company may convene the shareholders' general meeting after having published the announcement.</p> | <p>Article 13 Based on the written replies received 20 days prior to a shareholders' general meeting, the Company shall calculate the number of shares carrying voting rights of the shareholders intending to attend the meeting. The Company may convene the shareholders' general meeting if the number of the shares carrying voting rights of the shareholders who propose to attend is more than half of the total number of shares carrying voting rights of the Company. If the requirement is not met, the Company shall publish an announcement containing the proposed agenda, date and place of the meeting within 5 days to re-notify the shareholders of the meeting in written form. The Company may convene the shareholders' general meeting after having published the announcement.</p> | <p>Amended correspondingly to the proposed amendments to Article 71 of the Articles of Association</p> |

**APPENDIX II DETAILS OF PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURE OF THE GENERAL MEETINGS**

| No. | Original article | Amended article | Basis of amendment |
|-----|---|---|--|
| 3 | <p>Article 17</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by CSRC and securities regulatory authority at the place where the shares of the Company are listed within the interval between forty-five days to fifty days before the date of the meetings. After the publication of such announcement, all shareholders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meetings.</p> <p>.....</p> | <p>Article 167</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by CSRC and securities regulatory authority at the place where the shares of the Company are listed within the interval between forty-five days to fifty days before the date of the meetings. After the publication of such announcement, all shareholders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meetings.</p> <p>.....</p> | <p>Amended correspondingly to the proposed amendments to Article 75 of the Articles of Association</p> |

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF DIRECTORS**

Details of the proposed amendments to the Rules of Procedure of the Board of Directors are set out below (amendments are shown in underlines):

| No. | Original article | Amended article | Basis of amendment |
|-----|--|--|---|
| 1 | <p>Article 13 An interim meeting of the Board of Directors may be convened under any of the following circumstances:</p> <p>(i) The shareholders representing one tenth or more of the voting rights propose to hold such meeting;</p> <p>(ii) One third or more directors jointly propose to hold such meeting;</p> <p>(iii) The Board of Supervisors proposes to hold such meeting.</p> <p>The chairman of the Board of Directors shall convene and preside over the meetings of the Board of Directors within ten days of receipt of the proposal.</p> | <p>Article 13 An interim meeting of the Board of Directors may be convened under any of the following circumstances:</p> <p>(i) The shareholders representing one tenth or more of the voting rights propose to hold such meeting;</p> <p>(ii) One third or more directors jointly propose to hold such meeting;</p> <p>(iii) The Board of Supervisors proposes to hold such meeting.;</p> <p><u>(iv) When the chairman of the Board of Directors deems necessary;</u></p> <p><u>(v) When it is jointly proposed by more than half of independent non-executive directors;</u></p> <p><u>(vi) When it is proposed by the general manager.</u></p> <p>The chairman of the Board of Directors shall convene and preside over the meetings of the Board of Directors within ten days of receipt of the proposal.</p> | <p>Amended correspondingly to the proposed amendments to Article 152 of the Articles of Association</p> |

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for the year 2019 (the “**AGM**”) 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 Thursday, 11 June 2020, for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for 2019.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for 2019.
3. To consider and approve the 2019 final accounts report of the Company.
4. To consider and approve the 2020 financial budget of the Company.
5. To consider and approve the profit distribution plan of the Company for 2019 and the payment of dividend.
6. To consider and approve the appointment of Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting, and the appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to determine their remunerations.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. To consider and approve the proposed amendments to the articles of association of the Company, details of which are set out in Appendix I of the circular of the Company dated 24 April 2020.
8. To consider and approve the proposed amendments to the rules of procedure of the general meetings of the Company, details of which are set out in Appendix II of the circular of the Company dated 24 April 2020.
9. To consider and approve the proposed amendments to the rules of procedure of the board of directors of the Company, details of which are set out in Appendix III of the circular of the Company dated 24 April 2020.

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

Chengdu, the PRC, 24 April 2020

As at the date of this notice, the Board of the Company comprises 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 AGM

For the purpose of holding the AGM, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of shares can be registered.

In order to qualify for attending and voting at the AGM, for holders of H shares, all transfer documents accompanied by the relevant share certificates shall be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Monday, 11 May 2020; while for holders of domestic shares, all transfer documents accompanied by the relevant Share certificates shall be lodged with the Company's Board Office in the PRC at 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People's Republic of China, before 4:30 p.m. on Monday, 11 May 2020.

Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 shall be eligible to attend and vote at the AGM.

2. REPORT OF THE BOARD FOR 2019

The report of the Board for 2019 is set out in the 2019 annual report of the Company.

3. REPORT OF THE SUPERVISORY COMMITTEE FOR 2019

The report of the Supervisory Committee for 2019 is set out in the 2019 annual report of the Company.

NOTICE OF ANNUAL GENERAL MEETING

4. 2019 FINAL ACCOUNTS REPORT

The audited consolidated financial statements prepared under the International Financial Reporting Standards of the Company for 2019 and the auditor's report are set out in the 2019 annual report of the Company.

5. 2020 FINANCIAL BUDGET

Details of the financial budget of the Company for the year 2020 are set out below:

(i) Preparation Scope

The investment, financing and operation activities by the Company and its subsidiaries have been included in the preparation scope for the annual budget.

(ii) Preparation Principles

Investment budget: follow the Interim Measures for the Budget Management of the Company and detail the image progress of projects investment and construction as well as the progress of capital demands. Capitalised items shall not be expensed during the period.

Financing budget: to seek the self-balances of operational projects, match the investment and the budget, and make both ends meet.

Operation budget: based on the actual operation situations of the Company in 2019, fully anticipate the substantial impacts on the revenue by the changes of external environments in operation in 2020. First, to estimate revenue from principal business based on the traffic volume report issued by traffic volume expert and the impact caused by COVID-19 outbreak; second, to implement the requirement of "two reductions and two improvements", ensure safety and normal operation and minimise costs.

6. PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR 2019 AND THE PAYMENT OF DIVIDEND

The Board has recommended a final dividend for the year ended 31 December 2019 of RMB198,732,240 in aggregate and based on the current total number of shares of the Company of 1,656,102,000, RMB0.12 per share (tax inclusive) (the "Final Dividend").

(i) Entitlement to receive the Final Dividend

For the purpose of the distribution of the Final Dividend, the register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020 (both days inclusive) during which period no transfer of H shares will be registered. If the resolution regarding the payment of the Final Dividend is approved by the shareholders at the AGM, it is expected to be distributed on Monday, 10 August 2020 to the shareholders whose names appear on the register of members on Monday, 22 June 2020.

In order to be qualified to receive the Final Dividend, 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 Tuesday, 16 June 2020.

NOTICE OF ANNUAL GENERAL MEETING

(ii) Taxation on Dividends

Pursuant to the Enterprise Income Tax Law of the PRC and its implementing regulations (hereinafter collectively referred to as the “EIT Law”), the tax rate of the enterprise income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organisations or entities, shall be deemed as shares held by non-resident enterprise shareholders as defined under the EIT Law. The Company will distribute the Final Dividend to non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

According to the Circular on Issues Concerning Taxation and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the Company shall withhold and pay individual income tax for individual Shareholders of the H Shares. If the individual Shareholders of the H Shares are Hong Kong or Macau residents or residents of the countries or regions which have an agreed tax rate of 10% under the relevant tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual Shareholders of the H Shares are residents of the countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Company can apply on behalf of such Shareholders according to the relevant tax treaties for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Rules on Enjoying Treatment under Taxation Treaties by Non-resident Taxpayers (State Administration of Taxation Announcement, 2015, No. 60) and the provisions of the relevant tax treaties. The Company will assist with the tax refund subject to approval of the competent tax authority.

If the individual Shareholders of the H Shares are residents of the countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of the H Shares are residents of the countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders.

Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H shares of the Company in the PRC and in Hong Kong and other tax effects.

7. RECOMMENDATIONS

The directors are of the opinion that, all of the resolutions as set out in the notice of the AGM are in the interests of the Company and the shareholders as a whole and accordingly, recommend the shareholders to vote in favor of all the resolutions to be proposed at the AGM.

8. APPOINTMENT OF PROXIES

Shareholders who are entitled to attend and vote at the AGM 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.

NOTICE OF ANNUAL GENERAL MEETING

In order to be valid, the proxy form must be deposited, for the holders of H shares, at 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, at the Board Office of the Company in the PRC not less than 24 hours before the time for holding the AGM. 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 AGM 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 AGM. If corporate shareholders appoints authorised representative to attend the AGM, 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 AGM.

9. JOINT SHAREHOLDERS

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

10. REPLY SLIP

Shareholders who intend to attend the AGM 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 Friday, 22 May 2020. The contact details are as follows:

| | |
|-----------------|--|
| Contact Person: | Mr. Zhang Guangwen |
| Telephone No.: | 86 28 86056037 |
| Fax No.: | 86 28 86056067 |
| Address: | 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the PRC |

11. REMINDERS REGARDING PANDEMIC PREVENTION AND CONTROL

In case that the prevention and control measures against the COVID-19 are still ongoing at the time of the AGM, to cooperate with the relevant preventative measures, safeguard the health and safety of the shareholders and attendees and ensure that shareholders may exercise such rights as they are entitled to, the Company recommends that the shareholders and shareholder proxies attend and vote at the AGM via off-site means. You may choose to complete and return the form of proxy for the purpose of voting, that is, you may indicate how you wish your vote to be casted and appoint the chairman of the AGM as your proxy to vote on site on your behalf.

If the shareholders or shareholder proxies choose to attend the AGM on site, they must follow relevant policies and requirements of Chengdu regarding COVID-19 prevention. Please get well protected on your way to and from the meeting and at the meeting venue. Upon arrival at the meeting venue, please follow the instructions of the coordinating staff, and follow the requirements for pandemic prevention such as attendee registration, temperature check, wearing facial masks, etc..

12. MISCELLANEOUS

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