

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 2020 (the “**AGM**”) of Chengdu Expressway Co., Ltd. (the “**Company**”) will be held at meeting room 1 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, 10 June 2021, 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 2020.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for 2020.
3. To consider and approve the 2020 final accounts report of the Company.
4. To consider and approve the profit distribution plan of the Company for 2020 and the payment of dividend.
5. To consider and approve the 2021 financial budget of the Company.
6. To consider and approve the alignment in preparation of the Company’s financial statements in accordance with the China Accounting Standards for Business Enterprises commencing from 2021.
7. To consider and approve the cessation of re-appointment of the international auditor of the Company.

8. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to determine its remuneration.

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

Chengdu, the PRC, 22 April 2021

*As at the date of this notice, the Board comprises Mr. Yang Tan, Ms. Wang Xiao, Mr. Zhang Dongmin 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 (the “**Register of Members**”) will be closed from Tuesday, 11 May 2021 to Thursday, 10 June 2021 (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, 10 May 2021; 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 PRC, before 4:30 p.m. on Monday, 10 May 2021.

Shareholders whose names appear on the Register of Members on Tuesday, 11 May 2021 shall be eligible to attend and vote at the AGM.

## 2. REPORT OF THE BOARD FOR 2020

The report of the Board for 2020 is set out in the 2020 annual report of the Company.

## 3. REPORT OF THE SUPERVISORY COMMITTEE FOR 2020

The report of the Supervisory Committee for 2020 is set out in the 2020 annual report of the Company.

## 4. 2020 FINAL ACCOUNTS REPORT

The audited consolidated financial statements prepared under the International Financial Reporting Standards of the Company for 2020 and the auditor’s report are set out in the 2020 annual report of the Company.

## 5. PROFIT DISTRIBUTION PLAN FOR 2020 AND THE PAYMENT OF DIVIDEND

The Board has recommended a final cash dividend for the year ended 31 December 2020 of RMB200,388,342 in aggregate and based on the current total number of shares of the Company of 1,656,102,000, RMB0.121 per share (tax inclusive) (the “**Final Dividend**”).

### (i) Entitlement to the Final Dividend

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Friday, 18 June 2021 to Wednesday, 23 June 2021 (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, 9 August 2021 to the shareholders whose names appear on the Register of Members on Wednesday, 23 June 2021.

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 Thursday, 17 June 2021.

### (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.

## **6. 2021 FINANCIAL BUDGET**

Details of the financial budget of the Company for the year 2021 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: following the Interim Measures for the Budget Management (《預算管理暫行辦法》) of the Company to refine the image progress and capital demand progress of project investment and construction.

Financing budget: seeking self-balances of operational projects and matching the investment with the budget.

Operation budget: based on the actual operation of the Company in 2020, fully anticipating the significant impact on revenue to be caused by changes in external environments in 2021.

## **7. ALIGNMENT IN PREPARATION OF THE COMPANY'S FINANCIAL STATEMENTS IN ACCORDANCE WITH THE CHINA ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES COMMENCING FROM 2021**

As disclosed in the announcement of the Company dated 25 March 2021, since the listing of H shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), the Company has adopted the International Financial Reporting Standards and the China Accounting Standards for Business Enterprises in preparing its financial statements.

To save auditing fees, improve efficiency and reduce discrepancies in information disclosure, the Company proposes alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises and disclosing corresponding financial information commencing from 2021.

**8. CESSATION OF RE-APPOINTMENT OF THE INTERNATIONAL AUDITOR AND PROPOSED APPOINTMENT OF ERNST & YOUNG HUA MING LLP AS THE AUDITOR OF THE COMPANY**

As disclosed in the announcement of the Company dated 25 March 2021, given the proposed alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises, the Company proposes to cease the re-appointment of Ernst & Young, who provides overseas auditing services pursuant to the International Financial Reporting Standards and proposes to appoint Ernst & Young Hua Ming LLP as the auditor of the Company for 2021 (who will audit the financial statements of the Company for 2021 in accordance with the China Accounting Standards for Business Enterprises, assume the obligations of international auditors under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and hold office until the conclusion of the next annual general meeting), and to authorise the Board to determine its remuneration.

**9. RECOMMENDATIONS**

The directors of the Company 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.

**10. 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.

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.

**11. 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 AGM either in person or by proxy in respect of such shares.

**12. 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, 21 May 2021. The contact details are as follows:

Contact Person: Mr. Zhang Guangwen  
Telephone No.: 86 28 86056063  
Fax No.: 86 28 86056070  
Address: 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu,  
Sichuan Province, the PRC

**13. REMINDERS REGARDING COVID-19 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.

**14. 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.