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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 (the “EGM”) of Chengdu Expressway Co., Ltd. (the “Company”) will be held at the 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 Wednesday, 26 October 2022, for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the plan for application for the initial public offering and listing of RMB-denominated ordinary shares (A shares);
2. To consider and approve the proposal on the authorisation to the board of directors of the Company to deal with matters related to the initial public offering and listing of RMB-denominated ordinary shares (A shares);
3. To consider and approve the proposal on the projects to be financed by the proceeds from the initial public offering of RMB-denominated ordinary shares (A shares) and their feasibility;
4. To consider and approve the proposal on the distribution plan for the undistributed profit accumulated before the initial public offering of RMB-denominated ordinary shares (A shares);
5. To consider and approve the proposal on the price stabilisation plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A shares);
6. To consider and approve the proposal on the shareholder dividend plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A shares);
7. To consider and approve the proposal on impact analysis of the dilution of current returns by the initial public offering and listing of RMB-denominated ordinary shares (A shares) and the remedial measures for current returns; and
8. To consider and approve the proposal on the issuance of undertakings and restrictive measures related to the initial public offering and listing of RMB-denominated ordinary shares (A shares).

ORDINARY RESOLUTION

9. To consider and approve the report on utilisation of the previously raised proceeds.

SPECIAL RESOLUTIONS

10. To consider and approve the proposal on the amendments to the Articles of Association;
11. To consider and approve the proposal on the amendments to the Rules of Procedure of the General Meetings;
12. To consider and approve the proposal on the amendments to the Rules of Procedure of the Board of Directors; and
13. To consider and approve the proposal on the amendments to the Rules of Procedure of the Supervisory Committee.

ORDINARY RESOLUTIONS

14. To consider and approve the proposal on the amendments to Management Rules on Related Party (Connected) Transactions of Chengdu Expressway Co., Ltd.; and
15. To consider and approve the proposal on the formulation of Working Rules of Independent Directors of Chengdu Expressway Co., Ltd..

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

Chengdu, the PRC, 10 October 2022

As at the date of this notice, the board of directors of the Company comprises Mr. Yang Tan, Mr. Luo Dan and Mr. Ding Dapan as executive directors, Mr. Xiao Jun, Mr. Yang Bin and Ms. Wu Haiyan as non-executive directors, and Mr. Leung Chi Hang Benson, Mr. Wang Peng and Mr. Qian Yongjiu 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 the Company will be closed from Friday, 21 October 2022 to Wednesday, 26 October 2022 (both days inclusive), during which period no transfer of shares can be registered.

In order to qualify for attending and voting at the EGM, 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 Thursday, 20 October 2022; 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 Thursday, 20 October 2022.

Shareholders whose names appear on the register of members of the Company on Friday, 21 October 2022 shall be eligible 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, 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 fixed for holding the EGM. 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 in person. If corporate shareholders appoint 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 the 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 Friday, 21 October 2022. The contact details are as follows:

Contact Person: Mr. Zhang Guangwen

Telephone No.: 86 28 86056037

Fax No.: 86 28 86056070

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

5. 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 EGM, 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 who intend to attend the EGM 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 in the form of proxy for use at the EGM and appoint the chairman of the EGM as your proxy to vote on site on your behalf.

If the shareholders or shareholder proxies choose to attend the EGM 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.

6. 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.