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

If you have sold or transferred all your shares in **Sichuan Expressway Company Limited*** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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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)

**EXPANSION CONSTRUCTION PROJECT OF
CHENGDU-LESHAN EXPRESSWAY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as those defined in the circular.

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the EGM to be held at 3:00 p.m. on 30 October 2017 (Monday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (the “**PRC**”) is set out on pages 12 to 14 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and the Company. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon. For the holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 24 hours before the time appointed for convening the EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolutions. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

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| “A Share(s)” | ordinary shares 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 Shanghai Stock Exchange (stock code: 601107) |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of directors of the Company |
| “BOT” | Build-Operate-Transfer |
| “Chengle Expressway” | Chengdu–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, the H Shares and A Shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange respectively |
| “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 Expansion Construction Project of Chengdu–Leshan Expressway and the transactions contemplated thereunder |
| “ETC” | “Vehicle-non-stop” Electronic Toll Collection System |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “H Share(s)” | overseas listed shares of the Company with a nominal value of RMB1.00 each, which are issued in Hong Kong, subscribed for in Hong Kong dollars and listed on the main board of the Stock Exchange (stock code: 00107) |

DEFINITIONS

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| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PPP” | Public-Private-Partnership |
| “PRC” | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Project” | the expansion construction project of Chengdu–Leshan Expressway |
| “RMB” | renminbi, the lawful currency of the PRC |
| “Share(s)” | A Shares and H Shares |
| “Shareholder(s)” | registered holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Trial Section” | Qinglongchang to Meishan Trial Section |
| “%” | per cent |

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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)

Executive Directors:

Mr. Zhou Liming (*Chairman*)
Mr. Gan Yongyi (*Vice Chairman*)
Mr. Luo Maoquan

Non-executive Directors:

Mr. Zheng Haijun (*Vice Chairman*)
Mr. Tang Yong
Mr. Huang Bin
Mr. Wang Shuanming
Mr. Ni Shilin

Independent Non-executive Directors:

Mr. Sun Huibi
Mr. Guo Yuanxi
Mr. Yu Haizong
Madam Liu Lina

Legal Address:

252 Wuhouci Da Jie
Chengdu
Sichuan Province
The PRC
Post code:610041

14 September 2017

To the Shareholders:

Dear Sir or Madam,

**EXPANSION CONSTRUCTION PROJECT OF
CHENGDU-LESHAN EXPRESSWAY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 August 2017 in relation to the Project.

LETTER FROM THE BOARD

Pursuant to the Articles of Association and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Project is subject to the Shareholders' consideration and approval by way of ordinary resolution.

The purpose of this circular is to provide you with information relating to the Project as well as to give you a notice of the EGM to be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Project and other related matters.

MAJOR DETAILS OF THE PROJECT

The major details of the Project are set out below:

Background

Chengle Expressway is a two-way and four-lane expressway with a total mileage of approximately 86.4 kilometers (excluding the shared section with Chengya Expressway), and the construction of the expressway commenced in March 1996. The construction of the expressway was formally completed and it was opened to traffic at the end of 1999. Chengle Expressway is authorized to charge tolls for the period starting from 1 January 2000 to 31 December 2029, with a remaining charging period of approximately 13 years. It is one of the most significant connecting lines under "the National Road Network Development Plan (2013–2030)" (《國家公路網規劃(2013年–2030年)》), which connects G5 Beijing–Kunming Expressway, and serves as the most important corridor for external contact in the comprehensive transport network of Meishan and Leshan. Upon its operation, the traffic volume of Chengle Expressway has kept increasing and the problem of traffic congestion is serious, which made it fail to satisfy the demands of economic and social development as well as the traffic growth in the region. The above has made the expressway fail to thoroughly fulfill its functions of an important expressway.

LETTER FROM THE BOARD

To relieve the traffic pressure of Chengle Expressway, improve its traffic capacity and service standards on the whole, the resolution in relation to the Expansion Construction project for Qinglongchang-Meishan trial section of Chengdu–Leshan Expressway and relevant matters was considered and approved at the third meeting of the sixth session of the Board of the Company on 27 October 2016, pursuant to which the Trial Section project was approved to be implemented. The Trial Section project involves a total mileage of approximately 28 kilometers and an investment amount of approximately RMB1,985.6 million. The two-way and four-lane expressway are expanded to eight lanes by widening both sides throughout the line. For details, please refer to the announcement in relation to the Trial Section Project for Expansion Construction of Chengle Expressway of the Company dated 27 October 2016. Given that the Trial Section project has been running smoothly and extensive experience has been accumulated for the expansion construction of Chengle Expressway throughout the line, the Company is currently planning to implement the Project.

Section and mileage

Expansion construction under the Project is proposed to be implemented by sections:

- (I) A two-way and eight-lane expressway will be constructed for Chengdu-Qinglongchang section (which will be interconnected with Shuangliu Airport Second Expressway which is under planning) with a mileage of approximately 42 kilometers;
- (II) The expansion construction of the Qinglongchang–Leshan Guliba section will be reconstructed into two ways and eight lanes by widening the original roads. This section involves a mileage of 85.55 kilometers (including the Trial Section of approximately 28 kilometers);
- (III) A transit multiple-track expressway with two ways and six lanes through urban area of Leshan will be constructed, with a mileage of 11.36 kilometers.

The above proposal is with a total mileage of 138.41 kilometers.

LETTER FROM THE BOARD

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|---|---|
| Project mode | By way of PPP i.e. BOT in combination with government subsidies |
| Site area | Approximately 10,814 mu (each mu equals to approximately 666 square meters) |
| Expected commencement date and term for construction for the entire line | Construction is expected to commence in 2018 and complete in 2020, with a term of construction of around three years. |
| Operating pattern | Tolls received from operation |
| Toll rate and toll collection period for the entire line | Pursuant to the Feasibility Study Report on the Project (《工程可行性研究報告》) issued by the Highway Planning, Survey, Design and Research Institute of Sichuan Provincial Transportation Department (四川省交通運輸廳公路規劃勘察設計研究院), which has been approved by the Development and Reform Commission of Sichuan Province, the toll rate is RMB0.8 per kilometer for Class I vehicles and subject to adjustment at discounted coefficient for other class of vehicles. The period for toll collection is 30 years commencing from the date when the toll roads under the Project is opened to traffic. Toll rate and toll collection period are subject to confirmation in the reply document concerning the Project. |
| Estimated total investment amount | RMB23,133 million (including the estimated investment amount of approximately RMB1,985.6 million for the Trial Section). |
| Investment estimation | Final total investment amount is subject to the approval by the relevant competent authorities of administration of the PRC government. |

LETTER FROM THE BOARD

Fund raising

The construction fund of the Project is proposed to be raised by means of subsidies from vehicle purchase tax, project capital and loans from domestic banks. In particular, 25% of the estimated total investment amount or approximately RMB5,780 million will be funded by the self-raised project capital, while the remaining part will be financed by way of loans from domestic banks. In addition, the Ministry of Transport proposes to allocate the special transport construction fund generated from vehicle purchase tax as investment subsidies to the Project with a maximum amount of RMB5,906 million, the specific amount of which is subject to the Fund Confirmation Letter to be issued by the Ministry of Transport.

FEASIBILITY ANALYSIS OF THE PROJECT

In respect of the expansion construction project of Chengle Expressway, the preliminary works including the preparation of the Feasibility Study Report on the Project (《工程可行性研究報告》) has been completed. The approval from the Ministry of Transport, and Development and Reform Commission of Sichuan Province has also been obtained. The Project has been included in the significant projects under the 13th Five-Year Plan for Highway Development (《“十三五”公路發展規劃》) issued by the Ministry of Transport and is recognized by the Sichuan Provincial Government as one of the key projects that needs to be accelerated during the 13th Five-Year Plan period. Based on the measurement and calculation result of traffic volume, taking into account the function and role of the Project in the national highway network and Sichuan highway network, the topography and geology conditions, as well as the urban and rural planning and industrial layout along the expressway, the Project would be able to generate favorable economic and social benefits and is in line with the needs of the Company for development and operation. Therefore, it is feasible to invest in and implement the Project.

PROJECT RISKS AND CORRESPONDING MEASURES

(I) Project risks analysis

1. Investment risk

Since the expansion construction project involves a number of aspects such as land expropriation, advertisement facilities, relocation of pipelines along the expressway as well as design, bids invitation, construction and completion settlement, and is confronted with many unpredictable factors, deviations in any aspect may increase the investment risk of the expansion construction project.

LETTER FROM THE BOARD

2. *Interest rate risk*

Due to the large investment amount, long credit term and changes in market interest rate of debt financing, the investment return of the Project may be affected.

3. *Operation risk*

The operation and maintenance costs, and loan repayment costs of the expressway project will be financed by the expected toll income of the Project, which may not be predicted accurately since the toll income are subject to the influence of the national macro-economy, regional economic development, comprehensive traffic development level, highway network changes and other factors. If the Project fails to meet our expectation, the Company's income from tolls will to a certain extent be affected.

4. *Policy risk*

The Ministry of Transport proposes to subsidize the Project with the special transportation construction funds generated from vehicle purchase tax, with a maximum amount of RMB5,906 million, the specific amount of which is subject to the Fund Confirmation Letter to be issued by the Ministry of Transport. The toll rates and toll collection period of the Project upon completion of construction and opening to traffic are still subject to approval by the relevant administrative competent authorities, and any changes in industry policies in the future may bring uncertainties to the operation of the Project.

(II) Risk control measures

1. *Investment risk control measures*

The Company will optimize the design plan to minimize land occupation, demolition and construction volume; arrange tendering process according to laws and regulations and sign strict construction contracts; strengthen on-site management of construction sites and control over materials cost; perform strict audit and inspection systems, make reasonable costs assessment and handle settlement of construction completion properly.

2. *Interest rate risk control measures*

The Company will fully capitalize on its domestic and overseas financing advantages to raise funds through multiple channels, and endeavor to use low-cost financing instruments together with a certain proportion of fixedrate financing to optimize the capital structure.

LETTER FROM THE BOARD

3. *Operation risk control measures*

After the Project is opened to traffic, the Company will standardize operation management to ensure favorable road conditions and smooth traffic, thus providing high-quality expressway service and attracting more vehicles. Meanwhile, it will promote ETC and automatic card senders to reduce labor cost. In addition, the Company will enhance promotion and publicity of the service areas and advertisement facilities to increase the revenue of other businesses.

4. *Policy risk control measures*

The Company is proactively communicating and coordinating with the relevant government authorities. Meanwhile, the Company will enhance study on the policies and keep close eyes on the changes in industry policies.

EFFECTS ON THE COMPANY AND REASONS FOR INVESTING IN THE PROJECT

As the most convenient expressway in Chengdu connecting Meishan and Leshan, Chengle Expressway, upon its operation, has been confronted with severe congestion due to the rapidly increasing traffic volume as driven by the regional economy, which made it fail to satisfy the demands of economic and social development as well as the traffic growth in the region. The above has made the expressway fail to fulfill its functions of an important expressway. The expansion of Chengle Expressway can effectively alleviate its traffic pressure, greatly improve its traffic capacity and service level, and provide for the continuous traffic growth, so as to provide impetus and guarantee for the development of the principal business of the Company and promote sustainable development of the Company.

In view of the above, the Board considers that the investment in and the implementation of the Project are in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

It is anticipated that the Company will enter into a series of transactions contemplated under the Project with different parties. In the event these contemplated transactions materialize, they may or may not constitute notifiable transactions and/or connected transactions under Chapters 14 and 14A of the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules in respect of these transactions.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The Company proposes to convene the EGM at 3:00 p.m. on 30 October 2017 (Monday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (the PRC).

A notice convening the EGM is set out on pages 12 to 14 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For the H Shareholders, the proxy forms should be returned to Company's H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and lodge the reply slip for attending the EGM at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC not later than 4:30 p.m. on 9 October 2017 (Monday). The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (8628) 8553 0753).

CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The H Shares register of members of the Company will be closed from 30 September 2017 (Saturday) to 30 October 2017 (Monday), both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfer of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 September 2017 (Friday).

RECOMMENDATION

The Directors consider that the investment in and the implementation of the Project are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolution for approving the Project and other related matters to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

As the Project is subject to the Shareholders' approval and therefore may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

Your faithfully,
By order of the Board
Sichuan Expressway Company Limited*
Zhang Yongnian
Company Secretary

* *For identification purposes only*



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 3:00 p.m. on 30 October 2017 (Monday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the PRC for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions.

ORDINARY RESOLUTION

1. To consider, approve and confirm the investment in and implementation of the expansion construction project of Chengdu–Leshan Expressway Project (the “**Project**”) and other related matters including:

“**THAT:**

the establishment of branch company, subsidiary or any other corporate entity (the “**Project Companies**”) in accordance with relevant laws and regulations for the preparation, construction, operation, management and transfer of the Project be and is hereby approved and confirmed; subject to the approval(s) (if required) of the relevant PRC governmental authorities, applications by the Company or Project Companies to banks and other financial institutions for loans or other financial capital up to the total investment amount for the Project, and provision of guarantee as required be and are hereby approved and confirmed; subject to the approval(s) of the relevant PRC governmental authorities, adjustment(s) in the total investment amount for the Project from time to time in accordance with the applicable laws be and are hereby approved and confirmed; and the establishment of a committee comprising any three directors, for and on behalf of the Company, to

NOTICE OF EGM

negotiate, prepare, execute, amend, supplement and implement all the documents in connection with the Project and to take all steps necessary or expedient to implement the Project and the transactions contemplated thereunder be and is hereby approved and confirmed.”

By order of the Board
Sichuan Expressway Company Limited*
Zhang Yongnian
Company Secretary

Chengdu, Sichuan, the PRC

14 September 2017

Notes:

1. The register of members of H Shares will be closed from 30 September 2017 (Saturday) to 30 October 2017 (Monday), both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfers of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company’s H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 September 2017 (Friday).
2. Any holder of H Shares who has registered on the register of members of H Shares before the close of business on 29 September 2017 (Friday) is entitled to attend the EGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the form of proxy of holders of H Shares and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the principal, a notarially certified copy of that power of attorney or authority shall be deposited at the Company’s H Share Registrar, Hong Kong Registrars 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 EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolution(s).
4. Shareholders or their proxies should produce their identity documents when attending the EGM. Should a proxy be appointed, the proxy shall also present the form of proxy.
5. Pursuant to the Articles of Association of the Company and the Listing Rules, the Chairman of the EGM will demand a poll in relation to all the resolution(s) proposed at the EGM.
6. Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at the Company’s legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC not later than 4:30 p.m. on 9 October 2017 (Monday). The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (8628) 8553 0753).
7. The EGM is expected to last for less than one day. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

NOTICE OF EGM

As at the date of this notice, the Board comprises Mr. Zhou Liming (Chairman), Mr. Gan Yongyi (Vice Chairman) and Mr. Luo Maoquan as executive Directors, Mr. Zheng Haijun (Vice Chairman), Mr. Tang Yong, Mr. Huang Bin, Mr. Wang Shuanming and Mr. Ni Shilin as non-executive Directors, Mr. Sun Huibi, Mr. Guo Yuanxi, Mr. Yu Haizong and Madam Liu Lina as independent non-executive Directors.

** For identification purposes only*