
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

(1) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS IN THE PRC **(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR** **AND** **(3) NOTICE OF AGM**

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 1 to 7 of this circular.

A notice of the AGM of the Company to be held at 3:00 p.m. on 5 June 2019 (Wednesday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC is set out on pages 8 to 13 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and is also published on the website of The Stock Exchange of Hong Kong Limited. 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. 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 as soon as possible and in any event not less than 24 hours before the time appointed for convening the AGM (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 AGM or any adjournment thereof should you so wish.

18 April 2019

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Notice of AGM	8

DEFINITIONS

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

“A Shares”	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)
“Board”	the board of directors of the Company
“Company”	Sichuan Expressway Company Limited* (四川成渝高速公路股份有限公司), a joint stock limited 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
“Debt Financing Instruments”	non-financial corporate debt financing instruments (including short-term commercial papers, ultra-short-term commercial papers, medium-term notes and nonpublic issuance of targeted debt financing instrument etc.) to be issued by the Company
“AGM”	the 2018 annual general meeting (including any adjournment thereof) of the Company expected to be held on 5 June 2019 (Wednesday), for which a notice will be published on the website of the Stock Exchange and despatched to the Shareholders on or around 18 April 2019 (Thursday)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign 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)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares in the share capital of the Company
“Shareholders”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



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
Postcode: 610041

18 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS IN THE PRC
(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
(3) NOTICE OF AGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 28 March 2019 in relation to the proposed issue of the Debt Financing Instruments in the PRC by the Company. The purpose of this circular is to provide you with information regarding the special resolution at the AGM in relation to proposed (1) issue of the Debt Financing Instruments in the PRC; and (2) the proposed appointment of executive Director.

* *For identification purposes only*

LETTER FROM THE BOARD

(1) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS IN THE PRC

In order to finance the Company's projects under construction and to be invested, and supplement production and operation funds of the Company, on 28 March 2019, the Board resolved to issue the Debt Financing Instruments by the Company in the PRC, which shall be subject to approval from the Shareholders by way of special resolution at the AGM and subject to the obtaining of the Notification of Approval for Registration* (接受註冊通知書) from the National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) and all other necessary approvals.

Particulars of the Debt Financing Instruments

Particulars of the proposal regarding the issue of the Debt Financing Instruments are set out as follows:

Issuer:	The Company
Place of Issue:	The PRC
Maximum principal amount:	Not more than 40% of the Group's latest audited consolidated net asset value (including minority shareholders' interests) for the respective balances of the short-term commercial papers and the medium-term notes to be issued in one or several tranches; and not more than RMB2 billion for the balance of the ultra-short-term commercial papers to be issued in one or several tranches.
Interest rate:	To be determined according to the prevailing market conditions at the time of the issue.
Target:	Not for the general public, only to institutional investors in the inter-bank bond market in the PRC, save for those prohibited by PRC laws or regulations from subscription.
Issue method:	To be arranged and underwritten by the eligible financial institution(s) to be engaged by the Company.
Use of proceeds:	The proceeds from the issue of the Debt Financing Instruments will be applied for corporate business activities which are in compliance with the applicable PRC laws, regulations and government policies, including financing projects under construction and to be invested, as well as supplementing production and operation funds.

LETTER FROM THE BOARD

Shareholders' Approval

It is proposed that Shareholders' approval for the issue of the Debt Financing Instruments and the grant of a mandate to authorise the Board or any two directors, for a period of three years commencing from the date when the special resolution was approved at the AGM and within the effective period of the registration of the Debt Financing Instruments, to generally and unconditionally deal with all matters relating to the issue of the Debt Financing Instruments will be sought at the AGM. The authorisation shall include but not be limited to the following matters:

- (1) to decide the terms of the issue of the Debt Financing Instruments, including but not limited to the type, amount, term, number of issuing tranches, timing of the issue, method of the issue and the interest rate to be determined in accordance with the then market conditions at the time of the issue;
- (2) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging the underwriting institutions, credit rating authority and legal counsel;
- (3) to undergo all necessary negotiations, and to amend and execute all relevant agreements and other necessary documents (including but not limited to the applications for approval of the issue of the Debt Financing Instrument, registration report, offering document, underwriting agreement, all announcements and documents for necessary disclosures);
- (4) to apply for all necessary approvals and make all necessary filings and registrations in connection with the Debt Financing Instruments, including but not limited to submitting application for registration to the relevant authorities in the PRC in relation to the issue of the Debt Financing Instruments and making necessary amendments to the application for registration on the issue of the Debt Financing Instruments in response to any request from the relevant authorities in the PRC;
- (5) to revise the details of the proposal for the registration and issue of the Debt Financing Instruments by the authorized the Board or any two directors in accordance to the recommendations made by regulatory authorities in the event that there are changes in the law, regulations and policies relating to the registration and issue of the Debt Financing Instruments by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the relevant laws, regulations and the articles of association of the Company; and
- (6) to take all necessary actions and deal with or make decisions on all matters relevant to the issue of the Debt Financing Instruments.

LETTER FROM THE BOARD

The proposed issue of the Debt Financing Instruments is subject to the Shareholders' approval by special resolution at the AGM and upon obtaining the Notification of Approval for Registration* (接受註冊通知書) from the National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) and all other necessary approvals.

Reasons for and Benefits of the Proposed Issue of the Debt Financing Instruments

The Board believes that the proposed issue of the Debt Financing Instruments will provide additional source of funding for the Company, improve the debt structure and reduce the financing costs. The Board is of the view that the proposed issue of the Debt Financing Instruments is in the interest of the Company and its Shareholders as a whole.

The proposed issue of the Debt Financial Financing may or may not occur. Shareholders and investors should therefore exercise caution in dealing in the Shares.

(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. He Zhuqing (“**Mr. He**”) as an executive Director of the Company.

Mr. He Zhuqing, aged 43, was graduated from Xi'an Jiaotong University with a doctorate degree in Management Engineering and Science. Mr. He served in Changqing Petroleum Exploration Bureau (長慶石油勘探局) and Post-Doctoral Research Center of China Merchants Group (招商局集團博士後工作站). He served as the general manager of Investment and Development Department of China Merchants Expressway Network & Technology Holdings Co., Ltd., an executive Director of the Company, and as a director of CSI SCE Investment Holding Limited and Hubei Chutian Expressway Company Limited (湖北楚天高速公路股份有限公司). He currently serves as the head of the overseas business department of Sichuan Communications Investment Group Company Limited, the chairman of Chengyu Financial Leasing Company Limited and Sichuan Zhongxin Assets Management Co., Ltd., and a director of Chengdu Chengyu Jianxin Equity Investment Fund Management Co., Ltd.

Saved as disclosed above, Mr. He confirms that (i) he did not hold any position in the Company or other members of the Company nor any other directorship in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company; and (iii) he has not held any interests in the shares of the Company within the meaning of Part XV of the SFO (Cha. 571, Laws of Hong Kong).

LETTER FROM THE BOARD

Saved as disclosed above, the Company considers that there is no information which is disclosable, nor is/was Mr. He involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities The Stock Exchange of Hong Kong Limited, and there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Mr. He as an executive Director will take effect upon approval by Shareholders at the AGM. Mr. He's term of office shall commence from the date of the AGM and ends at the expiry of the term of the sixth session of the Board.

The remuneration scheme for Mr. He is proposed as follows: his remuneration shall include fixed wages (including basic salary, and salaries determined by the position and period of service), performance incentive bonus and the welfare (statutory welfare and corporate welfare), which shall be determined by the Board under the authorisation of the general meeting in accordance with the relevant policies and the standards of the Company, after taking into consideration the opinion of the Remuneration and Appraisal Committee.

CUMULATIVE VOTING MECHANISM

According to the Articles of Association, the Directors and Supervisors of the Company are elected by means of cumulative voting mechanism. At the election of Directors or Supervisors, the number of votes held by each Shareholder shall equal to the number of his/her Shares held multiplied by the number of Directors or Supervisors he/she is entitled to elect; each Shareholder has the right to cast all his/her votes to one candidate for Directors or Supervisors, or to allocate his/her votes to all candidates thereof he/she is entitled to elect at his/her discretion, or to cast all his/her votes to two or more of the candidates. Voting for non-independent Directors, independent non-executive Directors and Supervisors shall be held separately.

AGM

The AGM for the Shareholders to consider and, if thought fit, approve the proposed issue of the Debt Financial Instrument will be held at 3:00 a.m. on 5 June 2019 (Wednesday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC. At the AGM, votes will be taken by poll.

The notice of the AGM is set out on pages 8 to 13 of this circular. The form of proxy and the reply slip of the AGM are also enclosed.

LETTER FROM THE BOARD

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. For holders of H Shares, the form of proxy shall 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 as soon as possible and in any event not less than 24 hours before the time appointed for convening the AGM (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 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 complete and lodge the reply slip for attending the AGM at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC not later than 4:30 p.m. on 15 May 2019 (Wednesday). 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 for the purpose of determining H Shares Shareholders' entitlement to attend the AGM from 4 May 2019 (Saturday) to 5 June 2019 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the AGM, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, Hong Kong Registrars Limited, at Rooms 1712– 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 May 2019 (Friday).

Shareholders are advised that the aforesaid arrangements are not applicable to A Shares Shareholders. The Company will announce separately on the Shanghai Stock Exchange regarding details of A Shares Shareholders' eligibility for attending the AGM.

RECOMMENDATION

The Board considers that all the proposed resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the notice of the AGM.

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.

Yours faithfully,

By order of the Board

Sichuan Expressway Company Limited*

Zhang Yongnian

Company Secretary

NOTICE OF AGM



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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “AGM”) of Sichuan Expressway Company Limited* (the “Company”) will be held at 3:00 p.m. on 5 June 2019 (Wednesday) at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the People’s Republic of China (the “PRC”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS SPECIAL RESOLUTION

To consider and approve the following resolution by way of open ballot:

1. **THAT** each of the following proposed items in respect of the proposed issue of the Debt Financing Instruments in the PRC be hereby approved (subject to the obtaining of the Notification of Approval for Registration* (接受註冊通知書) from the National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) and all other necessary approvals):

Particulars of the proposal regarding the issue of the Debt Financing Instruments are set out as follows:

Issuer: The Company

Place of Issue: The PRC

Maximum principal amount: Not more than 40% of the Group’s latest audited consolidated net asset value (including minority shareholders’ interests) for the respective balances of the short-term commercial papers and the medium-term notes to be issued in one or several tranches; and not more than RMB2 billion for the balance of the ultra-short-term commercial papers to be issued in one or several tranches.

NOTICE OF AGM

Interest rate:	To be determined according to the prevailing market conditions at the time of the issue.
Target:	Not for the general public, only to institutional investors in the inter-bank bond market in the PRC, save for those prohibited by PRC laws or regulations from subscription.
Issue method:	To be arranged and underwritten by the eligible financial institution(s) to be engaged by the Company.
Use of proceeds:	The proceeds from the issue of the Debt Financing Instruments will be applied for corporate business activities which are in compliance with the applicable PRC laws, regulations and government policies, including financing projects under construction and to be invested, as well as supplementing production and operation funds.

It is proposed that Shareholders' approval for the issue of the Debt Financing Instruments and the grant of a mandate to authorise the Board or any two directors, for a period of three years commencing from the date when the special resolution was approved at the AGM and within the effective period of the registration of the Debt Financing Instruments, to generally and unconditionally deal with all matters relating to the issue of the Debt Financing Instruments will be sought at the AGM. The authorisation shall include but not be limited to the following matters:

- (1) to decide the terms of the issue of the Debt Financing Instruments, including but not limited to the type, amount, term, number of issuing tranches, timing of the issue, method of the issue and the interest rate to be determined in accordance with the then market conditions at the time of the issue;
- (2) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging the underwriting institutions, credit rating authority and legal counsel;
- (3) to undergo all necessary negotiations, and to amend and execute all relevant agreements and other necessary documents (including but not limited to the applications for approval of the issue of the Debt Financing Instrument, registration report, offering document, underwriting agreement, all announcements and documents for necessary disclosures);

NOTICE OF AGM

- (4) to apply for all necessary approvals and make all necessary filings and registrations in connection with the Debt Financing Instruments, including but not limited to submitting application for registration to the relevant authorities in the PRC in relation to the issue of the Debt Financing Instruments and making necessary amendments to the application for registration on the issue of the Debt Financing Instruments in response to any request from the relevant authorities in the PRC;
- (5) to revise the details of the proposal for the registration and issue of the Debt Financing Instruments by the authorized the Board or any two directors in accordance to the recommendations made by regulatory authorities in the event that there are changes in the law, regulations and policies relating to the registration and issue of the Debt Financing Instruments by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the relevant laws, regulations and the articles of association of the Company; and
- (6) to take all necessary actions and deal with or make decisions on all matters relevant to the issue of the Debt Financing Instruments.

AS ORDINARY RESOLUTIONS

To consider and approve the following resolutions by way of open ballot:

2. To consider and approve the proposed profit appropriations and dividend distribution plan of the Company for the year ended 31 December 2018;
3. To consider and approve the work report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2018;
4. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2018;
5. To consider and approve the duty performance report of independent non- executive Directors for the year 2018;
6. To consider and approve the audited financial report of the Company for the year ended 31 December 2018;
7. To consider and approve the Company’s financial budget proposal for the year 2019;
8. To consider and approve the re-appointment of Shinewing Certified Public Accountants (Special General Partnership) as the PRC auditor of the Company for the year 2019 and to authorize the Board to fix the remuneration thereof;

NOTICE OF AGM

9. To consider and approve the re-appointment of Ernst & Young Certified Public Accountants as the international auditor of the Company for the year 2019 and to authorize the Board to fix the remuneration thereof;
10. To consider and approve the remuneration scheme for Mr. He Zhuqing: his remuneration shall include fixed wages (including basic salary, and salaries determined by the position and period of service), performance incentive bonus and the welfare (statutory welfare and corporate welfare), which shall be determined by the Board under the authorisation of the general meeting in accordance with the relevant policies and the standards of the Company, after taking into consideration the opinion of the Remuneration and Appraisal Committee; and

To consider and approve the following resolution by way of open ballot and cumulative voting:

11. To elect and appoint Mr. He Zhuqing as an executive Director for a term commencing from the date of consideration and approval at the AGM and ending on the date of expire of the sixth session of the Board.

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

Chengdu, Sichuan, the PRC

18 April 2019

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The H shares (“**H Shares**”) register of members of the Company will be closed for the purpose of determining H Shares Shareholders’ entitlement to attend the AGM from 4 May 2019 (Saturday) to 5 June 2019 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the AGM, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H Shares Registrar, Hong Kong Registrars Limited, at Rooms 1712– 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 May 2019 (Friday).

Shareholders are advised that the aforesaid arrangements are not applicable to A Shares Shareholders. The Company will announce separately on the Shanghai Stock Exchange regarding details of A Shares Shareholders’ eligibility for attending the AGM.

NOTICE OF AGM

2. RECOMMENDATION OF 2018 FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The Board has recommended a final dividend of RMB0.10 per share (tax inclusive) for the year 2018, amounting to a total of approximately RMB305,806,000 (tax inclusive). If the recommended dividend is approved by Shareholders by passing Resolution No. 1, the 2018 final dividend is expected to be paid on or about 11 July 2019 (Thursday) to the H Shares Shareholders whose names appear on the H Shares register of members of the Company on 20 June 2019 (Thursday).

The H Shares register of members of the Company will be closed for the purpose of determining H Shares Shareholders' entitlement to the 2018 final dividend from 15 June 2019 (Saturday) to 20 June 2019 (Thursday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the 2018 final dividend, H Shares Shareholders shall ensure that all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, Hong Kong Registrars Limited, at Rooms 1712– 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 June 2019 (Friday).

Please refer to the Company's 2018 annual results announcement dated 28 March 2019 for further details on the arrangement on distribution of 2018 final dividend to H Shares Shareholders. Such arrangements will also be included in the Company's annual report for the year ended 31 December 2018 to be despatched to Shareholders in due course.

Shareholders are advised that the aforesaid arrangements are not applicable to distribution of the 2018 final dividend in respect of A Shares. The Company will announce separately on China Securities Journal, Shanghai Securities News and the Shanghai Stock Exchange regarding details of the arrangement on the distribution of 2018 final dividend to A Shares Shareholders.

3. PROXY

- (i) Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (ii) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the proxy form enclosed). The proxy form shall be signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney of the entity. If the proxy form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (iii) To be valid, for holders of H Shares, the proxy form and notarized power of attorney or other documents of authorization (if applicable), must be delivered to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited not less than 24 hours before the time for holding the AGM or any adjournment thereof.
- (iv) Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (i) Shareholders or their proxies shall produce their identity documents when attending the AGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.

NOTICE OF AGM

- (ii) Shareholders of the Company intending to attend the AGM in person or by their proxies shall return the reply slip for attending the AGM by courier, by post or by facsimile to the registered office of the Company in the PRC on or before 15 May 2019 (Wednesday).

5. VOTING BY POLL

Pursuant to the Articles of Association of the Company and the Listing Rules, the Chairman of the AGM will demand a poll in relation to all the resolution(s) proposed at the AGM. In particular, the above resolutions No. 11 shall be voted on by way of open ballot and cumulative voting. The number of votes cast by each Shareholder (i.e. the sum of affirmative votes, dissenting votes and abstention votes) shall not exceed the total votes he/she holds respectively in relation to the above resolution. Otherwise, the ballot will be deemed invalid votes.

And the above resolutions Nos. 1–10 shall be voted on by way of open ballot.

6. MISCELLANEOUS

- (i) The AGM is expected to last for less than one day. Shareholders or their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.
- (ii) The registered office of the Company in the PRC is: 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC (Postal Code: 610041)

Telephone No.: (8628) 8552 6105

Facsimile No.: (8628) 8553 0753

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*