
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(s) of proxy and reply slip(s) 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)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETINGS
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING
(4) NOTICE OF H SHARE CLASS MEETING
AND
(5) NOTICE OF DOMESTIC SHARE CLASS MEETING

A letter from the Board is set out on pages 3 to 6 of this circular. The EGM, H Share Class Meeting and Domestic Share Class Meeting of 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 PRC at 10:00 a.m., 10:30 a.m. (or immediately after conclusion of the EGM) and 11:00 a.m. (or immediately after conclusion of the H Share Class Meeting), respectively, on Friday, 8 July 2022. Notices of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting will be despatched to the Shareholders together with this circular.

If you intend to appoint a proxy to attend the aforementioned meetings, you are required to complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon. The form(s) 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 PRC (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 EGM, the H Share Class Meeting and the Domestic Share Class Meeting. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM, the H Share Class Meeting, the Domestic Share Class Meeting or any adjournment thereof should you so wish.

If you intend to attend the EGM, the H Share Class Meeting and the Domestic Share Class Meeting in person or by proxy, you are required to lodge the completed reply slip(s) to the Board Office of the Company on or before Friday, 17 June 2022.

23 May 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Class Meetings”	the H Share Class Meeting and Domestic Share Class Meeting
“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 Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or paid up in Renminbi
“Domestic Share Class Meeting”	the Domestic Share class meeting of the Company to 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 PRC at 11:00 a.m. (or immediately after conclusion of the H Share Class Meeting) on Friday, 8 July 2022
“EGM”	the extraordinary general meeting of the Company to 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 PRC at 10:00 a.m. on Friday, 8 July 2022
“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

DEFINITIONS

“H Share Class Meeting”	the H Share class meeting of the Company to 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 PRC at 10:30 a.m. (or immediately after conclusion of the EGM) on Friday, 8 July 2022
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macao Special Administrative Region and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“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) of the Company

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. Yang Tan (*General Manager*)

Ms. Wang Xiao

Mr. Zhang Dongmin

Mr. Luo Dan

Non-executive Directors:

Mr. Xiao Jun (*Chairman*)

Mr. Yang Bin

Independent Non-executive Directors:

Mr. Shu Wa Tung, Laurence

Mr. Ye Yong

Mr. Li Yuanfu

Registered office:

9th Floor, Youyi Data Building

No. 28 Jingyuan East Road

Deyuan town (Jingrong town), Pidu District

Chengdu, Sichuan

PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

23 May 2022

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETINGS**

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

(4) NOTICE OF H SHARE CLASS MEETING

AND

(5) NOTICE OF DOMESTIC SHARE CLASS MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 28 April 2022 in relation to the proposed amendments to the Articles of Association and the proposed amendments to the Rules of Procedure of the General Meetings.

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; and (iii) the notices convening the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, so as to enable you to make an informed decision while voting for or against the resolutions submitted at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

At the Board meeting held on 28 April 2022, the Board resolved to propose to make certain amendments to the Articles of Association pursuant to the Reply of the State Council on the Adjustment to the Provisions of the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (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. The full text of the proposed amendments to the Articles of Association is 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 EGM by way of a special resolution. Pursuant to Article 124 and paragraph (xii) of Article 125 of the Articles of Association, the proposed amendments to Article 128 of the Articles of Association are also subject to approval by the Shareholders of the Domestic Shares and H Shares at the respective Class Meetings by way of a special resolution.

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS

Given the proposed amendments to the Articles of Association, the Board also resolved on 28 April 2022 to propose to make certain amendments to the Rules of Procedure of the General Meetings to align with the proposed amendments to the Articles of Association. The full text of the proposed amendments to the Rules of Procedure of the General Meetings is set out in Appendix II to this circular.

The proposed amendments to the Rules of Procedure of the General Meetings are subject to approval by the Shareholders at the EGM by way of a special resolution. Pursuant to Article 59 and paragraph (xii) of Article 60 of the Rules of Procedure of the General Meetings, the proposed amendments to Article 63 of the Rules of Procedure of the General Meetings are also subject to approval by the Shareholders of the Domestic Shares and H Shares at the respective Class Meetings by way of a special resolution.

IV. EGM, H SHARE CLASS MEETING AND DOMESTIC SHARE CLASS MEETING

The EGM, H Share Class Meeting and Domestic Share Class Meeting of 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 PRC at 10:00 a.m., 10:30 a.m. (or immediately after conclusion of the EGM) and 11:00 a.m. (or immediately after conclusion of the H Share Class Meeting), respectively, on Friday, 8 July 2022. Notices convening the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are set out at the end of this circular.

LETTER FROM THE BOARD

The reply slips and forms of proxy for use at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). If the Shareholders intend to appoint proxy(ies) to attend the above meetings, they are required to complete and return the applicable forms of proxy in accordance with the instructions printed thereon.

For holders of H Shares, the form(s) of proxy, and if the form(s) of proxy 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 respective time for holding the EGM and the H Share Class Meeting in order for such documents to be valid. For holders of Domestic Shares, the form(s) of proxy, and if the form(s) of proxy 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 PRC, not less than 24 hours before the respective time for holding the EGM and the Domestic Share Class Meeting in order for such documents to be valid.

Holders of H Shares and Domestic Shares who intend to attend the EGM, the H Share Class Meeting and the Domestic Share Class Meeting must complete the reply slip(s) and return the same to the Board Office of the Company not later than Friday, 17 June 2022.

In order to ascertain Shareholders' entitlement to attend and vote at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, the register of members of the Company will be closed from Wednesday, 8 June 2022 to Friday, 8 July 2022 (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 Wednesday, 8 June 2022 shall be eligible to attend and vote at the EGM, and holders of class Shares whose names appear on the register of members of the Company on the same date shall be eligible to attend and vote at the H Share Class Meeting and the Domestic Share Class Meeting.

In order to qualify for attending and voting at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, 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 Tuesday, 7 June 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 Tuesday, 7 June 2022.

LETTER FROM THE BOARD

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 EGM, the H Share Class Meeting and the Domestic Share Class Meeting.

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):

No.	Original article	Amended article	Basis of amendment
	CHAPTER VI SHARES AND REGISTER OF SHAREHOLDERS	CHAPTER VI SHARES AND REGISTER OF SHAREHOLDERS	
1	Article 46 No registration of changes resulting from share transfers may be made to the register of shareholders within thirty days prior to the general meetings or within five days prior to the reference date determined by the Company for the purpose of distribution of dividends.	Article 46 No registration of changes resulting from share transfers may be made to the register of shareholders within thirty days prior to the general meetings or within five days prior to the reference date determined by the Company for the purpose of distribution of dividends. <u>Where laws, administrative regulations, departmental rules, normative documents and the securities supervision and administration authorities or stock exchange(s) where shares of the Company are listed contain provisions which stipulate the period when share registration and transfer shall be closed prior to a general meeting or the record date set by the Company for the purpose of distribution of dividends, such requirements shall prevail.</u>	Based on the Reply and in accordance with relevant laws, regulations and regulatory rules

No.	Original article	Amended article	Basis of amendment
	CHAPTER IX SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	CHAPTER IX SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	
2	<p>Article 128</p> <p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of announcement. The Company may then hold the class meeting after such further notice has been given by way of announcement.</p>	<p>Article 128</p> <p>Written nNotice of a class meeting shall be given <u>in accordance with the requirements as set out in Article 69 of the Articles of Association</u>to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of announcement. The Company may then hold the class meeting after such further notice has been given by way of announcement.</p>	Based on the Reply and the Company Law (2018 Revision)

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):

No.	Original article	Amended article	Basis of amendment
	CHAPTER VIII SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	CHAPTER VIII SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	
1	<p>Article 63</p> <p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of announcement. The Company may then hold the class meeting after such further notice has been given by way of announcement.</p>	<p>Article 63</p> <p>Written nNotice of a class meeting shall be given <u>in accordance with the requirements as set out in Article 12 of the Rules</u> to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of announcement. The Company may then hold the class meeting after such further notice has been given by way of announcement.</p>	To align with the content of the proposed amendments to Article 128 of the Articles of Association

NOTICE OF EXTRAORDINARY 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 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 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 Friday, 8 July 2022, for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company, details of which are set out in Appendix I to the circular of the Company dated 23 May 2022.
2. 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 to the circular of the Company dated 23 May 2022.

On behalf of the board of directors

Chengdu Expressway Co., Ltd.

Xiao Jun

Chairman

Chengdu, the PRC

23 May 2022

As at the date of this notice, the board of directors of the Company 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Wednesday, 8 June 2022 to Friday, 8 July 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 Tuesday, 7 June 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 Tuesday, 7 June 2022.

Shareholders whose names appear on the register of members of the Company on Wednesday, 8 June 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. 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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, 17 June 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.

NOTICE OF H SHARE CLASS 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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that an H share class meeting (the “**H Share Class Meeting**”) 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 10:30 a.m. (or immediately after conclusion of the extraordinary general meeting) on Friday, 8 July 2022, for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company, details of which are set out in Appendix I to the circular of the Company dated 23 May 2022.
2. 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 to the circular of the Company dated 23 May 2022.

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

Chengdu, the PRC
23 May 2022

As at the date of this notice, the board of directors of the Company 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.

NOTICE OF H SHARE CLASS MEETING

Notes:

1. CLOSURE OF REGISTER OF MEMBERS FOR THE H SHARE CLASS MEETING

For the purpose of holding the H Share Class Meeting, the register of members of the Company will be closed from Wednesday, 8 June 2022 to Friday, 8 July 2022 (both days inclusive), during which period no transfer of shares can be registered.

In order to qualify for attending and voting at the H Share Class Meeting, 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 Tuesday, 7 June 2022.

H shareholders whose names appear on the register of members of the Company on Wednesday, 8 June 2022 shall be eligible to attend and vote at the H Share Class Meeting.

2. APPOINTMENT OF PROXIES

Shareholders who are entitled to attend and vote at the H Share Class Meeting 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 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 not less than 24 hours before the time fixed for holding the H Share Class Meeting. 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 H Share Class Meeting or any adjourned meetings should you so wish.

H shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the H Share Class Meeting. If corporate shareholders appoint authorised representative to attend the H Share Class Meeting, 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 H Share Class Meeting.

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 H Share Class Meeting either in person or by proxy in respect of such shares.

NOTICE OF H SHARE CLASS MEETING

4. REPLY SLIP

Shareholders who intend to attend the H Share Class Meeting 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, 17 June 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 H Share Class Meeting, 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 H shareholders and shareholder proxies who intend to attend the H Share Class Meeting 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 H Share Class Meeting and appoint the chairman of the H Share Class Meeting as your proxy to vote on site on your behalf.

If the H shareholders or shareholder proxies choose to attend the H Share Class Meeting 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 H Share Class Meeting is expected to take for less than half a day. Shareholders attending the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.

NOTICE OF DOMESTIC SHARE CLASS 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 DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a domestic share class meeting (the “**Domestic Share Class Meeting**”) 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 11:00 a.m. (or immediately after conclusion of the H share class meeting) on Friday, 8 July 2022, for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company, details of which are set out in Appendix I to the circular of the Company dated 23 May 2022.
2. 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 to the circular of the Company dated 23 May 2022.

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

Chengdu, the PRC
23 May 2022

As at the date of this notice, the board of directors of the Company 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.

NOTICE OF DOMESTIC SHARE CLASS MEETING

Notes:

1. CLOSURE OF REGISTER OF MEMBERS FOR THE DOMESTIC SHARE CLASS MEETING

For the purpose of holding the Domestic Share Class Meeting, the register of members of the Company will be closed from Wednesday, 8 June 2022 to Friday, 8 July 2022 (both days inclusive), during which period no transfer of shares can be registered.

In order to qualify for attending and voting at the Domestic Share Class Meeting, 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 Tuesday, 7 June 2022.

Holders of domestic shares whose names appear on the register of members of the Company on Wednesday, 8 June 2022 shall be eligible to attend and vote at the Domestic Share Class Meeting.

2. APPOINTMENT OF PROXIES

Shareholders who are entitled to attend and vote at the Domestic Share Class Meeting 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 at 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 PRC not less than 24 hours before the time fixed for holding the Domestic Share Class Meeting. 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 Domestic Share Class Meeting or any adjourned meetings should you so wish.

Holders of domestic shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Domestic Share Class Meeting. If corporate shareholders appoint authorised representative to attend the Domestic Share Class Meeting, 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 Domestic Share Class Meeting.

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 of the Company shall alone be entitled to vote at the Domestic Share Class Meeting either in person or by proxy in respect of such shares.

NOTICE OF DOMESTIC SHARE CLASS MEETING

4. REPLY SLIP

Shareholders who intend to attend the Domestic Share Class Meeting 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, 17 June 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

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In case that the prevention and control measures against the COVID-19 are still ongoing at the time of the Domestic Share Class Meeting, 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 holders of domestic shares and shareholder proxies who intend to attend the Domestic Share Class Meeting 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 Domestic Share Class Meeting and appoint the chairman of the Domestic Share Class Meeting as your proxy to vote on site on your behalf.

If the holders of domestic shares or shareholder proxies choose to attend the Domestic Share Class Meeting 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.

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