

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



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)

ANNOUNCEMENT

- (1) PROPOSED A-SHARE OFFERING AND RELATED MATTERS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE RELATED RULES OF PROCEDURE; AND
(3) PROPOSED FORMULATION OF AND AMENDMENTS TO OTHER
RELEVANT CORPORATE GOVERNANCE RULES**

PROPOSED A-SHARE OFFERING

The Board is pleased to announce that, in due consideration of its actual business conditions and future development strategy, the Company intends to apply for offering and listing of A Shares on the SSE. At the Board meeting held by the Company on 9 September 2022, the proposal on the plan for application for the initial public offering and listing of RMB-denominated ordinary shares (A Shares) was adopted and resolved to be submitted for consideration and approval respectively at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. The Proposed A-share Offering is conditional upon the approvals at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting as well as the approvals by relevant regulatory authorities.

OTHER RELEVANT PROPOSALS ON THE PROPOSED A-SHARE OFFERING

At the Board meeting held by the Company on 9 September 2022, a series of other proposals related to the Proposed A-share Offering were also resolved to be submitted for Shareholders' consideration, including: (1) the proposal on the authorisation by the general meeting to the Board to deal with matters related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (2) the proposal on the projects to be financed by the proceeds from the initial public offering of RMB-denominated ordinary shares (A Shares) and their feasibility; (3) the proposal on the distribution plan for the undistributed profit accumulated before the initial public offering of RMB-denominated ordinary shares (A Shares); (4) the proposal on the price stabilisation plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (5) the proposal on the Shareholder dividend plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (6) the proposal on impact analysis of the dilution of current returns by the initial public offering and listing of RMB-denominated ordinary shares (A Shares) and the remedial measures for current returns; (7) the proposal on the issuance of undertakings and restrictive measures related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (8) the proposal on reviewing the report on utilisation of the previously raised proceeds of the Company; (9) the proposal on amendments to the Articles of Association and the Related Rules of Procedure; and (10) the proposal on formulation of and amendments to other relevant corporate governance rules of the Company.

SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will hold the EGM, the Domestic Share Class Meeting and the H Share Class Meeting to submit certain of the foregoing proposals respectively to the EGM, the Domestic Share Class Meeting and the H Share Class Meeting to seek approvals of the Shareholders, holders of Domestic Shares and holders of H Shares in accordance with applicable laws and regulations and the Articles of Association. For details, please refer to relevant proposals set out in this announcement. A circular containing further information on the Proposed Offering and other relevant proposals will be despatched to the Shareholders in due course.

Shareholders and potential investors should note that the Proposed Offering is subject to the approvals by relevant regulatory authorities, and hence involves uncertainties as to whether it could proceed or not. Shareholders and potential investors are advised to exercise caution when dealing in securities of the Company. The Company will make further announcement(s) on any major update and progress related to the Proposed Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement appears for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for the securities of the Company.

I. PROPOSED A-SHARE OFFERING

The Board is pleased to announce that, in due consideration of its actual business conditions and future development strategy, the Company intends to apply for offering and listing of A Shares on the SSE. Pursuant to the Administrative Measures on Initial Public Offerings and Listing of Shares (2022 revision) and relevant rules on share offering, the Company has formulated its A-share offering plan as below:

(1) Type of Shares to be offered

Type of Shares under the Proposed Offering: RMB-denominated ordinary Shares (A Shares).

(2) Par value per Share

Par value per Share: RMB1.00.

(3) Offering size

The A Shares to be publicly issued by the Company to public investors under the Proposed Offering will account for no more than 25%, and no less than 20% of the total share capital of the Company upon completion of the Proposed Offering, i.e. the total number of A Shares to be issued will be no more than 552,034,000 and no less than 414,025,500. Only new Shares shall be issued under the Proposed Offering, and no existing Shares will be transferred. The final offering size shall be negotiated and determined by the Board as authorised by the general meeting and the lead underwriter, subject to the approval of the CSRC.

(4) Market to be listed on

Main board of the SSE.

(5) Target subscribers

Book-building participants that meet requirements of national laws and regulations and the criteria of regulatory authorities including the CSRC and the SSE, and domestic natural persons, legal persons and other investors that maintain accounts with the SSE and are eligible for investment (except for those prohibited to purchase shares by national laws and administrative regulations).

If any of the target subscribers above is a connected person of the Company, the Company will take all reasonable measures to comply with relevant requirements of the listing rules of the stock exchanges where the Company's shares are listed.

(6) Offering method

Combination of off-net placement to book-building participants and on-net offering to public investors at a fixed price, or other offering method adopted as required by regulatory authorities (including but not limited to share placement to strategic investors).

(7) Pricing method

The issue price under the Proposed Offering shall be negotiated and determined by the Company and the lead underwriter in accordance with relevant laws and regulations or fixed through other methods approved by the CSRC and the SSE, taking into comprehensive consideration of the capital market condition both at home and abroad and the actual condition of the Company at the time of the Proposed Offering, as well as the overall interests of the Shareholders.

(8) Use of proceeds

Proceeds from the Proposed Offering, net of the offering expenses, are intended to be used for the following projects:

No.	Project Name	Planned Utilisation Amount of Proceeds (RMB0'000)	Implementing Subject
1	Acquisition of 49% equity interest in Chengming Expressway Company	45,000.00	The Issuer
2	Repayment of bank loans	36,000.00	The Issuer and its subsidiary(ies)
3	Construction of Ande Service Area (Phase I)	9,250.00	Expressway Zhenxing Company, a controlling subsidiary of the Issuer
4	Construction of Gaoxinxi Service Area on Chengguan Expressway	5,750.00	The Issuer
5	Replenishment of working capital	<u>24,000.00</u>	The Issuer
Total		<u><u>120,000.00</u></u>	

(9) Underwriting method

Standby-commitment underwriting by the sponsor (lead underwriter).

(10) Conversion to a joint-stock limited company with shares offered and listed both domestically and overseas

With its H Shares currently listed on the Main Board of the Stock Exchange, the Company intends to apply for public offering and listing of A Shares on the SSE, and apply for conversion of itself into a joint-stock limited company with shares offered and listed both domestically and overseas.

(11) Validity of resolution

The resolution in relation to the Proposed Offering shall be effective for 12 months commencing from the date on which the same has been considered and approved at the EGM and the Class Meetings.

The Proposed A-share Offering is subject to approvals at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting and by relevant regulatory authorities.

The proposal in relation to the plan for the initial public offering and listing of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

II. OTHER RELEVANT PROPOSALS ON THE PROPOSED A-SHARE OFFERING

At the Board meeting held by the Company on 9 September 2022, a series of other proposals related to the Proposed A-share Offering were also resolved to be submitted for Shareholders' consideration, including: (1) the proposal on the authorisation by the general meeting to the Board to deal with matters related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (2) the proposal on the projects to be financed by the proceeds from the initial public offering of RMB-denominated ordinary shares (A Shares) and their feasibility; (3) the proposal on the distribution plan for the undistributed profit accumulated before the initial public offering of RMB-denominated ordinary shares (A Shares); (4) the proposal on the price stabilisation plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (5) the proposal on the Shareholder dividend plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (6) the proposal on impact analysis of the dilution of current returns by the initial public offering and listing of RMB-denominated ordinary shares (A Shares) and the remedial measures for current returns; (7) the proposal on the issuance of undertakings and restrictive measures related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares); (8) the proposal on reviewing the report on utilisation of the previously raised proceeds of the Company; (9) the proposal on amendments to the Articles of Association and the Related Rules of Procedure; and (10) the proposal on formulation of and amendments to other relevant corporate governance rules of the Company.

(1) Proposal on the authorisation by the general meeting to the Board to deal with matters related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares)

To ensure smooth and efficient progress of the Proposed Offering, it is proposed that the Board be authorised by the general meeting to deal with the matters related to the Proposed Offering in accordance with applicable laws, regulations and regulatory documents and requirements of competent authorities. Details of the authorisation will be set out in the circular on relevant proposals to be despatched to the Shareholders. The Board also agreed to authorise the Chairman of the Company to sign the legal instruments related to the Proposed Offering after the authorisation above is considered and approved at the EGM and the Class Meetings, and agreed that the procedures for specific matters authorised above may be delegated to designated officers to facilitate duty performance of the Board.

The authorisation above shall be effective for 12 months commencing from the date on which it is considered and approved at the EGM and the Class Meetings.

The proposal on the authorisation by the general meeting to the Board to deal with matters related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(2) Proposal on the projects to be financed by the proceeds from the initial public offering of RMB-denominated ordinary shares (A Shares) and their feasibility

With regard to the use of proceeds from the Proposed Offering, such proceeds, net of the offering expenses, are intended to be used for the following projects:

No.	Project Name	Planned Utilisation Amount of Proceeds (RMB0'000)	Implementing Subject
1	Acquisition of 49% equity interest in Chengming Expressway Company	45,000.00	The Issuer
2	Repayment of bank loans	36,000.00	The Issuer and its subsidiary(ies)
3	Construction of Ande Service Area (Phase I)	9,250.00	Expressway Zhenxing Company, a controlling subsidiary of the Issuer
4	Construction of Gaoxinxi Service Area on Chengguan Expressway	5,750.00	The Issuer
5	Replenishment of working capital	<u>24,000.00</u>	The Issuer
Total		<u><u>120,000.00</u></u>	

To meet its business development needs, the Company will, according to implementation progress and actual capital needs of the projects to be financed by the proceeds, invest in the projects in advance with its self-owned capital before receiving the proceeds, and replace such self-owned capital invested in advance with the proceeds from the Proposed Offering that have been fully received. If the net amount of the proceeds from the Proposed Offering actually received is less than the total amount required by the projects above, the Company shall use its self-owned capital to cover the shortfall. The surplus after the proceeds required by the projects above are satisfied, if any, will be used to replenish working capital for development of the Company's principal business.

The investment projects to be financed with proceeds from the Proposed Offering promise sound market prospect, represent an extension, improvement and complement of the Company's current business structure, and also comply with national industrial and environmental protection policies and other relevant laws and regulations. Besides, the investment projects and amount of proceeds align with the Company's current production and operation scale, financial condition, technical level and management capabilities, and the use of proceeds is in line with the interests of the Company and the Shareholders as a whole, and thus is feasible.

The proposal on the projects to be financed by the proceeds from the initial public offering of RMB-denominated ordinary shares (A Shares) and their feasibility will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(3) Proposal on the distribution plan for the undistributed profit accumulated before the initial public offering of RMB-denominated ordinary shares (A Shares)

Based on the actual situation of the Company and to protect the interests of new and existing Shareholders, the undistributed profit accumulated before the Proposed Offering shall be shared by the new and existing Shareholders of the Company upon completion of the Proposed Offering according to their shareholdings.

The proposal on the distribution plan for the undistributed profit accumulated before the initial public offering of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(4) Proposal on the price stabilisation plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares)

In due consideration of its actual conditions and development goals, the Company has formulated the Price Stabilisation Plan of Chengdu Expressway Co., Ltd. for the Three Years After the Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A Shares) on the Shanghai Stock Exchange in accordance with the post-listing price stabilisation requirements in the Opinions on Further Promoting the Reform of the New Share Issuance System issued by the CSRC. Details will be set out in the circular on relevant proposals to be despatched to the Shareholders. Subject to consideration and approval at the general meeting and the Class Meetings, the plan above shall take effect from the date on which the Proposed Offering is completed, and remain effective within the three years thereafter.

The proposal on the price stabilisation plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(5) Proposal on the Shareholder dividend plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares)

To specify the dividend distribution plan for the future three years after the listing of A Shares, improve transparency and practicality of dividend distribution strategy, facilitate the Shareholders to supervise operations of the Company and profit distribution and protect rights and interests of investors, the Company has formulated the Shareholder Dividend Plan for the Three Years After the Listing of A Shares of Chengdu Expressway Co., Ltd. in accordance with the Company Law, the Notice on Further Implementing Cash Dividend Policy of Listed Companies (Zheng Jian Fa [2012] No. 37), Regulatory Guideline No. 3 on Listed Companies – Cash Dividends of Listed Companies (CSRC announcement [2022] No. 3) issued by the CSRC and relevant requirements. Details will be set out in the circular on relevant proposals to be despatched to the Shareholders. Subject to consideration and approval at the general meeting and the Class Meetings, the plan above shall take effect from the date on which the Proposed Offering is completed.

The proposal on the Shareholder dividend plan for the three years after the initial public offering and listing of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(6) Proposal on impact analysis of the dilution of current returns by the initial public offering and listing of RMB-denominated ordinary shares (A Shares) and the remedial measures for current returns

In accordance with the Certain Opinions of the State Council on Further Promoting Healthy Development of the Capital Market (Guo Fa [2014] No. 17), the Opinions of the General Office of the State Council on Further Strengthening the Protection of Minority Investors' Legitimate Rights and Interests in the Capital Market (Guo Ban Fa [2013] No. 110), the Guiding Opinions on Matters Relating to the Dilution of Current Returns by Initial Public Offering, Refinancing and Major Asset Restructuring (CSRC announcement [2015] No. 31) and relevant requirements, and based on its due analysis of the dilution of current returns after the proceeds from the Proposed Offering are received, the Company has formulated the Impact Analysis of the Dilution of Current Returns by the Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A Shares) and the Remedial Measures for Current Returns of Chengdu Expressway Co., Ltd., and made undertakings on earnest implementation of the remedial measures for returns. Details will be set out in the circular on relevant proposals to be despatched to the Shareholders.

The proposal on impact analysis of the dilution of current returns by the initial public offering and listing of RMB-denominated ordinary shares (A Shares) and the remedial measures for current returns will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(7) Proposal on the issuance of undertakings and restrictive measures related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares)

Pursuant to the Securities Law, the Opinions on Further Promoting the Reform of the New Share Issuance System, the Guidelines on Application of Regulatory Rules – Shareholder Information Disclosure of Enterprises Applying for Initial Public Offerings and relevant requirements, the Company intends to include the Undertakings of Chengdu Expressway Co., Ltd. on the Prospectus Containing No False Representation, Misleading Statement or Material Omission, the Undertakings on Repurchase of Shares Fraudulently Offered and Listed, and the Undertakings on Restrictive Measures Against Violation of Public Undertakings into the documents submitted for the Proposed Offering. Details will be set out in the circular on relevant proposals to be despatched to the Shareholders.

The proposal on the issuance of undertakings and restrictive measures related to the initial public offering and listing of RMB-denominated ordinary shares (A Shares) will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(8) Proposal on reviewing the report on utilisation of the previously raised proceeds

With respect to utilisation of the previously raised proceeds (i.e. proceeds raised from H-share listing on the Main Board of the Stock Exchange), the Company has verified and prepared the Report of Chengdu Expressway Co., Ltd. on Utilisation of the Previously Raised Proceeds as of 31 August 2022 pursuant to the Requirements on Report on Utilisation of the Previously Raised Proceeds issued by the CSRC and applicable laws and regulations. Details will be set out in the circular on relevant proposals to be despatched to the Shareholders.

The proposal on reviewing the report on utilisation of the previously raised proceeds will be submitted by way of ordinary resolution for consideration and approval at the EGM.

(9) Proposal on amendments to the Articles of Association and the Related Rules of Procedure

In order to satisfy relevant requirements on corporate governance and standardised operation following completion of the Proposed A-share Offering, the Company intends to make amendments to the Articles of Association according to the Guidelines on the Articles of Association of Listed Companies (2022 revision), Self-regulatory Guideline No. 1 on Listed Companies of the Shanghai Stock Exchange – Standardised Operation, the Securities Law and other relevant laws, regulations and regulatory documents, and to supplement and modify the wordings, and simultaneously adjust the original format and punctuation flaws contained in the Articles of Association with reference to practices of listed peers and with due regard to the actual situation of the Company. Details of the proposed amendments to the Articles of Association will be set out in the circular on relevant proposals to be despatched to the Shareholders.

The Company also proposed to make corresponding amendments to the Rules of Procedure of the General Meetings, Rules of Procedure of the Board of Directors and Rules of Procedure of the Supervisory Committee (collectively, the “**Related Rules of Procedure**”). Details of the proposed amendments to the Related Rules of Procedure will be set out in the circular on relevant proposals to be despatched to the Shareholders.

Subject to consideration and approval at the EGM and the Class Meetings, the proposed amendments to the Articles of Association and the Related Rules of Procedure shall take effect from the date on which the Proposed Offering is completed.

The proposal on amendments to the Articles of Association and the Related Rules of Procedure will be submitted by way of special resolution for consideration and approval respectively at the EGM and the Class Meetings.

(10) Proposal on formulation of and amendments to other relevant corporate governance rules of the Company

In order to satisfy specific regulatory requirements following completion of the Proposed A-share Offering, the Company intends to formulate and make amendments to certain other corporate governance rules according to domestic laws and regulations and based on the actual situation of the Company, including amendments to the Management Rules on Related Party (Connected) Transactions and formulation of the Working Rules of Independent Directors. Subject to consideration and approval at the EGM, the amendments to the Management Rules on Related Party (Connected) Transactions and formulation of the Working Rules of Independent Directors shall take effect from the date on which the Proposed Offering is completed. Subject to consideration and approval by the Board, the other corporate governance rules shall take effect from the date on which the Proposed Offering is completed.

Details of the amendments to the Management Rules on Related Party (Connected) Transactions and formulation of the Working Rules of Independent Directors will be set out in the circular on relevant proposals to be despatched to the Shareholders.

The proposals on amendments to the Management Rules on Related Party (Connected) Transactions and formulation of the Working Rules of Independent Directors will be submitted by way of ordinary resolution for consideration and approval at the EGM.

III. IMPACT OF THE PROPOSED OFFERING ON SHAREHOLDING STRUCTURE OF THE COMPANY

For information and illustration purposes only, assuming that all 552,034,000 A Shares under the Proposed Offering are issued and the issued share capital of the Company remains unchanged before completion of the A-share offering, the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Proposed Offering is as follows:

	As at the date of this announcement		Immediately after completion of the Proposed Offering ⁽¹⁾	
	Number of Shares	Approximate percentage of the issued Shares of the Company (%)	Number of Shares	Approximate percentage of the issued Shares of the Company (%)
Domestic Shares				
– Domestic Shares/A Shares converted from Domestic Shares and to be held by non-public Shareholders ⁽²⁾	1,200,000,000	72.46	1,200,000,000	54.34
Newly issued A Shares under the Proposed A-share Offering ⁽³⁾	–	–	552,034,000	25.00
Sub-total	1,200,000,000	72.46	1,752,034,000	79.34
H Shares				
– H Shares held by non-public Shareholders	0	0	0	0
– H Shares held by the public	456,102,000	27.54	456,102,000	20.66
Sub-total	456,102,000	27.54	456,102,000	20.66
Total	1,656,102,000	100.00	2,208,136,000	100.00

Notes:

- (1) Immediately after completion of the Proposed Offering, the issued Domestic Shares will be converted into A Shares;
- (2) As at the date of this announcement, Chengdu Communications Investment Group Co., Ltd., a substantial Shareholder of the Company, directly holds 300,000,000 Domestic Shares and indirectly holds 900,000,000 Domestic Shares through Chengdu Expressway Construction and Development Co., Ltd., its subsidiary. Upon completion of the Proposed Offering, Chengdu Communications Investment Group Co., Ltd. and its subsidiary will hold 1,200,000,000 A Shares, which is the same as the number of Domestic Shares held before the Proposed Offering, and the Shares held by them are not counted as a part of the public float;
- (3) It is assumed that A shares are to be held by independent third parties and counted into the public float.

As at the date of this announcement, based on the information available to the Company and to the best of the Directors' knowledge, the public float of the Company is in compliance with relevant requirements in Rule 8.08 of the Listing Rules. Assuming that all 552,034,000 A Shares under the Proposed Offering are approved to be issued and are entirely issued to non-core connected persons of the Company, immediately after completion of the Proposed Offering, the percentage of H Shares held by the public in the total number of Shares upon completion of the Proposed Offering is estimated at approximately 20.66%, and the percentage of Shares (A Shares and H Shares collectively) held by the public in the total number of Shares upon completion of the Proposed Offering is estimated at approximately 45.66%; and the public float of the Company will still meet relevant requirements in Rule 8.08 of the Listing Rules. The Company will closely monitor its public float percentage to ensure compliance with relevant requirements on public float at all times.

As at the date of this announcement, the Company has not entered into or intends to enter into any agreement with any of its connected persons on subscription of A Shares, nor has any connected person indicated its intention to the Company for participating in subscription of A Shares.

IV. REASONS FOR AND PURPOSES OF THE PROPOSED A-SHARE OFFERING

The Proposed Offering will facilitate the Company to further enhance its capital strength, improve capital structure, reinforce risk resilience, boost brand awareness, and provide impetus for the Company to pursue new business opportunities. Besides, the Company will leverage the effective financing channels to consolidate its foothold in Chengdu and establish business presence out of Sichuan Province, and forge efficient interconnection between its operations and the capital market, thereby further enhancing its principal business, promoting growth of new businesses, improving the overall value and core competitiveness of the Company, and strengthening its influence in the industry to better serve the economic and social development.

All Directors (including the independent non-executive Directors) are of the opinion that the Proposed Offering is in the interests of the Company and its Shareholders as a whole.

V. EQUITY FINANCING ACTIVITIES IN THE PAST 12 MONTHS

During the past 12 months immediately before the date of this announcement, the Company has not conducted any equity financing activities or issued any equity securities.

VI. SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will hold the EGM, the Domestic Share Class Meeting and the H Share Class Meeting to submit certain of the foregoing proposals respectively to the EGM, the Domestic Share Class Meeting and the H Share Class Meeting to seek approvals of the Shareholders, holders of Domestic Shares and holders of H Shares in accordance with applicable laws and regulations and the Articles of Association. For details, please refer to relevant proposals set out in this announcement. A circular containing further information on the Proposed Offering and other relevant proposals will be despatched to the Shareholders in due course.

Shareholders and potential investors should note that the Proposed Offering is subject to the approvals by relevant regulatory authorities, and hence involves uncertainties as to whether it could proceed or not. Shareholders and potential investors are advised to exercise caution when dealing in securities of the Company. The Company will make further announcement(s) on any major update and progress related to the Proposed Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement appears for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for the securities of the Company.

VII. DEFINITIONS

In this announcement, unless otherwise indicated, the following terms shall have the meanings set out below:

“A Share(s)”	the ordinary shares to be issued by the Company and subscribed for in Renminbi under the Proposed A-share Offering, which will be listed on the SSE and traded in Renminbi
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Chengming Expressway Company”	Sichuan Chengming Expressway Co., Ltd. (四川成名高速公路有限公司), a company incorporated in the PRC with limited liability, which is a non-wholly-owned subsidiary of the Company with 51% of its equity interests held by the Company
“Class Meetings”	Domestic Share Class Meeting and H Share Class Meeting, collectively
“Company” or “Issuer”	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 Stock Exchange
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission and its local offices
“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 for the purpose of considering, and if thought fit, approving, among other things, the Proposed A-share Offering and other relevant proposals
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering, and if thought fit, approving, among other things, the Proposed A-share Offering and other relevant proposals
“Expressway Zhenxing Company”	Chengdu Expressway Zhenxing Development Co., Ltd. (成都高速振興發展有限責任公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company with 80% of its equity interests held by the Company

“Group”	the Company and its subsidiaries
“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 Stock Exchange
“H Share Class Meeting”	the H Share class meeting of the Company to be held for the purpose of considering, and if thought fit, approving, among other things, the Proposed A-share Offering and other relevant proposals
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Management Rules on Related Party (Connected) Transactions”	Management Rules on Related Party (Connected) Transactions of Chengdu Expressway Co., Ltd.
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
“Proposed A-share Offering” or “Proposed Offering”	the Company proposes to issue up to 552,034,000 A Shares through initial public offering, which will be listed on the SSE
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the Board of Directors”	the Rules of Procedure of the Board of Directors of Chengdu Expressway Co., Ltd.
“Rules of Procedure of the General Meetings”	the Rules of Procedure of the General Meetings of Chengdu Expressway Co., Ltd.
“Rules of Procedure of the Supervisory Committee”	the Rules of Procedure of the Supervisory Committee of Chengdu Expressway Co., Ltd.
“Securities Law”	the Securities Law of the People’s Republic of China (revised in 2019), effective from 1 March 2020

“Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Supervisory Committee”	the supervisory committee of the Company
“Working Rules of Independent Directors”	Working Rules of Independent Directors of Chengdu Expressway Co., Ltd.
“%”	per cent

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

Chengdu, the PRC, 9 September 2022

As at the date of this announcement, the Board 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.