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四川成渝高速公路股份有限公司
Sichuan Expressway Company Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00107)

**I. POLL RESULTS OF
THE 2023 ANNUAL GENERAL MEETING;
II. DISTRIBUTION OF 2023 FINAL DIVIDEND FOR H SHARES;
AND
III. CHANGE OF DOMESTIC AND INTERNATIONAL AUDITORS**

References are made to the 2023 annual results announcement of Sichuan Expressway Company Limited* (the “**Company**”) dated 27 March 2024, in relation to, among other things, the proposed final dividend (the “**Final Dividend**”) of the Company for the 12 months ended 31 December 2023 of RMB0.24 per share (tax inclusive); and the circular (the “**Circular**”) and the notice of the 2023 annual general meeting (the “**2023 AGM Notice**”) dated 18 April 2024. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board confirms that there are no false representations and misleading statements contained in or material omissions from this announcement, and assumes joint and several responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

I. POLL RESULTS OF THE 2023 AGM

(I) Convening of the 2023 AGM

According to the 2023 AGM Notice, the 2023 AGM was held at 3:00 p.m. on Thursday, 23 May 2024 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC. The 2023 AGM was convened by the Board and chaired by Mr. Luo Zuyi, the Chairman of the Company. Except for Mr. You Zhiming, an executive Director, Mr. Zhang Qinghua and Mr. Zhou Hua, independent non-executive Directors, Mr. Wang Yao and Ms. Li Tao, supervisors, and Mr. Guo Renrong, the financial controller, who were unable to attend the meeting/be present at the meeting due to work reasons, all Directors, supervisors of the Company and the secretary to the Board attended the 2023 AGM, together with the senior management and the PRC lawyers of the Company who were also present at the 2023 AGM.

(II) Attendance of the 2023 AGM

As at the date of the 2023 AGM, the total number of Shares entitling the holders thereof to attend and vote for or against at the 2023 AGM was 3,058,060,000 Shares.

A total of 17 Shareholders and authorised proxies holding 1,823,631,226 Shares, representing approximately 59.6336% of the total number of the issued Shares carrying voting rights, were present at the 2023 AGM, among whom:

1. 16 holders of A Shares or authorised A Share proxies holding 1,736,220,416 A Shares, representing approximately 56.7752 % of the total number of the issued Shares carrying voting rights, were present at the 2023 AGM; and
2. 1 holder of H Shares or authorised H Share proxy holding 87,410,810 H Shares, representing approximately 2.8584% of the total number of the issued Shares carrying voting rights, was present at the 2023 AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the 2023 AGM as set out in Rule 13.40 of the Listing Rules on the Stock Exchange. No Shareholder was required under the Listing Rules on the Stock Exchange to abstain from voting on the resolutions proposed at the 2023 AGM. No Shareholder has stated his/her/its intention to vote against or to abstain from voting on the resolutions proposed at the 2023 AGM.

(III) Consideration of the Resolution and Poll Results

The Shareholders and their proxies attending the 2023 AGM considered and approved relevant resolutions by the following ways:

SPECIAL RESOLUTION		Number of Votes (%)		
		FOR	AGAINST	ABSTAIN
To consider and approve the following resolution by way of open ballot and non-cumulative voting:				
1.	THAT the proposed registration and issuance of perpetual medium-term notes in the PRC be hereby approved.	1,810,966,668 99.3055%	12,664,558 0.6945%	0 0.0000%
ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
To consider and approve the following resolutions by way of open ballot and non-cumulative voting:				
2.	To consider and approve the profit distribution and dividend distribution plan of the Company for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
3.	To consider and approve the work report of the board of directors of the Company for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
4.	To consider and approve the work report of the supervisory committee of the Company for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
5.	To consider and approve the duty performance report of the independent Directors of the Company for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
6.	To consider and approve the final accounts report of the Company for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
7.	To consider and approve the domestic and overseas annual reports of the Company and their summaries for the year 2023.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
8.	To consider and approve the financial budget of the Company for the year 2024.	1,761,586,110 96.5977%	62,045,116 3.4023%	0 0.0000%
9.	To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the domestic auditor of the Company for the year 2024.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
10.	To consider and approve the appointment of PricewaterhouseCoopers as the international auditor of the Company for the year 2024.	1,823,631,226 100.0000%	0 0.0000%	0 0.0000%
11.	To consider and approve the liability insurance for the Directors, the supervisors and the senior management of the Company.	1,821,555,854 99.8862%	1,398,244 0.0767%	677,128 0.0371%
12.	To consider and approve the remuneration plan for the Directors of the Company.	1,823,231,302 99.9781%	349,724 0.0191%	50,200 0.0028%
13.	To consider and approve the remuneration plan for the supervisors of the Company.	1,823,231,302 99.9781%	349,724 0.0191%	50,200 0.0028%

As more than two-thirds of the votes were cast in favor of the special resolution No. 1 set out above, such resolution was duly passed as a special resolution.

As more than 50% of the votes were cast in favor of the ordinary resolutions No. 2 to No. 13 set out above, such resolutions were duly passed as ordinary resolutions.

The representative from Hong Kong Registrars Limited (the Company's H Share registrar), Madam Yu Dongmei (余冬梅), acted as the scrutineer for vote-taking at the 2023 AGM.

(IV) Witness of Lawyer

Beijing Zhong Yin (Chengdu) Lawyer (北京中銀(成都)律師事務所) attested the 2023 AGM and issued a written legal opinion stating that the procedures of calling and convening the 2023 AGM, the eligibility of the Shareholders and their proxies attending the 2023 AGM and the convenor and the voting procedures have complied with the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》) and other laws, regulations and normative documents as well as the Articles of Association, and the poll results of the 2023 AGM are lawful and valid.

(V) Documents Available for Inspection

1. Minutes and resolutions of the 2023 AGM; and
2. Legal opinion issued by Beijing Zhong Yin (Chengdu) Lawyer (北京中銀(成都)律師事務所).

II. DISTRIBUTION OF 2023 FINAL DIVIDEND FOR H SHARES

As ordinary resolution No. 2 in relation to the profit distribution and dividend distribution plan of the Company for the year 2023 was duly passed by the Shareholders at the 2023 AGM, the Board hereby announces further information relating to the distribution of the Final Dividend for H Shares as follows:

Distribution of the Final Dividend to holders of H Shares shall be denominated in RMB and paid in Hong Kong dollars. The applicable exchange rate is the average of the median exchange rates for RMB to Hong Kong dollars as announced by the People's Bank of China in the 5 working days prior to and including 23 May 2024, i.e., HK\$1.00: RMB0.91082. Accordingly, the Final Dividend payable to each H Share is HK\$0.263499 (before tax).

According to the Law on Enterprise Income Tax of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules which has come into effect since 1 January 2008 and other relevant rules, a PRC domestic enterprise which pays dividend to a non-resident enterprise Shareholder in respect of accounting period beginning from 1 January 2008 shall withhold and pay enterprise income tax at the rate of 10%. The Company, as a PRC domestic enterprise, is required to withhold and pay enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise Shareholders as appearing on the H Shares register of members of the Company. Any Shares registered in the name of the non-individual registered Shareholders, including Hong Kong Securities Clearing Company Nominees Limited, other nominees, trustees or other organizations and groups will be treated as being held by non-resident enterprise Shareholders and therefore will be subject to the withholding and paying of the enterprise income tax by the Company.

Should any holders of H Shares have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in the PRC, Hong Kong and/or other countries (regions) on the possession and disposal of the H Shares. Shareholders of the Company should read the information herein carefully. If anyone would like to change the identity of Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will withhold the enterprise income tax in strict compliance with the relevant laws or regulations and strictly based on what has been registered on the Company's H Shares register of members as at the Dividend Entitlement Date. The Company will disregard and assume no liabilities for any requests or claims in relation to any delay or inaccuracy in ascertaining the identities of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax.

The H Shares register of members of the Company will be closed for the purpose of determining H Shares Shareholders' entitlement to the Final Dividend from 6 June 2024 (Thursday) to 12 June 2024 (Wednesday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 June 2024 (Wednesday).

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the "**Receiving Agent**") to receive the Final Dividend distributed by the Company in respect of H Shares for and on behalf of the holders of H Shares. The Receiving Agent is a trustee company registered under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The cheques for the Company's Final Dividend of H Shares will be issued by the Receiving Agent, and will be sent by ordinary mail on or around 11 July 2024 (Thursday) ("**Dividend Payment Date**") to holders of H Shares at their own risks.

Distribution of dividends to investors of Southbound Trading

According to relevant requirements in the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), individual income tax (tax rate of 20%) shall be deducted by H Share companies from dividends received from investments in H Shares listed in the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect by individual investors and securities investment funds from Mainland China (excluding enterprise investors from Mainland China, which shall be declared by themselves). An agreement has been entered into between the Company and the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, respectively, regarding the dividend distribution arrangements to the H Share investors of the Company through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominal holders of H Shares under Southbound Trading Link, will receive cash dividend declared by the Company and distribute them to relevant the investors under Southbound Trading Link through its registration and settlement system. Cash dividend received by the investors under Southbound Trading Link shall be settled in RMB. The Dividend Entitlement Date, cash dividend payment date and other time arrangements for the investors under Southbound Trading Link shall be in line with that of Shareholders of H Shares of the Company. Shareholders are advised that the aforesaid arrangements are not applicable in relation to the time and arrangements for distribution of the Final Dividend in respect of A Shares of the Company, which however will be published in a separate announcement at SSE by the Company.

III. CHANGE OF DOMESTIC AND INTERNATIONAL AUDITORS

As ordinary resolutions Nos. 9 and 10 in relation to the appointment of the domestic and international auditors of the Company, respectively, were duly passed by the Shareholders at the 2023 AGM, the Board hereby announces that:

1. Shu Lun Pan CPAs has been appointed as the domestic auditor of the Company in place of the retiring auditor, ShineWing; and
2. PwC has been appointed as the international auditor of the Company in place of the retiring auditor, EY.

The Board would like to take this opportunity to extend its welcome to Shu Lun Pan CPAs and PwC on their appointments as the domestic and international auditors of the Company.

In addition, each of ShineWing and EY has provided written confirmation respectively to the Company that there are no matters relating to their resignations that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between ShineWing and EY and the Company and there are no other matters in respect of the change of domestic and international auditors which should be brought to the attention of the Shareholders.

The Board would also like to take this opportunity to express its sincere gratitude to ShineWing and EY for the professional services and support provided to the Company in the past.

By Order of the Board
Sichuan Expressway Company Limited*
Yao Jiancheng
Joint Company Secretary

Chengdu, Sichuan Province, the PRC
23 May 2024

As at the date of this announcement, the Board comprises Mr. Luo Zuyi (Chairman), Mr. You Zhiming (Vice Chairman) and Madam Ma Yonghan as executive Directors, Mr. Wu Xinhua (Vice Chairman), Mr. Li Chengyong and Mr. Chen Chaoxiong as non-executive Directors, Mr. Yu Haizong, Madam Bu Danlu, Mr. Zhang Qinghua and Mr. Zhou Hua as independent non-executive Directors.

* *For identification purposes only*