



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 8 DECEMBER 2021

I/We, ^(Note 1) _____ of _____
(address) _____

being the holder(s) of _____ A/H shares ^(Note 2) of
RMB1.00 each in the share capital of Sichuan Expressway Company Limited* (the "Company"), hereby appoint **THE CHAIRMAN
OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY** (the "EGM") or ^(Note 3) _____ of
(address) _____

as my/our proxy(ies) to attend on my/our behalf at the EGM (or at any adjournment thereof) to be held at Room 420, 4th Floor,
252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (the "PRC") at 2:30 p.m. on 8 December 2021
(Wednesday), to vote for me/us and in my/our name(s) as indicated below in respect of the following resolution(s) and other matters
required to be dealt with at the EGM.

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
To consider and approve the following resolutions by way of open ballot and non-cumulative voting ^(Note 5) :				
1.	THAT all matters and actions necessary for the General Construction Contract dated 20 October 2021 entered into between the Project Company and Road & Bridge International and the transaction contemplated thereunder be and are hereby approved, and the management of the Company be and are hereby authorized to deal with, at their sole and absolute discretion, all the relevant matters in relation to the General Construction Contract, including, but not limited to, amending, supplementing, signing, submitting, presenting and executing all agreements and documents relating to the General Construction Contract.			
2.	To consider and approve the remuneration package for Mr. Liu Changsong for his directorship as: he will not receive remuneration from the Company for his directorship.			
To consider and approve the following resolution by way of open ballot and cumulative voting ^(Note 5) :				
3.	To elect and appoint Mr. Liu Changsong as a non-executive Director of the seventh session of the Board of the Company, with a term of office commencing on the date of the consideration and approval at the EGM and ending on the expiry of the term of the seventh session of the Board. At the expiry of such term of office, the term is renewable upon re-election.			

Date: _____

Signature(s) ^(Note 6): _____

Notes:

1. Please insert your full name(s) (both in Chinese and English) and address in **BLOCK CAPITALS** in the space provided.
2. Please insert the number and class of shares of the Company (the “**Shares**”) to which this form of proxy relates in the space provided and delete as appropriate. If a number is inserted, this form of proxy will be deemed to relate only to those Shares. If not, this form of proxy will be deemed to relate to all the Shares registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the Chairman of the EGM is preferred, strike out “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY (the “EGM”)** or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the EGM on your behalf, such proxy shall produce his/her own identity proof.
4. If you wish to vote for a resolution, place a tick “✓” in the column marked “**FOR**”. If you wish to vote against a resolution, place a tick “✓” in the column marked “**AGAINST**”. If you would like to abstain, please place a tick “✓” in the column marked “**ABSTENTION**”. As regards the H Shares, for a resolution, if and only if the shareholder and/or his/her proxy indicates his/her vote(s) as “For” or “Against” or “Abstain”, the number of his/her vote(s) cast will be included in the number of valid votes, if the shareholder and/or his/her proxy does not indicate his/her vote(s) as “For” or “Against” or “Abstain”, the number of his/her vote(s) cast will not be included in the number of valid votes. If no indication is given, the proxy will vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. Pursuant to the Articles of Association of the Company and the Listing Rules, the Chairman of the EGM will demand a poll in relation to all the resolution(s) proposed at the EGM. In particular, the above resolution No. 3 shall be voted on by way of open ballot and cumulative voting. The number of votes cast by each Shareholder (i.e. the sum of affirmative votes, dissenting votes and abstention votes) shall not exceed the total votes he/she holds respectively in relation to the above resolution. Otherwise, the ballot will be deemed invalid votes. As regards the H Shares, for a resolution, if and only if the shareholder and/or his/her proxy indicates his/her vote(s) as “For” or “Against” or “Abstain”, the number of his/her vote(s) cast will be included in the number of valid votes, if the shareholder and/or his/her proxy does not indicate his/her vote(s) as “For” or “Against” or “Abstain”, the number of his/her vote(s) cast will not be included in the number of valid votes. If no indication is given, the proxy will vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
6. The form of proxy must be signed by you or your attorney duly authorized in writing. Corporations must execute this form of proxy under seal or by an attorney or by a duly authorised officer. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution. If a legal representative is appointed to attend the EGM, such legal representative shall produce his/her own identity proof and a certified true copy of the written authorisation of the corporation appointing the legal representative.
7. If this form of proxy is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited in the manner as mentioned in paragraph 8 below.
8. In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed must be lodged with the Company’s H Share Registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of H Shares) not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the EGM should you so wish.
10. In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but should more than one of such joint registered holders be present at the EGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

* *For identification purposes only*