



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 1 FEBRUARY 2024

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, act and vote for me/us and 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 at 3:00 p.m. on Thursday, 1 February 2024, 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 (or at any adjournment thereof).

	SPECIAL RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTENTION ^(Note 5)
To consider and approve the following resolution by way of open ballot and non-cumulative voting at on-site meeting				
1.	To consider and approve the proposed amendments to the Articles of Association of the Company set out in the circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Articles of Association of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.			

ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTENTION ^(Note 5)
To consider and approve the following resolutions by way of open ballot and non-cumulative voting at on-site meeting			
2.	To consider and approve the proposed amendments to the Working Rules for Independent Directors of the Company set out in the circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Working Rules for Independent Directors of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.		
3.	To consider and approve the proposed amendments to the Rules of Procedure for the Board Meetings of the Company set out in the circular of the Company dated 12 January 2024; and to authorize the Board and/or any one of the Directors to deal with, on behalf of the Company, all the relevant applications, approvals, registrations, filings and other relevant procedures and issues arising from the amendments to the Rules of Procedure for the Board Meetings of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulatory authorities.		

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTENTION ^(Note 5)
4.	THAT: The signing, performance and implementation of the Framework Agreement for Construction Works and Related Services and the proposed annual cap for the year ending 31 December 2024 as set out in the circular be and are hereby considered, recognized, confirmed and approved; and any one of the Directors of the Company be and are hereby authorized to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Framework Agreement for Construction Works and Related Services; any member of the Group (including those newly established or invested through equity acquisition or other organizations) be and are hereby approved to, in its absolute discretion deemed appropriate or expedient and in the interests of the Company and the Shareholders as a whole and based on the actual work needs, to negotiate, develop, execute, amend, supplement and perform all documents in connection with the Framework Agreement for Construction Works and Related Services (including but not limited to the specific agreement contemplated under the Framework Agreement for Construction Works and Related Services) with any member of Shudao Investment Group (including those newly established or invested through equity acquisition or other organizations) and proceed with all things and actions necessary for executing and implementing the Framework Agreement for Construction Works and Related Services.			
5.	To consider and approve that the fixed remuneration for Mr. Zhou Hua shall be RMB80,000 per year (tax included).			
ORDINARY RESOLUTION		Please fill in the number of votes in the table below		
To consider and approve the following resolution by way of open ballot and cumulative voting at on-site meeting ^(Note 4)				
6.	To elect and appoint Mr. Zhou Hua as an independent non-executive Director of the eighth session of the Board for a term commencing from the date of the consideration and approval at the EGM until the date of expiry of the term of office of the eighth session of the Board.			

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. In respect of the above resolution No. 6 in connection with election of independent Directors of the Company voted on by way of open ballot and cumulative voting at on-site meeting, 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/it holds respectively in relation to the above resolutions. Otherwise, the ballot will be deemed invalid votes. For H Shares, the number of those Shares will be included in the total number of votes for the resolution(s) concerned only when the Shareholder and/or his/her proxy accurately votes for, against or abstain from a resolution; the number of those Shares will not be included in the total number of votes for the resolution(s) concerned if the Shareholder and/or his/her/its proxy does not indicate his/her/its vote for, against and to abstain from a resolution. If no indication is given, the proxy will vote at his/her/its own discretion. The proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the EGM other than those referred to in the notice of the EGM.
5. In respect of resolutions Nos. 1–5, 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 for any resolutions, please place a tick “✓” in the column marked “**ABSTENTION**”. For H Shares, the number of those Shares will be included in the total number of votes for the resolution(s) concerned only when the Shareholder and/or his/her/its proxy accurately votes for, against or abstain from a resolution; the number of those Shares will not be included in the total number of votes for the resolution(s) concerned if the Shareholder and/or his/her/its proxy does not indicate his/her/its vote for, against and to abstain from a resolution. If no indication is given, the proxy will vote at his/her own discretion. Your proxy will also be entitled to vote at his/her/its 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 authorised 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 form executed by the corporation or institution shall be made in accordance with the requirements of 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/its 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, Computershare Hong Kong Investor Services 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/it 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*