



# 四川成渝高速公路股份有限公司

## Sichuan Expressway Company Limited

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

(Stock Code: 107)

### Proxy Form for Attendance of Holders of H Shares at the Annual General Meeting

I/We<sup>(1)</sup> \_\_\_\_\_ at (address) am/are the registered holder(s) of H Shares of Sichuan Expressway Company Limited (the "Company"), holding \_\_\_\_\_ shares<sup>(2)</sup>. I/We hereby appoint<sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him<sup>(3)</sup> \_\_\_\_\_ at \_\_\_\_\_ or in the absence of the proxy/proxies, the Chairman of the Annual General Meeting (the "AGM") as my/our proxy/proxies for \_\_\_\_\_ H Shares<sup>(4)</sup> which I/we hold in the Company to attend and vote at the AGM to be held at the premises of the Company at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China on Thursday, 2 June 2005 at 10:00 a.m. or at any adjourned meeting thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions according to the following instructions as hereunder indicated or if no such instruction is given, as my / our proxy / proxies think fit.

Resolutions	For <sup>(5)</sup>	Against <sup>(5)</sup>	Abstention <sup>(5)</sup>
1. To consider and approve the report of the board of directors (the "Board") for the year of 2004			
2. To consider and approve the report of the Supervisory Committee for the year of 2004			
3. To consider and approve the audited financial report for the year of 2004			
4. To consider and approve the proposal of profit distribution and dividend distribution for the year of 2004			
5. To consider and approve the financial budget proposal for the year of 2005			
6. To consider and approve the re-appointment of Sichuan Jun He Accountants, the PRC, and Ernst & Young, Certified Public Accountants, Hong Kong, as the Company's domestic and international auditors respectively for the year of 2005, and to authorize the Board to fix their remuneration			
7. To consider and approve the resignation of Mr. Yang Xiaokun as Director of the Company;			
8. To consider and approve the appointment of Mr. Gao Chun as Executive Director of the Company and to authorize the Board to fix their remuneration;			
9. To consider and approve the resignation of Mr. Chen Zhiqian as Supervisor of the Company;			
10. To consider and approve the appointment of Mr. Feng Bing as Supervisor of the Company;			
11. To consider and approve the service agreements of Directors and authorize the Board to make any necessary amendments to such service agreements prior to the execution thereto and authorize any Executive Director to sign the said service agreements on behalf of the Company;			
12. To consider and approve the special resolution.			

Date: \_\_\_\_\_ 2005

Signature: \_\_\_\_\_<sup>(6)</sup>

Notes:

- Please insert full name(s) and address(es) as shown in the register of shareholder in block letters.
- Please insert the total number of shares registered in your name(s).
- Please insert the name(s) and address(es) of proxy/proxies. In case no name(s) and address(es) are inserted, the Chairman of the meeting will be your proxy. The proxy/proxies need(s) not be shareholder(s) of the Company. However, the proxy/proxies should attend the meeting on your behalf in person.
- Please insert clearly the number of shares registered in your name(s) which are related to the Proxy Form. In case no number is inserted, the proxy/proxies will be deemed to act on behalf of all shares registered in your name(s).
- Please note that if you would like to vote for a resolution, please put a tick in the "For" column. If you would like to vote against a resolution, please put a tick in the "Against" column. If you would like to abstain, please put a tick in the "Abstention" column. A ballot will not be considered as valid during the process of enumeration for the resolution(s) concerned if the voter has given up the right to vote or has voted for abstention. If you would like to vote in respect of some of the H Shares represented by the proxy/proxies appointed, please insert the number of shares instead of a tick. If no tick or a number of shares is put in any column, the proxy/proxies is/are authorized to vote at his/her/their discretion.
- The Proxy Form must be signed by you or your proxy/proxies duly authorized in writing. If the shareholder is a body corporate or a corporation, the Proxy Form shall bear the seal of the body corporate or corporation, or duly signed by the director(s) or duly authorized attorney in writing of such body corporate or corporation.
- The Proxy Form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the principal, a notarially certified copy of that power of attorney or authority, shall be deposited at the Company's H Shares Registrar, Hong Kong Registrars Limited, 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for the passing of the resolutions in order for such documents to be valid.