



**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 ANNUAL GENERAL MEETING**  
**TO BE HELD ON 5 JUNE 2018**

I/We, <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
 (address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ A/H shares <sup>(Note 2)</sup> of RMB1.00 each in the share capital of Sichuan Expressway Company Limited\* (the “**Company**”), hereby appoint THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY (the “**AGM**”) or <sup>(Note 3)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_

as my/our proxy(ies) to attend on my/our behalf at the AGM (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 3:00 p.m. on 5 June 2018 (Tuesday), 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 AGM.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To consider and approve the proposed profit appropriations and dividend distribution plan of the Company for the year ended 31 December 2017;			
2.	To consider and approve the work report of the board (the “ <b>Board</b> ”) of directors (the “ <b>Directors</b> ”) of the Company for the year ended 31 December 2017;			
3.	To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2017;			
4.	To consider and approve the duty performance report of independent non-executive Directors for the year 2017;			
5.	To consider and approve the audited financial report of the Company for the year ended 31 December 2017;			
6.	To consider and approve the Company's financial budget proposal for the year 2018;			
7.	To consider and approve the re-appointment of Shinewing Certified Public Accountants as the PRC auditor of the Company for the year 2018 and to authorize the Board to fix the remuneration thereof;			
8.	To consider and approve the re-appointment of Ernst & Young Certified Public Accountants as the international auditor of the Company for the year 2018 and to authorize the Board to fix the remuneration thereof;			
9.	To consider and approve the special self-inspection report of the real estate business of the Company;			
10.	To consider and approve the letter of undertaking on relevant matters of the real estate business of the Company.			

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

Signature(s): \_\_\_\_\_ <sup>(Note 5)</sup>

*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 AGM is preferred, strike out “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY (the “AGM”) 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 AGM 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”, then 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”, then 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 AGM other than those referred to in the notice convening the AGM.
5. 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 AGM, 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.
6. 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 7 below.
7. 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 AGM or any adjournment thereof.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM should you so wish.
9. In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, 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 AGM, 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*