



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 26 JULY 2016**

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 26 July 2016 (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 EGM (or at any adjournment thereof).

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTENTION
To consider and approve the following resolutions by way of open ballot and cumulative voting at on-site meeting ^(Note 4) :		Please fill in the number of votes in the table below		
1.01	The re-election and appointment of Mr. Zhou Liming to be an executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.02	The re-election and appointment of Mr. Gan Yongyi to be an executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.03	The election and appointment of Mr. Zheng Haijun to be a non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.04	The re-election and appointment of Mr. Tang Yong to be a non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.05	The re-election and appointment of Mr. Huang Bin to be a non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.06	The re-election and appointment of Mr. Wang Shuanming to be a non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
1.07	The election and appointment of Mr. Luo Maoquan to be an executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTENTION
1.08	The re-election and appointment of Mr. Ni Shilin to be a non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
2.01	The re-election and appointment of Mr. Sun Huibi to be an independent non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination of the Shanghai Stock Exchange without objection therefrom);			
2.02	The re-election and appointment of Mr. Guo Yuanxi to be an independent non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination of the Shanghai Stock Exchange without objection therefrom);			
2.03	The re-election and appointment of Mr. Yu Haizong to be an independent non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination of the Shanghai Stock Exchange without objection therefrom);			
2.04	The election and appointment of Madam Liu Lina to be an independent non-executive Director of the sixth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination of the Shanghai Stock Exchange without objection therefrom);			
3.01	The re-election and appointment of Mr. Feng Bing to be a Supervisor of the sixth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
3.02	The re-election and appointment of Mr. Dan Yong to be a Supervisor of the sixth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
3.03	The re-election and appointment of Mr. Ouyang Huajie to be a Supervisor of the sixth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
3.04	The election and appointment of Mr. Meng Jie to be a Supervisor of the sixth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
To consider and approve the following resolutions by way of open ballot at on-site meeting ^(Note 5) :				
4.	To consider and approve the proposed remunerations scheme for Mr. Zhou Liming as follows: he shall not receive any remuneration for his position as an executive Director of the Company;			
5.	To consider and approve the proposed remunerations scheme for Mr. Gan Yongyi and Mr. Luo Maoquan as follows: the remuneration shall include fixed wages (including basic salary, and salaries determined by the position and period of service), performance incentive bonus and the welfare (statutory welfare and corporate welfare), which shall be determined by the Board in accordance with the authorization granted by the general meeting based on the standards of the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government and the Company and with reference to the opinion of the Remuneration and Appraisal Committee;			

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTENTION
6.	To consider and approve the proposed remunerations scheme for Mr. Zheng Haijun, Mr. Tang Yong, Mr. Huang Bin, Mr. Wang Shuanming and Mr. Ni Shilin as follows: they shall not receive any remuneration for their position as non-executive Directors of the Company;			
7.	To consider and approve the proposed remunerations scheme for Mr. Sun Huibi, Mr. Guo Yuanxi, Mr. Yu Haizong and Madam Liu Lina as follows: the fixed remunerations shall be RMB80,000 per year (tax included);			
8.	To consider and approve the proposed remunerations scheme for Mr. Feng Bing as follows: remuneration shall be calculated, approved and distributed in accordance with the remuneration and welfare policy of the Company as a result of his management position in the Company (other than his position as a Supervisor of the Company). Pursuant to the remuneration and welfare policy of the Company, and on the principle of “position-based and performance-linked” remuneration, the remunerations of employees are comprised of fixed wages (including basic salary, and salaries determined by the position and period of service), performance incentive bonus and the welfare (statutory welfare and corporate welfare), which shall be implemented separately based on the standards of the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government and the Company;			
9.	To consider and approve the proposed remunerations scheme for Mr. Dan Yong, Mr. Ouyang Huajie and Mr. Meng Jie as follows: they shall not receive any remuneration for their position as Supervisors of the Company;			
10.	To consider and approve the remunerations scheme for the staff Supervisors of the sixth session of the Supervisory Committee as follows: remuneration shall be calculated, approved and distributed in accordance with the remuneration and welfare policy of the Company as a result of their other positions in the Company than the position as Supervisors of the Company. Pursuant to the remuneration and welfare policy of the Company, and on the principle of “position-based and performance-linked” remuneration, the remunerations of employees are comprised of fixed wages (including basic salary, and salaries determined by the position and period of service), performance incentive bonus and the welfare (statutory welfare and corporate welfare), which shall be implemented separately based on the standards of the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government and the Company; and			
11.	To consider and approve the service contracts of Directors and Supervisors and other related documents, and authorize the Board to confirm the necessary revisions to such documents before finalization, and to authorize any one executive Director to execute the service contracts of Directors and Supervisors and other related documents on behalf of the Company, and handle all the other necessary related matters.			

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 resolutions Nos. 1.01–1.08, Nos. 2.01–2.04 and Nos. 3.01–3.04 voted on by way of open ballot and cumulative voting at on-site meeting, each shareholder shall cast his/her ballot in the following way:
 - (i) with regard to resolutions Nos. 1.01–1.08 in connection with election of non-independent Directors of the Company, the total number of votes held by each Shareholder shall equal the product of the number of his/her Shares held multiplied by the number of non-independent Directors to be elected (8). The Shareholder has the right to cast all his/her votes to any one candidate in resolutions Nos. 1.01–1.08, or to allocate his/her votes to several candidates;
 - (ii) with regard to resolutions Nos. 2.01–2.04 in connection with election of independent Directors of the Company, the total number of votes held by each Shareholder shall equal the product of the number of his/her Shares held multiplied by the number of independent Directors to be elected (4). The Shareholder has the right to cast all his/her votes to any one candidate in resolutions Nos. 2.01–2.04, or to allocate his/her votes to several candidates;
 - (iii) with regard to resolutions Nos. 3.01–3.04 in connection with election of Supervisors of the Company, the total number of votes held by each Shareholder shall equal the product of the number of his/her Shares held multiplied by the number of Supervisors to be elected (4). The Shareholder has the right to cast all his/her votes to any one candidate in resolutions Nos. 3.01–3.04, or to allocate his/her votes to several candidates;

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 (i)–(iii) 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 proxy does not indicate his/her vote for, against and to abstain from a resolution. If no indication is given, the proxy will vote at his/her own discretion. The 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 of the EGM.

5. In respect of resolutions Nos. 4–11, 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 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 proxy does not indicate his/her 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 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 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 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 Shops 1712–1716, 17th 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