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: 00107)

Proxy Form for the Annual General Meeting

I/We *(Note 1)* _____ at _____ _____ (address) being the registered holder(s) of _____ H shares/domestic shares *(Note 2)* of Sichuan Expressway Company Limited (the "Company"). I/We hereby appoint *(Note 3)* _____ of _____ or failing him *(Note 3)* _____ of _____ 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 /domestic shares *(Note 4)* which I/We hold in the share capital of the Company to attend 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 Wednesday, 15 April 2009 at 11:00 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.

Ordinary Resolutions	For *(Note 5)*	Against *(Note 5)*	Abstention *(Note 5)*
1. To consider and approve the financial budget implementation report for the year of 2008.			
2. To consider and approve the proposal of profit distribution for the year of 2008.			
3. To consider and approve the proposal of cash dividends distribution for the three years upon A Share Issue.			
4. To consider and approve the audited financial report for the year of 2008.			
5. To consider and approve the report of the board of directors for the year of 2008.			
6. To consider and approve the report of the supervisory committee for the year of 2008.			
7. To consider and approve the financial budget proposal for the year of 2009.			
8. To consider and approve the re-appointment of Sichuan Jun He Accountants and Ernst & Young Certified Public Accountants, as the Company's domestic and international auditors respectively for the year of 2009, and to authorize the board of directors to fix their remunerations.			

Date: _____ 2009 Signature: _____ *(Note 6)*

Notes:

1. Please insert full name(s) and address(es) as shown in the register of shareholders in block letters.
2. Please insert the total number of shares of the Company registered in your name(s).
3. 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 AGM will be your proxy. The proxy/proxies need(s) not to be shareholder(s) of the Company. However, the proxy/proxies should attend the meeting on your behalf in person.
4. 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).
5. Please note that if you would like to vote for a resolution, please put a ✓ in the "For" column. If you would like to vote against a resolution, please put a ✓ in the "Against" column. If you would like to abstain, please put a ✓ 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 shares of the Company represented by the proxy(proxies) appointed, please insert the number of shares instead of a ✓. If no ✓ or a number of shares is put in any column, the proxy/proxies is/are authorized to vote at his/her/their discretion.
6. 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.
7. 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 share registrar, Hong Kong Registrars Limited, at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holder of H shares of the Company), or the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (for the holder of domestic shares of the Company), 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.

* *For identification purposes only*