



# 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 18 NOVEMBER 2022

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 EXTRAORDINARY GENERAL MEETING OF THE COMPANY (the “EGM”)** or <sup>(Note 3)</sup> \_\_\_\_\_  
\_\_\_\_\_ 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 Friday, 18 November 2022, 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 non-cumulative voting at on-site meeting <sup>(Note 5)</sup> :				
1.	To consider and approve that Mr. Gan Yongyi shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.			
2.	To consider and approve that Mr. Li Wenhui shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.			
3.	To consider and approve that Madam Ma Yonghan shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.			
4.	To consider and approve that Mr. You Zhiming shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.			
5.	To consider and approve that Madam Xue Min shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.			
6.	To consider and approve that Mr. Wu Xinhua shall not receive any remuneration for his position as a non-executive Director of the Company.			
7.	To consider and approve that Mr. Li Chengyong shall not receive any remuneration for his position as a non-executive Director of the Company.			
8.	To consider and approve that Mr. Chen Chaoxiong shall not receive any remuneration for his position as a non-executive Director of the Company.			

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTENTION
9.	To consider and approve that the fixed remuneration for Mr. Yu Haizong shall be RMB80,000 per year (tax included).			
10.	To consider and approve that the fixed remuneration for Mr. Yan Qixiang shall be RMB80,000 per year (tax included).			
11.	To consider and approve that the fixed remuneration for Madam Bu Danlu shall be RMB80,000 per year (tax included).			
12.	To consider and approve that the fixed remuneration for Mr. Zhang Qinghua shall be RMB80,000 per year (tax included).			
13.	To consider and approve that Mr. Luo Maoquan shall receive remuneration from the Company not for his position as a Supervisor but for his management position in the Company in accordance with the unified standards set by the government and the Company.			
14.	To consider and approve that Mr. Ling Xiyun shall not receive any remuneration for his position as a Supervisor of the Company.			
15.	To consider and approve that Mr. Wang Yao shall not receive any remuneration for his position as a Supervisor of the Company.			
16.	To consider and approve that Madam Gao Ying shall not receive any remuneration for her position as a Supervisor of the Company.			
17.	To consider and approve that the proposed remunerations for the staff representative Supervisors of the eighth session of the Supervisory Committee is that they shall receive remuneration from the Company not for their positions as Supervisors but for their management positions in the Company in accordance with the unified standards set by the government and the Company.			
To consider and approve the following resolutions by way of open ballot and cumulative voting at on-site meeting <sup>(Note 4)</sup> :		Please fill in the number of votes in the table below		
18.01.	The re-election and appointment of Mr. Gan Yongyi to be an executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.02.	The re-election and appointment of Mr. Li Wenhua to be an executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.03.	The re-election and appointment of Madam Ma Yonghan to be an executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.04.	The re-election and appointment of Mr. You Zhiming to be an executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.05.	The re-election and appointment of Madam Xue Min to be an executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.06.	The election and appointment of Mr. Wu Xinhua to be a non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.07.	The re-election and appointment of Mr. Li Chengyong to be a non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM;			
18.08.	The re-election and appointment of Mr. Chen Chaoxiong to be a non-executive Director of the eighth 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
19.01.	The re-election and appointment of Mr. Yu Haizong to be an independent non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination by the SSE without objection therefrom);			
19.02.	The re-election and appointment of Mr. Yan Qixiang to be an independent non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination by the SSE without objection therefrom);			
19.03.	The re-election and appointment of Madam Bu Danlu to be an independent non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination by the SSE without objection therefrom);			
19.04.	The re-election and appointment of Mr. Zhang Qinghua to be an independent non-executive Director of the eighth session of the Board for a term of three (3) years commencing from the date of approval at the EGM (subject to the examination by the SSE without objection therefrom);			
20.01.	The re-election and appointment of Mr. Luo Maoquan to be a Supervisor of the eighth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
20.02.	The re-election and appointment of Mr. Ling Xiyun to be a Supervisor of the eighth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
20.03.	The re-election and appointment of Mr. Wang Yao to be a Supervisor of the eighth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			
20.04.	The re-election and appointment of Madam Gao Ying to be a Supervisor of the eighth session of the Supervisory Committee for a term of three (3) years commencing from the date of approval at the EGM;			

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

Signature(s) <sup>(Note 6)</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 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. 18.01–18.08, Nos. 19.01–19.04 and Nos. 20.01–20.04 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. 18.01–18.08 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. 18.01–18.08, or to allocate his/her votes to several candidates;
  - (ii) with regard to resolutions Nos. 19.01–19.04 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. 19.01–19.04, or to allocate his/her votes to several candidates;
  - (iii) with regard to resolutions Nos. 20.01–20.04 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. 20.01–20.04, 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/it 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/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. 1–17, 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