



# Chengdu Expressway Co., Ltd.

## 成都高速公路股份有限公司

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

(Stock Code: 01785)

### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of Chengdu Expressway Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_ <sup>(Note 4)</sup>  
of (address) \_\_\_\_\_  
as my/our proxy(ies) to attend the extraordinary general meeting of the Company to be held at the meeting room of Chengdu Expressway Co., Ltd., 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the People's Republic of China (the "PRC") at 10:00 a.m. on Friday, 7 August 2020 (the "EGM") or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of the EGM (the "Notice") as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the Share Transfer Agreement entered into between the Company and Chengdu Communications Investment Group Co., Ltd. (成都交通投資集團有限公司) ("Chengdu Communications") on 25 May 2020 and the transactions contemplated thereunder, details of which are set in the Notice.			
2.	To consider and approve the Supplemental Agreement to the Non-competition Agreement entered into between the Company and Chengdu Communications on 25 May 2020.			
SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
3.	To consider and approve the proposed amendments to the articles of association of the Company, details of which are set out in the circular of the Company dated 10 July 2020.			

Date: \_\_\_\_\_ 2020 Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) (in English or Chinese) and address(es) as registered in the register of members of the Company in **block letters**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If you wish to abstain from voting, please put a tick in the box marked "ABSTAIN" or insert the number of shares held by you.** The shares so abstained will be counted in the calculation of the required majority. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, for holders of H shares of the Company, the form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM. For holders of domestic shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Board Office of the Company in the PRC at 9th Floor, Chengnan Tianfu Building, No. 66 Shenghe 1st Road, High-Tech Zone, Chengdu, Sichuan Province, the PRC, 610041, not less than 24 hours before the time appointed for holding the EGM.
- In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM either in person or by proxy in respect of such shares.
- The EGM is expected to be held for less than half a day. Shareholders and their proxies who attend the EGM shall arrange for their own transportation and accommodation at their own expenses. Shareholders shall produce their identity documents when attending the EGM.