



# 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)

### REVISED FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which this revised  
form of proxy relates (Note 1)

I/We (Note 2) \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares (Note 3) of RMB1.00 each in the share capital of  
Chengdu Expressway Co., Ltd. (the "Company"), **HEREBY APPOINT** the Chairman of the meeting or \_\_\_\_\_ (Note 4)  
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 Monday, 16 December 2019 (the "EGM") or any adjournment thereof and to vote at such meeting or  
at any adjournment thereof in respect of the resolution 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 RESOLUTION |  | FOR (Note 5) | AGAINST (Note 5) | ABSTAIN (Note 5) |
|---------------------|--|--------------|------------------|------------------|
| 1.                  | To consider and approve the equity transfer agreement entered into between the Company and Chengdu Expressway Construction and Development Co., Ltd. on 28 October 2019 and the transactions contemplated thereunder, details of which are set in the Notice |              |                  |                  |

Date: \_\_\_\_\_ 2019 Signature(s) (Note 6): \_\_\_\_\_

#### Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this revised form of proxy relates. If a number is inserted, this revised form of proxy will be deemed to relate only to those shares. If no number is inserted, this revised 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 revised 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 of the EGM.
- This revised 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 revised 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, this revised 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 or any adjournment thereof.
- 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.
- Important: If you have not yet lodged the original form of proxy which was sent to you together with the notice (the "Original Form of Proxy") with the Company's H share registrar and if you wish to appoint proxy/proxies to attend the EGM on your behalf, you are requested to lodge this revised form of proxy. In such case, the Original Form of Proxy should not be lodged with the Company's H share registrar.**
- Important: If you have already lodged the Original Form of Proxy with the Company's H share registrar, you should note that:**
  - If this revised form of proxy is not lodged with the Company's H share registrar before the closing time as mentioned in note 7 above or if it is incorrectly completed, the Original Form of Proxy will be treated as a valid form of proxy lodged by you if correctly completed.
  - If you have lodged this revised form of proxy with the Company's H share registrar before the closing time as mentioned in note 7 above, this revised form of proxy will revoke and supersede the Original Form of Proxy previously lodged by you provided that this revised form of proxy is correctly completed.
- 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.