

# HUAYU EXPRESSWAY GROUP LIMITED

## 華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

### Proxy Form for the annual general meeting (“Meeting”) to be held on 14 May 2015 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the registered holder(s)  
of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> (“Shares”)  
of HK\$0.01 each in Huayu Expressway Group Limited (the “Company”), hereby appoint the Chairman of the Meeting  
or \_\_\_\_\_ of \_\_\_\_\_  
to act as my/our proxy <sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 3/F, Green  
18, 18 Science Park East Avenue, Hong Kong Science Park, Hong Kong on 14 May 2015 at 11:00 a.m., or any adjournment thereof,  
for the purpose of considering and, if thought fit, the proposed resolutions as set out in the notice convening the Meeting as hereunder  
indicated, and if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and the auditors (the “Auditors”) of the Company for the year ended 31 December 2014.		
2(A).	(i) To re-elect Mr. Mai Qing Quan as an executive Director.		
	(ii) To re-elect Mr. Fu Jie Pin as an executive Director.		
2(B).	To authorise the board of Directors (“Board”) to fix the remuneration of the Directors.		
3.	To re-appoint the Auditors and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to repurchase the Shares.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the Shares.		
6.	To extend the general mandate granted to the Directors to issue Shares under resolution number 5 by the number of Shares repurchased.		

Dated the \_\_\_\_\_ 2015 Signature(s) <sup>(Notes 5, 6, 7, 8 and 9)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.