

# 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 extraordinary general meeting (“Meeting”) to be held on Thursday, 13 December 2018 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_ being the registered holder(s)  
of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> (the “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 Unit 1205, 12/F, Tower 1, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 13 December 2018 at 11:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, the proposed resolution 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 RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a) To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 23 November 2018 (“Circular”)) and the transactions contemplated thereunder which constitute a very substantial disposal (as defined under the Listing Rules) and a connected transaction (as defined under the Listing Rules) to the Company; and		
(b) To authorise any one director and/or the company secretary of the Company to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Agreement and the transactions contemplated thereunder which constitute a very substantial disposal (as defined under the Listing Rules) and a connected transaction (as defined under the Listing Rules) to the Company.		

Dated the \_\_\_\_\_ 2018

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 resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolution, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of all resolution; 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/her discretion. A proxy will also be entitled to vote at his/her 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 of the Company, or his/her attorney duly authorised in writing, or if the shareholder of the Company 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 office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting i.e. 11 December 2018 11:00 a.m. or 48 hours before 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.