

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 to be held on Friday, 11 June 2021 at 11:30 a.m.
(or any adjournment thereof)**

I/We, ^(Note 1) _____
of _____ being the registered holder(s)
of _____ share(s) ^(Note 2) (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 ^(Note 3) to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Unit 1205, 12/F, Tower 1, Lippo Centre, 89 Queensway, Hong Kong, on Friday, 11 June 2021 at 11:30 a.m. or its adjournment in respect of the resolutions set out in the notice convening the Meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS*	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, confirm and ratify the Equity Transfer Agreement and the transactions contemplated thereunder (as defined in the circular of the Company dated 30 April 2021).		
2.	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 he/they consider necessary or expedient to effect and implement the Equity Transfer Agreement and the transactions contemplated thereunder.		
3.	To approve, confirm and ratify the Loan Agreement and the transactions contemplated thereunder (as defined in the circular of the Company dated 30 April 2021).		
4.	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 he/they consider necessary or expedient to effect and implement the Loan Agreement and the transactions contemplated thereunder.		

Signature ^(Notes 5) _____

Dated this day _____ of _____ 2021

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) of the proxy desired shall be inserted in **BLOCK CAPITALS**. If no name is inserted, the Chairman of the Meeting will act as your proxy. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form. You are entitled to appoint a proxy of your own choice. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting (including amendments to resolutions which may be properly put to the Meeting).
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- 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 certified copy of such power or authority must be deposited at the office of the Company's Hong Kong branch share registrar (the "Hong Kong Branch Share Registrar"), Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- In the case of joint holders of any share, any one of such persons may vote at the above Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names in the register of members of the Company in respect of such share.
- The above description of the proposed ordinary resolutions is by way of summary only. Details and definitions of the Equity Transfer Agreement and the Loan Agreement are set out in the Company's circular dated 30 April 2021.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the resolution proposed in the Notice shall be decided by poll at the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO"). Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Company/Hong Kong Branch Share Registrar at the above address.