

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)

Form of proxy for the extraordinary general meeting (“EGM”) of Huayu Expressway Group Limited (“Company”) to be held at 11:00 a.m. on 15 July 2011 at Harbour Room, Orrick, Herrington & Sutcliffe, 43/F, Gloucester Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong

I(We)^(Note 1) _____
of _____
being the holder(s) of _____ shares^(Note 2) of HK\$0.01 each (“Share”) of the Company, hereby appointed the Chairman of the extraordinary general meeting of the Company (the “Meeting”) or _____ of _____
to act as my/our proxy^(Note 3) at the Meeting to be held 11:00 a.m. on 15 July 2011 at Harbour Room, Orrick, Herrington & Sutcliffe, 43/F, Gloucester Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

Ordinary Resolutions:—		For ^(Note 4)	Against ^(Note 4)
1.	(a) To approve, confirm and ratify the Share Purchase Agreement (as defined in the circular of the Company dated 24 June 2011 (“Circular”)) and the connected transaction contemplated thereunder; and		
	(b) To approve and 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 Share Purchase Agreement and the connected transaction contemplated thereunder.		
2.	To approve the grant of a specific mandate for the allotment and issue of the Consideration Shares (as defined in the Circular), conditional upon the passing of ordinary resolution 1, and the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares (as defined in the Circular).		
3.	To approve the grant of a specific mandate to the directors of the Company to issue, allot and otherwise deal with additional shares of the Company, conditional upon the passing of ordinary resolution 1, in the manner as set out in ordinary resolution 3 in the notice convening the EGM.		

Date: _____ 2011

Signature: _____ ^(Note 5)

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- 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.
- Important: If you wish to vote FOR any resolution, please indicate with a “✓” in the appropriate space under “For”. If you wish to vote AGAINST any resolution, please indicate with a “✓” in the appropriate space under “Against”. In the absence of any such indication, the proxy will vote or abstain at his discretion.**
- This proxy form shall be signed under the hand of the appointer or his attorney duly authorised in writing. If this appointer is a legal person, this form shall be signed under seal or under the hand of a director or attorney duly authorised.
- An ordinary resolution shall be passed by an affirmative vote of more than half of the Company’s total voting shares held by shareholders present at the EGM (including proxies).
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or in proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the Register of Shareholders in respect of the joint holding.
- This proxy form together with the power of attorney or other authorisation document(s) which is signed or have been notarised, shall be delivered, to Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time for holding the EGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.