



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 737)

Form of proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____ of _____
_____ being the registered holder(s) of² _____

Ordinary Shares of HK\$0.10 each of the above-named Company, HEREBY APPOINT³ _____
of _____ or failing him _____

of _____ or failing him,
the Chairman of the meeting as my/our proxy, to act for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on Monday, the 18th day of October, 2004 at 10:00 a.m. and at such meeting (or at any adjournment thereof) in the event of a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	For ⁴	Against ⁴
1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 30th June, 2004.		
2. To declare a final dividend.		
3. EITHER (1) To re-elect Sir Gordon Ying Sheung WU, Mr. Eddie Ping Chang HO, Mr. Thomas Jefferson WU and Mr. Alan Chi Hung CHAN as Directors. OR (2) (a) To re-elect Sir Gordon Ying Sheung WU as Director. (b) To re-elect Mr. Eddie Ping Chang HO as Director. (c) To re-elect Mr. Thomas Jefferson WU as Director. (d) To re-elect Mr. Alan Chi Hung CHAN as Director. (3) To fix the Directors' fees.		
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and authorise the Directors to fix their remuneration.		
5. (1) To give a general mandate to the Directors to repurchase securities (Ordinary Resolution No. (1) on item 5 of Notice of Annual General Meeting). (2) To give a general mandate to the Directors to issue shares (Ordinary Resolution No. (2) on item 5 of Notice of Annual General Meeting). (3) To extend the general mandate to issue shares to cover the shares repurchased by the Company (Ordinary Resolution No. (3) on item 5 of Notice of Annual General Meeting).		
6. To approve the amendments to the Articles of Association of the Company (Special Resolution on item 6 of Notice of Annual General Meeting).		

Dated: _____

Signature⁵: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of Ordinary Shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the head office and principal place of business of the Company at Room 64-02, 64th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alterations made in this form of proxy must be initialled by the person who signs it.

* For identification only