



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(incorporated in the Cayman Islands with limited liability)

Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

Form of proxy for 2013 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 APPOINT**³ and ⁴ _____
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 Auditorium, 3/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 21 October 2013 at 10:00 a.m. and at such meeting (or at any adjournment thereof) 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.

Ordinary Resolutions		For ⁵	Against ⁵
1.	To receive and consider the audited consolidated Financial Statements and the Report of the Directors and Independent Auditor's Report for the year ended 30 June 2013.		
2.	To approve the recommended final dividend of RMB9 cents per share and special final dividend of RMB10 cents per share.		
3.	(a) (i) To re-elect Sir Gordon Ying Sheung WU as Director.		
	(ii) To re-elect Mr. Eddie Ping Chang HO as Director.		
	(iii) To re-elect Mr. Thomas Jefferson WU as Director.		
	(iv) To re-elect Mr. Alan Chi Hung CHAN as Director.		
	(b) To fix the Directors' fees.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the Directors to fix their remuneration.		
5.	(a) To give a general mandate to the Directors to repurchase shares (Ordinary Resolution No. 5(A) of the Notice of Annual General Meeting).		
	(b) To give a general mandate to the Directors to issue shares (Ordinary Resolution No. 5(B) of the Notice of Annual General Meeting).		
	(c) To extend the general mandate to issue shares to cover the shares repurchased by the Company (Ordinary Resolution No. 5(C) of the Notice of Annual General Meeting).		
6.	To approve the new share option scheme of the Company (Ordinary Resolution No. 6 of the Notice of Annual General Meeting).		

Date: _____

Signature⁶: _____

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).
- A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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 signed either under its common seal or under the hand of an officer, attorney or other person duly authorized 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 63-02, 63rd Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.
- Any alteration made in this form of proxy must be initialled by the person who signs it.

* For identification purpose only