



**安徽皖通高速公路股份有限公司**  
**ANHUI EXPRESSWAY COMPANY LIMITED**

*(incorporated in the People's Republic of China with limited liability as a joint stock limited company)*

(Stock Code: 995)

**Applicable Second Proxy Form for use at the 2015 Annual General Meeting  
Held on 20 May 2016 (Friday)**

Number of Shares related to this proxy form <sup>(Note 1)</sup>	A/H Shares*
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\* Delete the inappropriate

I/We<sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

Shareholder's account: \_\_\_\_\_ ID.No: \_\_\_\_\_

being the holder(s) of the Company's shares: \_\_\_\_\_ A Shares/ \_\_\_\_\_ H Shares

being the abovementioned shareholders, hereby appoint<sup>(Note 3)</sup> \_\_\_\_\_

ID No: \_\_\_\_\_ (of: \_\_\_\_\_ )

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on the resolutions in accordance with the instruction below and on my/our behalf at the Annual General Meeting to be convened at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the People's Republic of China at 2:30 p.m. on 20 May 2016 (Friday). In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.<sup>(Note 6)</sup>

No.	Resolutions	For/ Number of votes voting "For" <sup>(Note 4)</sup>	Against/ Number of votes voting "Against" <sup>(Note 4)</sup>	Abstain/ Number of votes voting "Abstain" <sup>(Note 4)</sup>
<b>Resolutions by way of non-cumulative voting</b>				
1.	To consider and approve the "working report of the board of directors for the year 2015" (ordinary resolution)			
2.	To consider and approve the "working report of the supervisory committee for the year 2015" (ordinary resolution)			
3.	To consider and approve the "audited financial report for the year 2015" (ordinary resolution)			
4.	To consider and approve the "profit appropriation proposal for the year 2015" (ordinary resolution)			
5.	To consider and approve the "proposal related to the appointment of the auditors for the year 2016 and to authorize the board of directors to fix their remuneration" (ordinary resolution)			
6.	To consider and approve the "proposed registration of ultra short-term financing bills with a principal amount of RMB1,000,000,000 and term of issue not exceeding 270 days" (special resolution)			
7.	To consider and approve the "resolution related to authorizing the Board of Directors to allot and issue new shares" (special resolution)			
8.	To consider and approve resolution no. 8 in relation to the amendments to the articles of association of the Company as set out in the revised notice of the Annual General Meeting (special resolution)			
<b>Resolutions by way of cumulative voting</b>				
9.00	Resolutions related to the appointment of directors (ordinary resolutions)	No. of directors to be elected: 4		
9.01	To consider and approve the "proposal related to the appointment of Mr. Qiao Chuanfu as an executive director of the Company"			

9.02	To consider and approve the “proposal related to the appointment of Mr. Xu Zhen as an executive director of the Company”			
9.03	To consider and approve the “proposal related to the appointment of Mr. Wang Xiufeng as a non-executive director of the Company”			
9.04	To consider and approve the “proposal related to the appointment of Mr. Du Jian as a non-executive director of the Company”			
10.00	Resolutions related to the appointment of supervisors (ordinary resolutions)	No. of supervisors to be elected: 2		
10.01	To consider and approve the “proposal related to the appointment of Mr. Liu Youcai as a supervisor of the Company”			
10.02	To consider and approve the “proposal related to the appointment of Mr. Jiang Yue as a supervisor of the Company”			

Date: \_\_\_\_\_, 2016

Signature<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s) relating to this second proxy form; if no number is inserted, this second proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one proxy or more to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
4. Attention: According to the Company Law and the Articles of Association of the Company, the cumulative voting system shall be adopted for election of directors and supervisors at a general meeting. Therefore, the cumulative voting system will be used for resolutions no. 9 and 10. In the election of directors under resolution no. 9, the number of votes to which each shareholder is entitled is equal to the number of votes held by him/ her multiplied by the number of director candidates, each shareholder may use his/ her vote at his/ her own discretion of which they may focus their votes and cast for a candidate on one hand, or they may vote in any combination and cast for different candidates on the other hand. After aggregating the final votes of all the shareholders, candidates with the highest number of votes will be elected in descending order of the votes obtained by them. Shareholders should pay particular attention to the number of votes they cast which cannot exceed the total number of votes they are entitled to. The excess part of their votes will be deemed invalid. The poll procedure for resolution no. 10 regarding election of supervisors is the same as the aforementioned poll procedure of resolution no. 9. The non-cumulative voting system will be adopted for resolutions no. 1-8. The votes entitled to each shareholder will be equal to the number of shares of the Company held by him/ her. Shareholders should indicate with a “√” in the appropriate space under “For”, “Against” or “Abstain”. In the absence of any such indication, the proxy will vote or abstain at his/ her discretion.
5. The second proxy form must be under the hand of you or your attorney duly authorized in that behalf. If the appointor is a corporation, this second form must be under its common seal or under the hand of any director or agent duly appointed in that behalf.
6. This second proxy form together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority or other authority, must be deposited at the H share registrar of the Company not less than 24 hours before the time appointed for the meeting.