



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)

(the "Company")

(Stock Code: 995)

**Applicable Proxy Form for use at the 2017 First Extraordinary General Meeting to be held on
16 August 2017 (Wednesday) or any adjournment thereof**

| | |
|---|-----------------|
| Number of Shares related to this proxy form^(Note 1) | A Shares |
| | H Shares |

I/We^(Note 2) _____
of _____
(Shareholder's account: _____ ID No: _____)
being the holder(s) of the Company's shares: _____ A Shares / _____ H Shares,
hereby appoint^(Note 3) _____
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 2017 First Extraordinary General Meeting of the Company 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 16 August 2017 (Wednesday) (or any adjournment thereof) (the "Meeting"). In the absence of any indication, the proxy may vote for or, against or abstain from voting the resolutions at his own discretion.^(Note 6)

| No. | Matters to be considered | For ^(Note 4) | Against ^(Note 4) | Abstain ^(Note 4) |
|-----|--|--|-----------------------------|-----------------------------|
| 1. | To determine the remuneration of the members of the Board and the supervisory committee of the Company for the eighth session, and to authorize the Board to decide on the terms of the service contracts of the Directors and supervisors. (Ordinary resolution). | | | |
| 2. | To elect the non-independent Directors of the Board of the Company for the eighth session by way of accumulated voting one by one (Ordinary resolutions) | Number of votes ^(Note 4) | | |
| | (1) To elect Mr. Qiao Chuanfu as an executive Director for the eighth Board of the Company; | | | |
| | (2) To elect Mr. Chen Dafeng as an executive Director for the eighth Board of the Company; | | | |
| | (3) To elect Mr. Xu Zhen as an executive Director for the eighth Board of the Company; | | | |
| | (4) To elect Mr. Xie Xinyu as an executive Director for the eighth Board of the Company; | | | |
| | (5) To elect Mr. Yang Xudong as a non-executive Director for the eighth Board of the Company; | | | |
| | (6) To elect Mr. Du Jian as a non-executive Director for the eighth Board of the Company. | | | |
| 3. | To elect the independent Directors of the Board of the Company for the eighth session by way of accumulated voting one by one (Ordinary resolutions) | Number of votes ^(Note 4) | | |
| | (1) To elect Mr. Kong Yat Fan as an independent non-executive Director for the eighth Board of the Company; | | | |
| | (2) To elect Mr. Jiang Jun as an independent non-executive Director for the eighth Board of the Company; | | | |
| | (3) To elect Mr. Liu Hao as an independent non-executive Director for the eighth Board of the Company. | | | |
| 4. | To elect members of the supervisory committee of the Company for the eighth session representing the Shareholders by way of accumulated voting one by one (Ordinary resolutions) | Number of votes ^(Note 4) | | |
| | (1) To elect Ms. Chen Yuping as a supervisor representing the Shareholders for the eighth supervisory committee of the Company; | | | |
| | (2) To elect Mr. Jiang Yue as a supervisor representing the Shareholders for the eighth supervisory committee of the Company. | | | |

Date: _____, 2017

Signature^(Note 5): _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) relating to this proxy form; if no number is inserted, this form of proxy 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) as registered in the register of members of the Company 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 form of proxy must be initialled by the person who signs it.
4. **Important: If you wish to vote for any resolution, please tick the appropriate box marked "For" (for resolution(s) to be passed by way of non-accumulated voting) or insert the relevant number of shares (for resolution(s) to be passed by way of accumulated voting). If you wish to vote against any resolution, please tick the appropriate box marked "Against" (for resolution(s) to be passed by way of non-accumulated voting). If you wish to abstain from voting on any resolution, please tick the appropriate box marked "Abstain" (for resolution(s) to be passed by way of non-accumulated voting). Please refer to the details of the accumulated voting method set out in the EGM Notice.** If no direction is given, your proxy may vote at his/her own discretion. The share abstained will be counted in the calculation of the required majority. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized.
6. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be lodged to the registered address of the Company at 520 Wangjiang West Road, Hefei, Anhui, the People's Republic of China (for holders of A shares) or the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) no later than 24 hours before the time appointed for the Meeting or any adjournment thereof.
7. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company and who are entitled to vote in respect of such shares, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of such shares.
8. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.