



越秀交通基建有限公司

Yuexiu Transport Infrastructure Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 01052)

Second Proxy Form for Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10
each in the capital of **Yuexiu Transport Infrastructure Limited** (“Company”) hereby appoint³ the Chairman of the meeting
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (“Meeting”) of the Company to be held on
19 May 2016 at 10:30 a.m. and at any adjournment thereof on the resolutions as hereunder summarised⁴.

| | | FOR ⁵ | AGAINST ⁵ |
|----|---|------------------|----------------------|
| 1. | To adopt the audited consolidated financial statements for the year ended 31 December 2015 and the reports of the directors and independent auditor thereon | | |
| 2. | To declare a final dividend | | |
| 3. | (i) To re-elect Mr. Zhu Chunxiu as director | | |
| | (ii) To re-elect Mr. He Baiqing as director | | |
| | (iii) To re-elect Mr. Cheung Doi Shu as director | | |
| | (iv) To authorise the board to fix directors' remuneration | | |
| 4. | To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board to fix their remuneration | | |
| 5. | A. To give a general mandate to the directors to issue and deal with additional shares in the Company (Ordinary Resolution No. 5A of the notice of the Meeting) | | |
| | B. To give a general mandate to the directors to buy back shares of the Company (Ordinary Resolution No. 5B of the notice of the Meeting) | | |
| | C. To include the nominal amount of the shares bought back by the Company to the mandate granted to the directors under Resolution 5A (Ordinary Resolution No. 5C of the notice of the Meeting) | | |
| 6. | To re-elect Mr. Liu Yongjie as an executive director (Ordinary Resolution No. 6 of the supplemental notice of the Meeting) | | |

Dated this _____ day of _____ 2016 Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- The resolutions set out in this proxy form are by way of summary only. Please refer to the notice and the supplemental notice of Meeting for the full text of these resolutions. The resolutions summarised in items 1 to 6 will be proposed and, if thought fit, pass as ordinary resolutions of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” the relevant resolution. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” the relevant resolution. Failure to tick either box will entitle your proxy to cast your 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 and supplemental notice convening the Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (“Share Registrar”) not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof (“Closing Time”).
- If you have not yet lodged the form of proxy enclosed in the notice of Meeting (“First Form of Proxy”) with the Share Registrar, you are requested to lodge this proxy form if you wish to appoint proxies to attend the Meeting on your behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.
- If you have already lodged the First Form of Proxy with the Company, please note that:
 - if this proxy form is not lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Mr. Liu as set out in the supplemental notice of Meeting, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
 - if this proxy form is lodged with the Share Registrar before the Closing Time, this proxy form will revoke and supersede the First Form of Proxy previously lodged by you. This proxy form will be treated as a valid form of proxy lodged by you if correctly completed.
 - if this proxy form is lodged with the Share Registrar after the Closing Time, this proxy form will be invalid. However, it will revoke the First Form of Proxy previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or this proxy form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge this proxy form after the Closing Time. If you wish to vote at the Meeting, you will have to attend in person and vote at the Meeting yourself.
- 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 or attorney duly authorised.
- In the case of joint holders, if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person should you so wish and, in such event, this form of proxy shall be deemed to be revoked.