深 圳 高 速 公 路 股 份 有 限 公 司
SHENZHEN EXPRESSWAY COMPANY LIMITED

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

(Stock Code: 00548)

Proxy Form for the Second Extraordinary General Meeting 2009

Number of Shares related to this proxy form (*note 1*)	Domestic Shares / H Shares *(Delete the inappropriate)*

I/We *(note 2)*: _____

of _____

being the registered holder(s) of the Company's ordinary shares: Domestic shares: _____ /H Shares: _____

now appoint *(note 3)* _____

of _____

or failing him the Chairman of the meeting as my/our proxy to attend and vote for me/us on the resolution in accordance with the instructions below and on my/our behalf at the Second Extraordinary General Meeting 2009 ("EGM") to be convened and held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China on 10 August 2009 (Monday), at 3:00 p.m. and any adjournment thereof. In the absence of any indication, the proxy may vote for or against or abstain from voting on the resolution at his/her own discretion *(note 4)*.

Ordinary Resolution *(note 9)*	**For** *(note 4)*	**Against** *(note 4)*	**Abstain** *(note 4)*
To consider and approve the resolution relating to the appointment of Mr. Zhong Shan Qun as the shareholders' representative supervisor of the fifth session of the supervisory committee of the Company			

Date: _____ 2009 Signature(s) *(note 5)*: _____

Notes:

1. Please insert the number of shares registered in your name(s) relating to this proxy form and strike out not applicable items. 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 under your name(s).

2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

3. Please insert the name and address of your proxy. If they are left blank, the Chairman of the EGM will act as your proxy. One or more proxies, who may not be a shareholder of the Company, may be appointed to attend and vote in the EGM in person. Any changes made to this proxy form shall be initialed by the person who signs this form.

4. **ATTENTION:** If you wish to vote **FOR** the resolution, please indicate with a "√"in the appropriate space under "For". If you wish to vote **AGAINST** the resolution, please indicate with a "√" in the appropriate space under "Against". If you wish to **ABSTAIN** from voting on the resolution, please indicate with a "√" in the appropriate space under "Abstain". In the absence of any such indication, the proxy will vote or abstain at his/her discretion. As regards the H Shares, for the resolution, if and only if the shareholder and/or his/her proxy indicates his/her vote(s) as "For" or "Against" or "Abstain", then the number of his/her vote(s) cast will be included in the number of valid votes, if the shareholder and/or his/her proxy does not indicate his/her vote(s) as "For" or "Against" or "Abstain", then the number of his/her vote(s) cast will not be included in the number of valid votes.

5. This proxy form must be under the hand of you or attorney duly authorized in writing on that behalf. If the appointor is a corporation, this form must be under its common seal or under the hand of any director or agent duly appointed on that behalf.

6. This 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 attorney or other authority, must be deposited at the office of the Company (for holders of Domestic Shares) at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China or the registrar of H Shares of the Company (for holders of H Shares) Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.

7. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.

8. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM if he/she so wishes. In the event that he/she attends the meeting in person, his/her form of proxy will be deemed to have been revoked.

9. The description of the resolution is by way of summary only. The full text is set out in the notice of the EGM.