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: 548)

Proxy Form for the First Extraordinary General Meeting 2007

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 resolutions in accordance with the instructions below and on my/our behalf at the First Extraordinary General Meeting 2007 (the "EGM") to be convened and held at the conference room of the Company on 19/F, Tower A, United Plaza, No.5022 Binhe Road North, Shenzhen, the People's Republic of China on 3 September 2007 (Monday), at 10:00 a.m. and any adjournment thereof. In absence of any indication, the proxy may vote for or against the resolutions at his/her own discretion *(note 4)*.

Resolutions	For *(note 4)*	Against *(note 4)*
1. To consider and approve the immediate appointment of Mr. Jiang Lu Ming as the supervisor of the Company, with a term starting from the date of appointment till 31 December 2008.		
2. To consider and approve the proposal relating to emoluments of the supervisor.		

Date: _____ 2007 Signature(s)*(note 5)*: _____

Notes:

1. Please insert the number of shares registered in your name(s) relating to this form and strike out inapplicable 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 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 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 a resolution, please indicate with a "√" in the appropriate space under "For". If you wish to vote AGAINST a resolution, please indicate with a "√" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his/her discretion.

5. This proxy form must be under the hand of you or attorney duly authorised 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 authority or other authority, must be deposited at the registered office of the Company (for holders of Domestic Shares) at 19/F, Tower A, United Plaza, No.5022 Binhe Road North, 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 46th 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.