



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 2011

Number of Shares related to this proxy form ^(note 1)	Domestic Shares/H Shares <i>(Delete the inappropriate)</i>
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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 Second Extraordinary General Meeting 2011 ("EGM") to be convened and held at the conference room of the Company on Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China on 29 December 2011 (Thursday), at 9:00 a.m. and any adjournment thereof. In the absence of any indication, the proxy may vote for or against or abstain the resolutions at his/her own discretion ^(note 5).

Ordinary Resolutions	For ^(note 5)	Against ^(note 5)
1. To consider and approve the re-election or appointment (if applicable) of the following candidates as the (1) Directors; (2) Independent non-executive directors of the sixth session of the board of directors of the Company: (I) Directors:	Please insert the number of votes in the table below	
1.1 Mr. Yang Hai; Yang Hai	vote(s)	vote(s)
1.2 Mr. Wu Ya De; Wu Ya De	vote(s)	vote(s)
1.3 Mr. Li Jing Qi; Li Jing Qi	vote(s)	vote(s)
1.4 Mr. Zhao Jun Rong; Zhao Jun Rong	vote(s)	vote(s)
1.5 Mr. Hu Wei; Hu Wei	vote(s)	vote(s)
1.6 Mr. Tse Yat Hong; Tse Yat Hong	vote(s)	vote(s)
1.7 Ms. Zhang Yang; Zhang Yang	vote(s)	vote(s)
1.8 Mr. Chiu Chi Cheong, Clifton; Chiu Chi Cheong, Clifton	vote(s)	vote(s)
(II) Independent non-executive directors:	Please insert the number of votes in the table below	
1.9 Mr. Wang Hai Tao; Wang Hai Tao	vote(s)	vote(s)
1.10 Mr. Zhang Li Min; Zhang Li Min	vote(s)	vote(s)
1.11 Mr. AU Sing Kun; AU Sing Kun	vote(s)	vote(s)
1.12 Mr. Lin Chu Chang; Lin Chu Chang	vote(s)	vote(s)
2. To consider and approve the re-election of the following candidates as the shareholders' representative supervisors of the sixth session of the supervisory committee of the Company:	Please insert the number of votes in the table below	
2.1 Mr. Zhong Shan Qun; Zhong Shan Qun	vote(s)	vote(s)
2.2 Mr. He Sen; He Sen	vote(s)	vote(s)
	For ^(note 5)	Against ^(note 5)
3. To consider and approve the remuneration of the sixth session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorised to approve directors' service contracts and other relevant documents; and any executive director be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.	For ^(note 5)	Against ^(note 5)
		Abstain ^(note 5)

Date: _____ 2011

Signature(s) ^(note 7): _____

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. 8 directors and 4 independent non-executive directors of the sixth session of the board of directors as well as 2 shareholders' representative supervisors of the sixth session of the supervisory committee will be elected at the EGM.
5. Pursuant to the Article of Association and its schedules, the cumulative voting system shall be adopted for voting on the election of the Directors and Supervisors at the general meeting; and the voting on the election of independent non-executive Directors and non-independent Directors shall be conducted separately. Thus, the cumulative voting system shall be adopted for Resolution sets 1(I), 1(II) and 2 respectively and such votings are independent of each other. You are entitled to cast a total number of votes equal to the number of the shares held by you multiplied by the number of directors, independent non-executive directors or supervisors to be elected ("Total Election Votes") for the respective Resolution sets. For example, eight candidates are to be elected as directors under Resolution set 1(I). Assuming you hold 10,000 shares, your Total Election Votes in respect of this resolution set will then be 80,000 (10,000 x 8) votes.

You shall be entitled to cast all your Total Election Votes for any one, two or more nominated candidates. If you wish to vote **FOR** the appointment of a particular candidate as director, independent non-executive director or supervisor, please insert the number of votes to be cast in the appropriate space under "For". If you wish to vote **AGAINST** the appointment of a particular candidate as director, independent non-executive director or supervisor, please insert the number of votes to be cast in the appropriate space under "Against".

In any event, the total votes cast by you in each resolution set shall not exceed the Total Election Votes for the Resolution set held by you. **Please note with particular attention that if the total number of votes cast by you on one or some of the candidates exceeds the Total Election Votes held by you for the relevant Resolution set, your votes for that Resolution set shall be invalid and void.** If the total number of votes cast by you on one or some of the candidates is less than the Total Election Votes held by you for the relevant Resolution set, your votes shall be valid and the shortfall shall be deemed to be abstained from voting. Following the aforesaid example, if the total number of votes cast by you under Resolution set 1(I) exceeds 80,000 votes, your votes shall be deemed to be invalid and void.

A candidate who receives favourable votes exceeding half of the number of shares carrying voting rights (assuming the cumulative voting system is not adopted) held by the shareholders attending the EGM and the number of objection votes shall be elected. If the number of directors, independent non-executive directors or supervisors elected in the first round of voting is less than the number of directors, independent non-executive directors or supervisors to be elected at the EGM respectively by reason of not enough candidates having received the required favourable votes mentioned above, (a) new round(s) of voting for the shortfall among and only among those candidates shall be held.

If (a) new round(s) of voting for directors, independent non-executive directors and/or supervisors is (are) required to be held at the EGM as abovementioned, the cumulative votes of the shareholders entitled shall be re-calculated based on the number of directors, independent non-executive directors or supervisors to be elected in each round. Except in the first round of voting whereby the proxy shall vote in accordance with your instructions contained herein (if any), in a new round of voting (if any), the proxy may cast your votes on your behalf at his/her own discretion. **You are therefore advised to attend and vote in the EGM in person if you desire to participate personally in the possible further round(s) of voting of directors, independent non-executive directors or supervisors.**

In respect of Resolution 3, if you wish to vote FOR it, please indicate with a "✓" in the appropriate space under "**For**". If you wish to vote AGAINST it, please indicate with a "✓" in the appropriate space under "**Against**". If you wish to **ABSTAIN** from voting on it, 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.

6. The description of the resolutions is by way of summary only. The full text is set out in the notice of the EGM.
7. This proxy form must be under the hand of you or attorney duly authorised in writing on that behalf. If the shareholder 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.
8. 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 Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.
9. 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.
10. 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.