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 2011 Annual General Meeting

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 2011 Annual General Meeting ("AGM") 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 28 May 2012 (Monday), at 10:00 a.m. and any adjournment thereof. In the absence of any indication, the proxy may vote for or against or abstain form voting on the resolutions at his/her own discretion *(note 4)*.

	Ordinary Resolutions	**For** *(note 4)*	**Against** *(note 4)*	**Abstain** *(note 4)*
1.	To consider and approve the report of the board of directors for the year 2011.			
2.	To consider and approve the report of the supervisory committee for the year 2011.			
3.	To consider and approve the audited accounts for the year 2011.			
4.	To consider and approve the proposed distribution scheme of profits for the year 2011 (including declaration of final dividend).			
5.	To consider and approve the budget report for the year 2012.			
6.	To consider and approve that PricewaterhouseCoopers Zhong Tian CPAs Company Limited be re-appointed as the auditors of the Company for 2012, to perform consolidated audit on the annual financial statements and internal control, and undertake the role of the international auditors in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and to authorise the board of directors of the Company to fix their fees.			
	Special Resolutions	**For** *(note 4)*	**Against** *(note 4)*	**Abstain** *(note 4)*
7.	To consider and approve the resolution in relation to the grant of a general mandate to the board of directors of the Company to issue debentures denominated in Renminbi. *(note 5)*			
8.	To consider and approve the proposals in relation to the amendments to the Articles of Association of the Company and its schedules: *(note 5)*			
	(1) to consider and approve the amendments to the Articles of Association;			
	(2) to consider and approve the amendments to the Rules of Procedures for the Shareholders' Meeting;			
	(3) to consider and approve the amendments to the Rules of Procedures for the Board of Directors; and			
	(4) to consider and approve the amendments to the Rules of Procedures for the Supervisory Committee.			

Date: _____ 2012   Signature(s) *(note 6)*: _____

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 meeting 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 AGM 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". 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 a 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. The description of the resolution is by way of summary only. The full text is set out in the notice of the AGM.

6. 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.

7. 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 registered 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 AGM.

8. Where there are joint holders of any share of the Company, any one of such holders may vote at the AGM, 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.

9. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM 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.