



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 THIRD EXTRAORDINARY GENERAL MEETING 2014

Number of Shares related to this proxy form ^(note 1)	A Shares/H Shares <i>(Delete the inappropriate)</i>
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I/We ^(note 2): _____
of _____
being the registered holder(s) of the shares of Shenzhen Expressway Company Limited (the "Company");
A 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 Third Extraordinary General Meeting 2014 ("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 19 December 2014 (Friday), at 2:30 p.m. and any adjournment thereof. In the absence of any indication, the proxy may vote at his/her own discretion ^(note 5).

Ordinary Resolutions		Vote
1. To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the seventh session of the board of directors of the Company:		cumulative voting ^(note 5) (Please insert the number of votes in the table below, the total of which not exceeding 8 times of the number of the shares held by the shareholder)
1.1 Mr. Hu Wei;	Hu Wei	vote(s)
1.2 Mr. Li Jing Qi;	Li Jing Qi	vote(s)
1.3 Mr. Zhao Jun Rong;	Zhao Jun Rong	vote(s)
1.4 Mr. Tse Yat Hong;	Tse Yat Hong	vote(s)
1.5 Mr. Wang Zeng Jin;	Wang Zeng Jin	vote(s)
1.6 Mr. Wu Ya De;	Wu Ya De	vote(s)
1.7 Ms. Zhang Yang;	Zhang Yang	vote(s)
1.8 Mr. Chiu Chi Cheong, Clifton;	Chiu Chi Cheong, Clifton	vote(s)
2. To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent non-executive directors of the seventh session of the board of directors of the Company:		cumulative voting ^(note 5) (Please insert the number of votes in the table below, the total of which not exceeding 4 times of the number of the shares held by the shareholder)
2.1 Mr. Au Sing Kun;	Au Sing Kun	vote(s)
2.2 Mr. Lin Chu Chang;	Lin Chu Chang	vote(s)
2.3 Mr. Hu Chun Yuan;	Hu Chun Yuan	vote(s)
2.4 Mr. Shi Xian Liang;	Shi Xian Liang	vote(s)
3. To consider and approve the re-election of the following candidates as the shareholders' representative supervisors of the seventh session of the supervisory committee of the Company:		cumulative voting ^(note 5) (Please insert the number of votes in the table below, the total of which not exceeding 2 times of the number of the shares held by the shareholder)
3.1 Mr. Zhong Shan Qun;	Zhong Shan Qun	vote(s)
3.2 Mr. He Sen;	He Sen	vote(s)

	For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
4. To consider and approve the remuneration of the seventh session of the board of directors and the supervisory committee of the Company.			

Date: _____ 2014 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. 12 directors (including 4 independent non-executive directors (“Independent Directors”)) of the seventh session of the board of directors as well as 2 shareholders’ representative supervisors of the seventh session of the supervisory committee will be elected at the EGM.
5. Pursuant to the Article of Association of the Company 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 non-Independent Directors, Independent Directors, and supervisors shall be conducted separately. Thus, the cumulative voting system shall be adopted for Resolution sets 1, 2 and 3 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 Directors or supervisors to be elected (“Total Election Votes”) for the respective Resolution sets. For example, assuming you hold 10,000 shares, your Total Election Votes in respect of Resolution sets 1, 2 and 3 respectively will then be 80,000 (10,000 x 8) votes, 40,000 (10,000 x 4) votes and 20,000 (10,000 x 2) votes.

You shall be entitled to cast all your Total Election Votes for any one or several nominated candidates. If you wish to vote for the appointment of a particular candidate as director, Independent Director or supervisor, please insert the number of votes to be cast in the corresponding space of the candidate. The lowest votes will be nil and the highest will be Total Election Votes under the Resolution set and unnecessarily the integral multiples of the number of shares held by you.

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 several candidates exceeds the Total Election Votes held by you for the relevant Resolution set, your votes for that Resolution set shall be (a) valid if cast to only one candidate and will be counted as Total Election Votes held by you for the relevant Resolution set; (b) invalid if cast amongst several candidates. If the total number of votes cast by you on one or several 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.

Based on the number of votes received, candidates who have received more votes are deemed successfully elected, and the number of votes received by each elected candidate must be more than half of the number of shares with voting rights held by the shareholders attending the EGM (assuming the cumulative voting system is not adopted).

In respect of Resolution 4, 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 A 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 17M Floor, 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.