



**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 2016**

Number of Shares related to this proxy form <i>(note 1)</i>	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 Company's ordinary shares: A Shares: \_\_\_\_\_/  
H Shares: \_\_\_\_\_ now (please indicate with a "✓" in the appropriate "□") *(note 3)*

appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy. In the absence of any indication, the proxy may vote for or against or abstain from voting on the resolutions at his/her own discretion *(note 4)*; or

appoint Mr. Au Sing Kun ("Mr. Au"), an independent director of the Company, as my/our proxy. In the absence of any indication, the proxy may not vote for or against or abstain from voting on the resolutions at his own discretion *(note 4)*.

to attend and vote for me/us on the resolution in accordance with the instructions below and on my/our behalf at the Third Extraordinary General Meeting 2016 ("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 PRC on 23 November 2016 (Wednesday), at 2:00 p.m. and any adjournment thereof.

Special Resolution		For <i>(note 4)</i>	Against <i>(note 4)</i>	Abstain <i>(note 4)</i>
1.	to consider and approve by way of separate resolutions in relation to the Restricted A Share Incentive Scheme and its summary:			
	1.01 basis for determining the Participants of the Incentive Scheme and the scope of the Participants;			
	1.02 Grant Price of the Restricted Shares and the basis of determination;			
	1.03 source, number and allocation of the Restricted Shares;			
	1.04 validity period, date of grant, lock-up period, unlocking period and black-out period of the Incentive Scheme;			
	1.05 conditions of granting and unlocking the Restricted Shares;			

<b>Special Resolution</b>		<b>For</b> <i>(note 4)</i>	<b>Against</b> <i>(note 4)</i>	<b>Abstain</b> <i>(note 4)</i>
1.06	adjustment method and procedures of the Restricted Shares Incentive Scheme;			
1.07	accounting treatment of the Restricted Shares;			
1.08	procedures of implementation, granting and unlocking under the Incentive Scheme;			
1.09	rights and obligations of the Company/the Participants;			
1.10	implementation of the Incentive Scheme in case of change in the Company/the Participants;			
1.11	adjustment of the repurchase price of the Restricted Shares and the procedures of repurchasing and cancelling;			
1.12	settlement mechanism for dispute;			
2.	to consider and approve the Management, Implementation and Appraisal Measures for the Incentive Scheme;			
3.	to consider and approve the resolution in relation to the Shareholders' Meeting to authorize the Board to deal with the matters pertaining to the Restricted A Share Incentive Scheme of the Company;			
4.	to consider and approve the resolution in relation to the connected transactions under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in connection with the Restricted A Share Incentive Scheme;			
<b>Ordinary Resolution</b>		<b>For</b> <i>(note 4)</i>	<b>Against</b> <i>(note 4)</i>	<b>Abstain</b> <i>(note 4)</i>
5.	to consider and approve the resolution in relation to the appointment of the shareholders' representative supervisor of the seventh session of the supervisory committee of the Company;			
6.	to consider and approve the resolution in relation to the appointment of the directors of the seventh session of the board of directors of the Company:	<b>cumulative voting</b> <i>(note 4)</i> <b>(Please insert the number of votes in the table below, the total of which not exceeding 3 times of the number of the shares held by the shareholder)</b>		
6.01	Mr. Liu Ji;			vote(s)
6.02	Mr. Liao Xiang Wen;			vote(s)
6.03	Mr. Chen Yuan Jun.			vote(s)

Date: \_\_\_\_\_ 2016

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 items not applicable. 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 no name is inserted and Mr. Au has not been appointed as your proxy, 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. In respect of Resolutions (set) 1-5, 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 a resolution, please indicate with a “✓” in the appropriate space under “Abstain”. In the absence of any such indication, if Mr. Au has been appointed as the proxy, he may not vote or abstain at his discretion, if a proxy other than Mr. Au has been appointed, 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.

In respect of Resolution set 6, 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 at the general meeting. Thus, the cumulative voting system shall be adopted for Resolution set 6. 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 to be elected (“Total Election Votes”) for Resolution set 6. For example, assuming you hold 10,000 shares, your Total Election Votes in respect of Resolution set 6 will then be 30,000 (10,000 x 3) 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, 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 6 and unnecessarily the integral multiples of the number of shares held by you.

In any event, the total votes cast by you in resolution set 6 shall not exceed the Total Election Votes for Resolution set 6 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 Resolution set 6, your votes for Resolution set 6 shall be (a) valid if cast to only one candidate and will be counted as Total Election Votes held by you for Resolution set 6; (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 Resolution set 6, your votes shall be valid and the shortfall shall be deemed to be abstained from voting.

Based on the number of votes received, candidates Resolution set 6 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).

5. The description of the resolution is by way of summary only. The full text is set out in the notice of the EGM.
6. This proxy form must be signed 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 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 Floor 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.
8. 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.
9. 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.
10. In accordance with relevant provisions of the Administration Measures on Share Incentives of Listed Companies, Mr. Au, was appointed by other independent directors as the soliciting party to solicit voting rights from all shareholders of the Company in connection with resolutions No.1-4 related to Incentive Scheme to be considered at the EGM. For details, please refer to the Announcement on the Solicitation of Voting Rights by the Independent Director dated 28 September 2016 of the Company.