



**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 Class Meeting 2016 of the Holders of H Shares**

Number of H Shares related to this proxy form <sup>(note 1)</sup>

I/We <sup>(note 2)</sup>: \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of the Company's H shares: \_\_\_\_\_

now (please indicate with a "✓" in the appropriate "□") <sup>(note 3)</sup>

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 <sup>(note 4)</sup>; 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 <sup>(note 4)</sup>.

to attend and vote for me/us on the resolution in accordance with the instructions below and on my/our behalf at the Second Class Meeting 2016 of the Holders of H Shares ("HCM") 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) after 2 p.m. (immediately after the conclusion of the Second Class Meeting 2016 of the Holders of A Shares of the Company to be held on the same date or adjournment) and any adjournment thereof.

Special Resolution		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>	Abstain <sup>(note 4)</sup>
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;			
	1.06 adjustment method and procedures of the Restricted Shares Incentive Scheme;			
	1.07 accounting treatment of 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>
	1.08 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.			

Date: \_\_\_\_\_ 2016                      Signature(s) *(note 6)*: \_\_\_\_\_

*Notes:*

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 HCM 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 HCM in person. Any changes made to this proxy form shall be initialed by the person who signs this form.
- 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 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. 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.
- The description of the resolution is by way of summary only. The full text is set out in the notice of the HCM.
- 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.
- 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 registrar of H Shares of the Company 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 HCM.
- Where there are joint holders of any share of the Company, any one of such holders may vote at the HCM, 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.
- Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the HCM 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.
- 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 holders of H shares of the Company in connection with resolutions No.1-4 related to Incentive Scheme to be considered at the HCM. For details, please refer to the Announcement on the Solicitation of Voting Rights by the Independent Director dated 28 September 2016 of the Company.