



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 2017 of the Holders of H Shares

Number of H Shares related to this proxy form ^(note 1)

I/We ^(note 2): _____

of _____

being the registered holder(s) of the Company's 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 Class Meeting 2017 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 28 December 2017 (Thursday) after 9 a.m. (immediately after the conclusion of the Second Class Meeting 2017 of the Holders of A Shares of the Company to be held on the same date or adjournment) and any adjournment thereof. 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).

Special Resolution ^(note 5)		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
1.	To consider and approve by way of separate resolutions in relation to the public issue of the A Share Convertible Bonds by the Company:			
	1.01 Type of securities to be issued;			
	1.02 Issue size;			
	1.03 Par value and issue price;			
	1.04 Term of bond;			
	1.05 Interest rate of bond;			
	1.06 Method and timing of interest payment;			
	1.07 Conversion period;			
	1.08 Determination of the number of conversion shares;			
	1.09 Determination of the Conversion Price;			
	1.10 Adjustment to the Conversion Price;			
	1.11 Downward adjustment to the Conversion Price;			
	1.12 Terms of redemption;			
	1.13 Terms of sell back;			
	1.14 Dividend rights of the conversion year;			
	1.15 Method of issuance and target investors;			

Special Resolution <i>(note 5)</i>		For <i>(note 4)</i>	Against <i>(note 4)</i>	Abstain <i>(note 4)</i>
1.16	Subscription arrangement for existing A shareholders;			
1.17	Relevant matters on A Share Convertible Bonds holders' meetings;			
1.18	Use of proceeds;			
1.19	Management and deposit of proceeds;			
1.20	Guarantee;			
1.21	Validity period of the resolutions;			
1.22	Matters relating to authorization.			

Date: _____ 2017 Signature(s) *(note 6)*: _____

Notes:

1. Please insert the number of shares registered in your name(s) relating to this proxy form. 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, 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.
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 a 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. 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 HCM.
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 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.
8. 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.
9. 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.