



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)

REVISED PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING 2019

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 First Extraordinary General Meeting 2019 (“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 4 March 2019 (Monday), at 10 a.m. and any adjournment thereof. In the absence of any indication, the proxy may vote at his/her own discretion ^(note 4).

Special Resolution		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
1.	To consider and approve the resolution in relation to the extension of validity period of the resolutions on the public issue of the A Share Convertible Bonds by the Company and the authorization to the Board;			
Ordinary Resolutions		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
2.	To consider and approve the resolution in relation to the implementation of the profit increment based incentive and restriction scheme by the Company;			
3.	To consider and approve the resolution in relation to the appointment of the director of the eighth session of the board of directors of the Company. ^(note 5)			

Date: _____ 2019

Signature(s) ^(note 6): _____

Notes:

1. Please insert the number of shares registered in your name(s) relating to this revised proxy form and strike out not applicable items. If no number is inserted, this revised 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 revised proxy form shall be initialed by the person who signs this form.
4. **ATTENTION:** If you wish to vote **FOR** the resolution, please indicate with a “✓” in the appropriate space under “For”. If you wish to vote **AGAINST** the 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. 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.
5. The description of the resolution is by way of summary only. The full text is set out in the revised notice of the EGM dated 13 February 2019.
6. This revised 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 revised 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 place of business of the Company (for holders of A shares) at Podium Levels 2-4, Jiansu 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 (the “**Closing Time**”).
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. Since the proxy form (the “**Original EGM Proxy Form**”) dated 18 January 2019 did not contain resolutions no. 2 and 3 (the “**New Resolutions**”) as set out in this revised proxy form, therefore any shareholder who intends to appoint a proxy to attend the EGM but has not yet lodged the Original EGM Proxy Form is required to complete and return the enclosed this revised proxy form in accordance with the instructions printed herein. In such case, the Original EGM Proxy Form should not be lodged with the Company. Any shareholder who has already lodged the Original EGM Proxy Form with the Company should also complete and return the enclosed this revised proxy form in accordance with the instructions printed herein. If a shareholder has already lodged the Original EGM Proxy Form, he/she/it should note that:
 - (a) if this revised proxy form has not been lodged by the shareholder, the Original EGM Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original EGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM, including the New Resolutions;
 - (b) if this revised proxy form is lodged by the shareholder before the Closing Time, this revised proxy form will be treated as a valid proxy form lodged by such shareholder if duly completed, and the Original EGM Proxy Form will be revoked and superseded by this revised proxy form; and
 - (c) if this revised proxy form is lodged by the shareholder after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, this revised proxy form will be deemed invalid. It will not revoke the Original EGM Proxy Form previously lodged by the shareholder. The Original EGM Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original EGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM (including the New Resolutions).
10. Completion and return of the Original EGM Proxy Form and/or this revised proxy form 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.