



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 2020 Annual General Meeting

Number of Shares related to this proxy form ^(note 1)	A Shares/H Shares (Delete the inappropriate)
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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 2020 Annual General Meeting ("AGM") 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 17 May 2021 (Monday) at 10:00 a.m. and any adjournment thereof. In the absence of any indication, the proxy may vote on the resolutions at his/her own discretion ^(note 4).

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
1.	To consider and approve the report of the board of directors for the year 2020.			
2.	To consider and approve the report of the supervisory committee for the year 2020.			
3.	To consider and approve the audited accounts for the year 2020.			
4.	To consider and approve the proposed distribution scheme of profits for the year 2020 (including declaration of final dividend).			
5.	To consider and approve the budget report for the year 2021.			
6.	To consider and approve the resolution in relation to the appointment of auditors for 2021. ^(note 5)			
7.	To consider and approve the resolution in relation to providing guarantees for subsidiaries.			
Special Resolutions		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
8.	To consider and approve by way of separate resolutions in relation to the grant of a general mandate to the board of directors of the Company to issue debentures ("Debentures"). ^(note 5)			
8.01	Issue size and method;			
8.02	Target subscribers and arrangement for placement to shareholders;			
8.03	Type of the Debentures;			
8.04	Maturity of the Debentures;			
8.05	Interest rate;			
8.06	Use of proceeds;			
8.07	Listing;			
8.08	Guarantee;			
8.09	Validity of the resolution;			
8.10	Authorisation arrangement.			
9.	To consider and approve by way of separate resolutions in relation to the amendments to the Articles of Association of the Company and its schedules. ^(note 5)			
9.01	Amendments to the Articles of Association;			
9.02	Amendments to the Rules of Procedures for the Shareholders' Meeting.			
10.	To consider and approve the resolutions in relation to the non-public issuance of H shares on an individual basis: ^(note 5)			
10.01	Type and nominal value of Shares to be issued;			
10.02	Method and timing of issuance;			
10.03	Method of subscription;			
10.04	Target subscribers;			
10.05	Size of the Issuance;			
10.06	Method of pricing, pricing benchmark date, issue price and adjustment of issue price;			
10.07	Use of proceeds;			
10.08	Arrangement for accumulated undistributed profits before the completion of the Issuance;			
10.09	Place of listing;			
10.10	Validity period of the resolutions;			
10.11	Directors Authorisation Matters.			
Ordinary Resolutions		Cumulative voting ^(note 4)		
11.	To consider and approve the resolutions in relation to the appointment of Independent Directors of the ninth session of the board of directors of the Company:	(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)		
11.01	Mr. Miao Jun;	Miao Jun	(votes)	
11.02	Mr. Xu Hua Xiang.	Xu Hua Xiang	(votes)	

Date: _____ 2021

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 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 meeting 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 AGM in person. Any changes made to this proxy form shall be initialed by the person who signs this form.
4. In respect of resolutions no.1-10, 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 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. 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.

2 Independent Directors will be elected at the AGM. 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. Thus, the cumulative voting system shall be adopted for Resolution set 11, and 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 Independent Directors to be elected (“Total Election Votes”). For example, assuming you hold 10,000 shares, your Total Election Votes in respect of Resolution set 11 will then be 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 Independent 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 Resolution set 11 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 11 shall not exceed the Total Election Votes for Resolution set 11 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 11, your votes for Resolution set 11 shall be (a) valid if cast to only one candidate and will be counted as Total Election Votes held by you for Resolution set 11; (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 11, 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 under Resolution set 11 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 AGM (assuming the cumulative voting system is not adopted).

5. The description of the resolutions is by way of summary only. The full text is set out in the notice of the AGM.
6. 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.
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 place of business 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 AGM.
8. Where there are joint holders of any share of the Company, any one of such holders may vote at the AGM, 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 AGM if he/she so wishes. In the event that he/she attends AGM in person, his/her form of proxy will be deemed to have been revoked.