



**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 First Extraordinary General Meeting 2017**

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 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 2017 ("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 28 December 2017 (Thursday), at 9 a.m. and any adjournment thereof. In the absence of any indication, the proxy may vote at his/her own discretion *(note 5)*.

	<b>Resolutions</b> <i>(note 6)</i>	<b>For</b> <i>(note 5)</i>	<b>Against</b> <i>(note 5)</i>	<b>Abstain</b> <i>(note 5)</i>
1.	To consider and approve the resolution in relation to the satisfaction of the requirements for the public issue of the A Share Convertible Bonds by the Company.			
2.	To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the public issue of the A Share Convertible Bonds by the Company.			
3.	To consider and approve the resolution in relation to the report of the use of proceeds previously raised by the Company.			
4.	To consider and approve the resolution in relation to the Company's proposal on the Shareholders' return for the future three years (2017 to 2019).			
5.	To consider and approve the resolution in relation to the dilution of current returns by the public issue of the A Share Convertible Bonds by the Company and the remedial measures.			
6.	To consider and approve the resolution in relation to the undertakings by the controlling shareholder, actual controller, directors and senior management of the Company on the actual performance of the remedial measures for the dilution of current returns of the Company.			
7.	To consider and approve the resolution in relation to the term of A Share Convertible Bonds holders' meeting.			

Resolutions <i>(note 6)</i>		For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
8.	To consider and approve by way of separate resolutions in relation to the public issue of the A Share Convertible Bonds by the Company:			
	8.01 Type of securities to be issued;			
	8.02 Issue size;			
	8.03 Par value and issue price;			
	8.04 Term of bond;			
	8.05 Interest rate of bond;			
	8.06 Method and timing of interest payment;			
	8.07 Conversion period;			
	8.08 Determination of the number of conversion shares;			
	8.09 Determination of the Conversion Price;			
	8.10 Adjustment to the Conversion Price;			
	8.11 Downward adjustment to the Conversion Price;			
	8.12 Terms of redemption;			
	8.13 Terms of sell back;			
	8.14 Dividend rights of the conversion year;			
	8.15 Method of issuance and target investors;			
	8.16 Subscription arrangement for existing A shareholders;			
	8.17 Relevant matters on A Share Convertible Bonds holders' meetings;			
	8.18 Use of proceeds;			
	8.19 Management and deposit of proceeds;			
	8.20 Guarantee;			
	8.21 Validity period of the resolutions;			
	8.22 Matters relating to authorization.			
9.	To consider and approve the remuneration of the eighth session of the board of directors and the supervisory committee of the Company.			
10.	To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the eighth session of the board of directors of the Company:	<b>cumulative voting</b> <i>(note 5)</i> (Please insert the number of votes in the table below, the total of which not exceeding 8 times of the number of the shares held by the shareholder)		
	10.01 Mr. Hu Wei;	Hu Wei		vote(s)
	10.02 Mr. Liao Xiang Wen;	Liao Xiang Wen		vote(s)
	10.03 Ms. Gong Tao Tao;	Gong Tao Tao		vote(s)
	10.04 Mr. Liu Ji;	Liu Ji		vote(s)
	10.05 Ms. Chen Yan;	Chen Yan		vote(s)
	10.06 Mr. Fan Zhi Yong;	Fan Zhi Yong		vote(s)
	10.07 Mr. Wu Ya De;	Wu Ya De		vote(s)
	10.08 Mr. Chen Yuan Jun.	Chen Yuan Jun		vote(s)

Resolutions <i>(note 6)</i>			
11.	To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent non-executive directors of the eighth session of the board of directors of the Company:		<b>cumulative voting</b> <i>(note 5)</i> (Please insert the number of votes in the table below, the total of which not exceeding 4 times of the number of the shares held by the shareholder)
	11.01 Mr. Hu Chun Yuan;	Hu Chun Yuan	vote(s)
	11.02 Mr. Cai Shu Guang;	Cai Shu Guang	vote(s)
	11.03 Mr. Wen Zhao Hua;	Wen Zhao Hua	vote(s)
	11.04 Ms. Chen Xiao Lu.	Chen Xiao Lu	vote(s)
12.	To consider and approve the re-election or appointment (if applicable) of the following candidates as the shareholders' representative supervisors of the eighth session of the supervisory committee of the Company:		<b>cumulative voting</b> <i>(note 5)</i> (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)
	12.01 Mr. Wang Zeng Jin;	Wang Zeng Jin	vote(s)
	12.02 Ms. Ye Jun.	Ye Jun	vote(s)

Date: \_\_\_\_\_ 2017 Signature(s) *(note 7)*: \_\_\_\_\_

*Notes:*

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 proxy form shall be initialed by the person who signs this form.
- 12 directors (including 4 independent non-executive directors ("Independent Directors")) of the eighth session of the board of directors as well as 2 shareholders' representative supervisors of the eighth session of the supervisory committee will be elected at the EGM.
- 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; and the voting on the election of non-Independent Directors, Independent Directors, and supervisors shall be conducted separately. Thus, the cumulative voting system shall be adopted for Resolution sets 10, 11 and 12 respectively and such votings are independent of each other. 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, Independent Directors or supervisors to be elected ("Total Election Votes") for the respective Resolution sets. For example, assuming you hold 10,000 shares, your Total Election Votes in respect of Resolution sets 10, 11 and 12 respectively will then be 80,000 (10,000 x 8) votes, 40,000 (10,000 x 4) votes and 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 director, Independent Director or supervisor, 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 and unnecessarily the integral multiples of the number of shares held by you.  
In any event, the total votes cast by you in each resolution set shall not exceed the Total Election Votes for the Resolution set 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 the relevant Resolution set, your votes for that Resolution set shall be (a) valid if cast to only one candidate and will be counted as Total Election Votes held by you for the relevant Resolution set; (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 the relevant Resolution set, 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 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).  
In respect of Resolutions 1-9, if you wish to vote **FOR** it, please indicate with a "✓" in the appropriate space under "For". If you wish to vote **AGAINST** it, please indicate with a "✓" in the appropriate space under "Against". If you wish to **ABSTAIN** from voting on it, 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 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.
- The description of the resolutions is by way of summary only. The full text is set out in the notice of the EGM. Resolutions (sets) 1-7 and 9-12 shall be considered and approved by way of **ordinary resolution**, while Resolution 8 shall be considered and approved by way of **special resolution**.
- 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.
- 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, Jiangu 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.
- 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.
- 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.