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: 548)

Proxy Form for the Fifth Extraordinary General Meeting 2005

Number of Shares related to this proxy form *(note 1)*	Domestic Shares/H Shares *(Delete the inappropriate)*

I/We *(note 2)*: ______________________________

of ______________________________

being the registered holder(s) of the Company's ordinary shares: Domestic shares ______________ /

H Shares ______________ now appoint ______________________________

of ______________________________ *(note 3)*

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 instruction below and on my/our behalf at the Fifth Extraordinary General Meeting 2005 ("General Meeting") to be convened and held at the meeting room of the Company on 19th Floor, Tower A, United Plaza, No.5022 Binhe Road North, Shenzhen, the People's Republic of China on 10 October 2005 (Monday), at 3:00 p.m. In the absence of any indication, the proxy may vote for or against the resolution at his own discretion *(note 6)*.

Special Resolution	For *(note 4)*	Against *(note 4)*
To consider and pass the resolution as set out in the Notice for the Fifth Extraordinary General Meeting 2005		

Date: ______________ 2005 Signature(s) *(note 5)*: ______________

Notes:

1. Please insert the number of shares registered in your name(s) relating to this form. If no number is inserted, this form of proxy will be deemed to related on all the shares in the capital of the Company registered in 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 General 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 General Meeting. 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 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". In the absence of any such indication, the proxy will vote or abstain at his discretion.
5. The proxy form must be under the hand of you or attorney duly authorized in writing on that behalf. If the appointor 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.
6. 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 authority or other authority, must be deposited at the registered office of the Company (for domestic share) at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, the People's Republic of China or the registrar of H shares of the Company (for H shares) Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the General Meeting.
7. Where there are joint holders of any share of the Company, any one of such holders may vote at the General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled therein provided than. 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.
8. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the General Meeting if he so wishes. In the event that he attends the meeting, his form of proxy will be deemed to have been revoked.