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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)

POLL RESULTS OF 2008 ANNUAL GENERAL MEETING

Reference is made to the notice of 2008 Annual General Meeting (the “AGM”) dated 9 April 2009 (the “Notice”) issued by Shenzhen Expressway Company Limited (the “Company”).

Poll Results of 2008 Annual General Meeting

At the AGM held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC on Tuesday, 26 May 2009 at 10:00 a.m. The board of directors of the Company is pleased to announce that the resolutions were approved by shareholders of the Company at the AGM and the poll results in respect of the resolutions are as follows:-

Ordinary Resolutions	Number of Votes (%)			Total Votes
	For	Against	Abstain	
1. To consider and approve the report of the directors for the year 2008.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
2. To consider and approve the report of the supervisory committee for the year 2008.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
3. To consider and approve the audited accounts for the year 2008.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
4. To consider and approve the proposed distribution scheme of profits for the year 2008 (including declaration of final dividend).	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
5. To consider and approve the budget report for the year 2009.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942

Ordinary Resolutions	Number of Votes (%)			Total Votes
	For	Against	Abstain	
6. To consider and approve the re-appointment of Messrs. PricewaterhouseCoopers (Certified Public Accountants, Hong Kong) as the international auditors and PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd. as the statutory auditors of the Company for 2009 at the annual audit fees of RMB3,350,000 in total.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
7. To consider and approve the proposal for the formulation of the Management Measures for the Special Fees of Three Meetings.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942

As more than half of the votes were cast in favour of each of the above resolutions, the resolutions were passed as ordinary resolutions. Shareholders may refer to the Notice, 2008 Annual Report and the circular dated 9 April 2009 of the Company for details of the resolutions.

Special Resolutions	Number of Votes (%)			Total Votes
	For	Against	Abstain	
8. To consider and approve the following proposals in relation to the amendments to the Articles of Association and its attachments and to authorise any one of directors of the Company to file with and/or obtain approvals from the relevant PRC government authorities and to complete relevant procedures:				
(1) To consider and approve the amendments to the Articles of Association.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
(2) To consider and approve the amendments to the Rules of Procedures for the Shareholders' General Meetings.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
(3) To consider and approve the amendments to the Rules of Procedures of the Board of Directors.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942
(4) To consider and approve the amendments to the Rules of Procedures for the Supervisory Committee.	1,415,999,942 (100%)	0 (0%)	0 (0%)	1,415,999,942

As more than two-thirds of the votes were cast in favour of the above resolutions, the above resolutions were passed as special resolutions. Shareholders may refer to the Notice, the announcement dated 8 April 2009 and the circular dated 9 April 2009 of the Company for details of the above resolutions.

As at the date of the AGM, the issued share capital of the Company is 2,180,700,000 shares of RMB1 each. Out of the 2,180,700,000 shares, 1,433,200,000 shares are Renminbi-denominated ordinary shares and 747,500,000 shares are overseas-listed foreign shares (“H Share(s)”). The total number of shares entitling the holders to attend and vote only against the above resolutions at the AGM is nil. The total number of shares entitling the holders to attend and vote for or against the above resolutions at the AGM is 2,180,700,000 shares.

Hong Kong Registrars Limited, the H Share Registrar and Transfer Office of the Company, was appointed as the scrutineer for the vote taking of H Shares only.

In addition, the Company would like to explain matters in respect of the payment of final dividends for H Shares as follows:

Holder of H Shares whose names appeared on the register of shareholders of H Shares of the Company at the close of business on 24 April 2009 shall be entitled to the final dividends for the year ended 31 December 2008. According to Article 168 of the articles of association of the Company, the dividends distributed to the shareholders of H Shares will be paid in Hong Kong dollars (“HK\$”). The exchange rate for the final dividends is the average of the median exchange rate for converting RMB into HK\$ quoted by the People’s Bank of China for the five working days preceding the day on which the final dividends was declared, i.e. at the rate of 100: 88.034 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.136 (tax included) as final dividends which will be distributed on or before 24 July 2009.

Pursuant to 《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the People’s Republic of China) and its implementation rules implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder in respect of the accounting periods beginning from 1 January 2008 shall withhold and pay enterprise income tax. The withholding and payment obligations will lie with the payer. The Company will appoint Hong Kong Registrars Limited for the handling of the enterprise income tax deduction matters and will distribute the final dividends for 2008 according to the aggregate amount of dividends, the amount of the enterprise income tax to be withheld by the Company and the report of tax deduction as provided by it. In respect of all shareholders whose names appear in the register of shareholders of H Shares of the Company on 24 April 2009 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the 10% enterprise income tax. The 10% enterprise income tax will not be deducted from the dividends payable to any natural person shareholders whose names appear in the register of shareholders of H Shares of the Company on 24 April 2009. The Company has no obligation and will not be responsible for confirming the identities of the shareholders. The Company will strictly comply with the law and will withhold and pay enterprise tax based on the register of shareholders of H Shares of the Company as at 24 April 2009. The Company will not handle any claims relating to any delay in confirming the identity of the shareholders or any errors in confirming the identity of the shareholders.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (“Receiving Agent”) to receive on behalf of shareholders of H Share all dividends declared in respect of H Shares of the Company. Cheques for the H Share dividends will be issued by the Receiving Agent and are

expected to be posted by ordinary mail to shareholders of H Shares of the Company at their own risk on or before 24 July 2009 (payment date of dividends for H Shares).

By Order of the Board
Wu Qian
Company Secretary

Shenzhen, the PRC, 26 May 2009

As at the date of this announcement, the directors of the Company are Mr. Yang Hai (Chairman of the Board), Mr. Wu Ya De (Executive Director and President), Mr. Li Jing Qi (Non-executive Director), Mr. Zhao Jun Rong (Non-executive Director), Mr. Tse Yat Hong (Non-executive Director), Mr. Lin Xiang Ke (Non-executive Director), Ms. Zhang Yang (Non-executive Director), Mr. Chiu Chi Cheong, Clifton (Non-executive Director), Mr. Lam Wai Hon, Ambrose (Independent non-executive Director), Mr. Ting Fook Cheung, Fred (Independent non-executive Director), Mr. Wang Hai Tao (Independent non-executive Director) and Mr. Zhang Li Min (Independent non-executive Director).