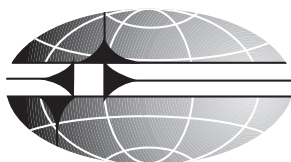


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深圳高速公路股份有限公司

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00548)**

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2009**

**Notice is hereby given** that the Second Extraordinary General Meeting 2009 (“EGM”) of Shenzhen Expressway Company (“Company”) will be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC on 10 August 2009 (Monday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the approving ordinary resolutions:

To consider and approve the immediate appointment of Mr. Zhong Shan Qun as the shareholders’ representative supervisor of the fifth session of the supervisory committee of the Company, with a term starting from the date of appointment till 31 December 2011.

By Order of the Board  
**Yang Hai**  
*Chairman*

Shenzhen, the PRC, 25 June 2009

*Notes:*

**1. Eligibility for attending the EGM**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 10 July 2009 shall have the right to attend the EGM after complying the necessary registration procedures.

**2. Registration procedures for attending the EGM**

- i. Shareholders intending to attend the EGM should deliver to the Company, on or before 21 July 2009, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares of the Company who intend to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to Hong Kong Registrars Limited, the registrar of H Shares of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:00 p.m. on 10 July 2009.

**3. Proxy**

- i. Shareholders entitled to attend and vote at the EGM are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
- ii. A proxy should be appointed by written instrument signed by the appointor or his attorney. If the written instrument is signed by the attorney of the appointor, the written authorisation or other authorisation documents of such attorney should be notarised. In order to be valid, for holders of domestic shares of the Company, the written authorisation or other authorisation documents which have been notarised together with the completed proxy form must be delivered to the Company not less than 24 hours before the time of the holding of the EGM. In order to be valid, for holders of H shares of the Company, the above documents must be delivered to Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
- iii. Shareholder or his proxy should produce identity proof when attending the EGM.

4. A supervisor will be elected at the EGM to fill the casual vacancy in the fifth session of the supervisory committee of the Company arising from the resignation of Mr. Jiang Lu Ming, a shareholders' representative supervisor. The term of office of the newly appointed supervisor will start from the date of appointment till 31 December 2011. According to the articles of association of the Company and its attachments, the promoter of the Company and the shareholder(s) who individually or collectively hold more than 3% of the issued share of the Company can nominate candidate for the supervisor; Suitable candidates nominated by the original nominating party shall be elected in accordance with the prescribed procedures to fill the causal vacancy arising from the resignation of the supervisor. The board of directors announces that Xin Tong Chan Development (Shenzhen) Company Limited, a shareholder of the Company, has nominated Mr. Zhong Shan Qun as a candidate for shareholders' representative supervisor in accordance with the articles of association of the Company (Please refer to the appendix for information of the candidate).

5. **Poll**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting at EGM will be taken by poll.

6. **Other matters**

i. The duration of the EGM is expected not to exceed one day. Shareholders or proxies who attend the EGM shall arrange for food, accommodation and other relevant expenses at their own cost.

ii. Address of Hong Kong Registrars Limited (for share transfer):

Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

iii. Registered Address of the Company:

Podium Levels 2-4, Jianguo Building, Yitian Road, Futian District, Shenzhen, the PRC

Postal code: 518026

Tel.: (86) 755 - 8285 3332

Fax.: (86) 755 - 8285 3411

*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).*

**Resume and Other Information of the Candidate for the Supervisor:**

Mr. Zhong Shan Qun, born in 1964, graduated from Changsha Institute of Communications, with bachelor's degrees in civil engineering and economics and in communications and transportations management and obtained a master's degree in management science and engineering from Hunan University. He has extensive experience in engineering construction management, logistics management and corporate management. Mr. Zhong joined Shenzhen Freeway Development Company Limited (now Xin Tong Chan Development (Shenzhen) Company Limited) in January 1994 and served in sequence as manager of the engineering department, assistant to general manager, deputy general manager and general manager. He has been the chairman and general manager of Xin Tong Chan Development (Shenzhen) Company Limited since September 2005. He had been a vice president of Shenzhen International Holdings Limited ("Shenzhen International") (a Hong Kong listed company). From January 1997 to April 2005, he had been a director of the Company and from January 2006 to September 2007, he had been the chairman of the supervisory committee of the Company. Since June 2007, Mr. Zhong has been a vice president of Shenzhen International and is currently a director of Shenzhen Capital Group Co., Ltd. and the chairman of subsidiaries of Shenzhen International, namely Xin Tong Chan Development (Shenzhen) Company Limited, Shenzhen South-China International Logistics Co., Ltd., and Nanjing Xiba Wharf Co., Ltd. He is also a director of Shenzhen Huatongyuan Logistics Co., Ltd, a subsidiary of Shenzhen International.

Mr. Zhong will not receive emoluments of supervisor during his term of office. The supervisor may obtain meeting subsides for attending or observing relevant meetings in accordance with the approval of the general meeting of the Company.

Save as disclosed above, Mr. Zhong also confirms that (i) he did not hold any other directorships in any other listed public companies in the last three years; (ii) he has no relationship with any directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) he has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no information which is discloseable nor is/was Mr. Zhong involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter relating to the nomination of Mr. Zhong that needs to be notified the shareholders of the Company.