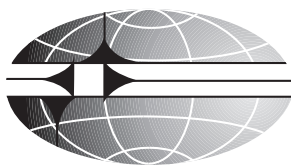


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深圳高速公路股份有限公司

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 FIRST EXTRAORDINARY GENERAL MEETING 2010

Notice is hereby given that the First Extraordinary General Meeting 2010 (“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 8 January 2010 (Friday) 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. He Sen 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, 24 November 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 8 December 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 18 December 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 9 December 2009 to 8 January 2010 (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 8 December 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. Yang Qin Hua, 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 Guangdong Roads and Bridges Construction Development Company Limited, a shareholder of the Company, has nominated Mr. He Sen 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. Address of the Company:

Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC
Postal code: 518026

Tel.: (86) 755 - 8285 3331

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. He Sen, born in 1973, senior accountant, graduated from the finance and economic department of Changsha Institute of Communications majoring in finance and accounting. Mr. He has over ten years experience in accounting and financial management. Mr. He had worked in Guangzhou-Shenzhen-Zhuhai Highway Co., Ltd. He Joined Guangdong Roads and Bridges Construction Development Company Limited in March 2001, serving successively as the finance manager of Shun De Shunda Road Company Limited, assistant to general manager, vice general manager and chief accountant of Guangdong Guangshao Expressway Company Limited, both of which are invested by Guangdong Roads and Bridges Construction Development Company Limited. Since September 2009, he served as the deputy manager of finance and audit department of Guangdong Roads and Bridges Construction Development Company Limited.

Mr. He 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. He 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. He 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. He that needs to be notified to the shareholders of the Company.