



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)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2008**

**Notice is hereby given** that the First Extraordinary General Meeting 2008 (“EGM”) of Shenzhen Expressway Company Limited (“Company”) will be held at the conference room of the Company at Podium Level 2, Jiangsu Building, Yitian Road, Shenzhen, the People’s Republic of China on 16 December 2008 (Tuesday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following as ordinary resolutions:

1. To consider and approve the re-election or appointment (if applicable) of the following candidates as the (1) Directors; (2) Independent non-executive directors of the fifth session of the board of directors of the Company:

(1) Directors:

- (a) Mr. Yang Hai;
- (b) Mr. Wu Ya De;
- (c) Mr. Li Jing Qi;
- (d) Mr. Zhao Jun Rong;
- (e) Mr. Tse Yat Hong;
- (f) Mr. Lin Xiang Ke;
- (g) Ms. Zhang Yang;
- (h) Mr. Chiu Chi Cheong, Clifton;

(2) Independent non-executive directors:

- (a) Mr. Lam Wai Hon, Ambrose;
- (b) Mr. Ting Fook Cheung, Fred;
- (c) Mr. Wang Hai Tao;
- (d) Mr. Zhang Li Min;

The appointment of the above independent non-executive directors is based on the assumption that it has been examined and has not been objected by the Shanghai Stock Exchange.

2. To consider and approve the re-election or appointment (if applicable) of the following candidates as the shareholders' representative supervisors of the fifth session of the supervisory committee of the Company:
  - (a) Mr. Jiang Lu Ming;
  - (b) Mr. Yang Qin Hua;
  
3. To consider and approve the remuneration of the fifth session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorized to approve directors' service contracts and other relevant documents; and any executive director be authorized to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.

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

Shenzhen, the PRC, 31 October 2008

*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. Wang Ji Zhong (Non-executive Director), Mr. Liu Jun (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. Li Zhi Zheng (Independent non-executive Director), Mr. Zhang Zhi Xue (Independent non-executive Director), Mr. Poon Kai Leung, James (Independent non-executive Director) and Mr. Wong Kam Ling (Independent non-executive Director).*

*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 14 November 2008 shall have the right to attend the EGM after complying with 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 26 November 2008, 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 H Share holders of the Company shall be closed from 17 November 2008 to 16 December 2008 (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 or before 4:00 p.m. on 14 November 2008.

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. Shareholders who hold shares under the name of nominee company must cast votes in accordance with the procedures as specified in notes of the proxy form.
- iii. 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 authorization or other authorization documents of such attorney should be notarized. In order to be valid, for shareholders of domestic shares, the written authorization or other authorization documents which have been notarized together with the completed proxy form must be delivered to the Company 24 hours before the time of the holding of the EGM. In order to be valid, for shareholders of H Shares, the above documents must be delivered to Hong Kong Registrars Limited within the same period.
- iv. If a shareholder appoints more than one proxy, the proxies shall not have the right to vote on a show of hands.
- v. Shareholder or his proxy should produce identity proof when attending the EGM.

4. **Poll**

Article 71 of the Articles of Association of the Company is extracted as follows:

“Unless a poll is demanded by the following person before or after any vote by show of hands, a general meeting shall be voted by show of hands:

- (1) The chairman of the meeting;
- (2) At least two shareholders entitled to vote present in person or by proxy;
- (3) One or more shareholders present in person or by proxy representing in aggregate 10% or more of all shares carrying the right to vote at the meeting.”

5. For details of the resolutions listed on this notice, please refer to the circular of the Company dated 31 October 2008.

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:

19/F, Tower A  
United Plaza  
No.5022 Binhe Road North  
Shenzhen, 518033, PRC  
Telephone: (86) 755-8294 5880  
Facsimile: (86) 755-8291 0496 / 8291 0696