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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: 548)

## POLL RESULTS OF 2007 ANNUAL GENERAL MEETING

Reference is made to the notice of 2007 Annual General Meeting (the "AGM") dated 20 March 2008 (the "Notice") issued by Shenzhen Expressway Company Limited (the "Company").

## Poll Results of 2007 Annual General Meeting

At the AGM held at the conference room of the Company at 19/F., Tower A, United Plaza, No.5022 Binhe Road North, Shenzhen, the People's Republic of China on 7 May 2008 (Wednesday) at 10:00 a.m., poll voting was demanded by the Chairman for voting on the proposed resolutions (the "Resolutions") as set out in the Notice. 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:-

|                      |   | Number of Votes (%) |            |         |                    |
|----------------------|---|---------------------|------------|---------|--------------------|
| Ordinary Resolutions |   | For                 | Against    | Abstain | <b>Total Votes</b> |
| 1.                   | To consider and approve the report of the                       | 1,361,522,886       | 140,000    | 0       | 1,361,662,886      |
|                      | directors for the year 2007.                                    | (99.99%)            | (0.01%)    | (0%)    |                    |
| 2.                   | To consider and approve the report of the                       | 1,361,522,886       | 140,000    | 0       | 1,361,662,886      |
|                      | supervisory committee for the year 2007.                        | (99.99%)            | (0.01%)    | (0%)    |                    |
| 3.                   | To consider and approve the audited accounts                    | 1,361,522,886       | 140,000    | 0       | 1,361,662,886      |
|                      | for the year 2007.  | (99.99%)            | (0.01%)    | (0%)    |                    |
| 4.                   | To consider and approve the proposed                            | 1,367,509,399       | 140,000    | 0       | 1,367,649,399      |
|                      | distribution scheme of profits for the year                     | (99.99%)            | (0.01%)    | (0%)    |                    |
|                      | 2007 (including declaration of final                            |                     |            |         |                    |
|                      | dividend).  |                     |            |         |                    |
| 5.                   | To consider and approve the budget plan for                     | 1,367,509,399       | 140,000    | 0       | 1,367,649,399      |
|                      | the year 2008.  | (99.99%)            | (0.01%)    | (0%)    |                    |
| 6.                   | To consider and approve the re-appointment                      | 1,367,509,399       | 140,000    | 0       | 1,367,649,399      |
|                      | of Messrs. PricewaterhouseCoopers                               | (99.99%)            | (0.01%)    | (0%)    |                    |
|                      | (Certified Public Accountants, Hong Kong)                       |                     |            |         |                    |
|                      | as the international auditors and                               |                     |            |         |                    |
|                      | PricewaterhouseCoopers Zhong Tian CPAs                          |                     |            |         |                    |
|                      | Co., Ltd. as the statutory auditors of the                      |                     |            |         |                    |
|                      | Company and to authorise the board of                           |                     |            |         |                    |
|                      | directors of the Company to fix their                           |                     |            |         |                    |
|                      | remunerations.  |                     |            |         |                    |
| 7.                   | To consider and approve the purchase of                         | 1,295,773,310       | 66,464,829 | 0       | 1,362,238,139      |
|                      | liability insurance for the directors,                          | (95.12%)            | (4.88%)    | (0%)    |                    |
|                      | supervisors and senior management staff of                      |                     |            |         |                    |
|                      | the Company, and to authorise the executive                     |                     |            |         |                    |
|                      | directors of the Company to handle the                          |                     |            |         |                    |
|                      | relevant matters, on the condition that the                     |                     |            |         |                    |
|                      | aggregate annual insurance premium shall not exceed RMB400,000. |                     |            |         |                    |

|                      |   | Number of Votes (%) |             |         |                    |
|----------------------|---|---------------------|-------------|---------|--------------------|
| Ordinary Resolutions |   | For                 | Against     | Abstain | <b>Total Votes</b> |
| 8.                   | To consider and approve the provision of      | 1,264,912,570       | 101,656,829 | 0       | 1,366,569,399      |
|                      | counter-guarantee to the bank providing       | (92.56%)            | (7.44%)     | (0%)    |                    |
|                      | guarantee for the convertible corporate bonds |                     |             |         |                    |
|                      | (in which bonds and subscription warrants are |                     |             |         |                    |
|                      | tradable separately) (the "Bonds with         |                     |             |         |                    |
|                      | Warrants") within the total amount of the     |                     |             |         |                    |
|                      | bonds of the Bonds with Warrants issued by    |                     |             |         |                    |
|                      | the Company and the related liabilities by    |                     |             |         |                    |
|                      | pledging the toll rights of Nanguang          |                     |             |         |                    |
|                      | Expressway, and to authorise the executive    |                     |             |         |                    |
|                      | directors of the Company to handle all the    |                     |             |         |                    |
|                      | matters relating to the counter-guarantee,    |                     |             |         |                    |
|                      | including but not limited to finalizing the   |                     |             |         |                    |
|                      | detailed terms of counter-guarantee and       |                     |             |         |                    |
|                      | signing counter-guarantee agreement.          |                     |             |         |                    |

As more than half of the votes were cast in favour of each of the Resolutions, the Resolutions were passed as ordinary resolutions. Shareholders may refer to the Notice for details of the Resolutions.

As at the date of the AGM, the issued share capital of the Company is 2,180,700,000 shares of RMB 1 each. Out of 2,180,700,000 shares, 1,215,400,000 shares are restricted circulating shares, 965,300,000 shares are unrestricted circulating shares, of which 217,800,000 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 Resolutions at the AGM is nil. The total number of shares entitling the holders to attend and vote for or against the 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 to the aforesaid Resolutions approved in the AGM, 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 3 April 2008 shall be entitled to the final dividends for the year ended 31 December 2007. 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: 89.767 for converting HK\$ into RMB. Accordingly, each H Shares of the Company will receive HK\$0.178 as final dividends which will be distributed on or before 4 July 2008.

By Order of the Board **Wu Qian** *Company Secretary* 

Shenzhen, the PRC, 7 May 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. Wong Kam Ling (Independent non-executive Director) and Mr. Wong Kam Ling (Independent non-executive Director).