



## 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 SECOND EXTRAORDINARY GENERAL MEETING 2006**

**Notice is hereby given** that the Second Extraordinary General Meeting 2006 (the "EGM") of Shenzhen Expressway Company Limited (the "Company") will be held at the meeting room of the Company at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, the People's Republic of China on 3 November 2006 (Friday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. To consider and approve item by item the "Resolutions relating to the proposal for the issuance of Bonds with Warrants":
  - (1) Issuance size
  - (2) Issuance price
  - (3) Issuance target
  - (4) Method of issuance
  - (5) Interest rate of the bonds
  - (6) Term of the bonds
  - (7) Term and method of repayment for principal and payment of interests
  - (8) Terms of redemption
  - (9) Guarantee
  - (10) Term of the warrants
  - (11) Conversion period of the warrants
  - (12) Conversion price of the warrants and its method of adjustments
  - (13) Proportion of exercise rights of the warrants and its method of adjustments
  - (14) Use of proceeds from the proposed issuance

(15) Validity of the resolutions

(16) Authorisations to the Board to complete the specific matters of the proposed issuance.

**ORDINARY RESOLUTIONS**

2. To consider and approve the “Resolution relating to the feasibility of the project to be invested with the proceeds from the proposed issuance”
3. To consider and approve the “Resolution relating to the description on the use of proceeds from the previous issuance”

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

Shenzhen, the PRC, 18 September 2006

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2006 FOR HOLDERS OF DOMESTIC SHARES**

**Notice is hereby given** that the Second Extraordinary General Meeting 2006 for Holders of Domestic Shares (the “Domestic Shareholders’ EGM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the meeting room of the Company at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, the People’s Republic of China on 3 November 2006 (Friday) at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following as special resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and approve item by item the “Resolutions relating to the proposal for the issuance of Bonds with Warrants”:
  - (1) Issuance size
  - (2) Issuance price
  - (3) Issuance target
  - (4) Method of issuance
  - (5) Interest rate of the bonds
  - (6) Term of the bonds
  - (7) Term and method of repayment for principal and payment of interests
  - (8) Terms of redemption
  - (9) Guarantee
  - (10) Term of the warrants
  - (11) Conversion period of the warrants
  - (12) Conversion price of the warrants and its method of adjustments
  - (13) Proportion of exercise rights of the warrants and its method of adjustments
  - (14) Use of proceeds from the proposed issuance

(15) Validity of the resolutions

(16) Authorisations to the Board to complete the specific matters of the proposed issuance.

By order of the Board

**Yang Hai**

*Chairman*

Shenzhen, the PRC, 18 September 2006

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2006 FOR HOLDERS OF H SHARES**

**Notice is hereby given** that the Second Extraordinary General Meeting 2006 for Holders of H Shares (the “H Shareholders’ EGM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the meeting room of the Company at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, the People’s Republic of China on 3 November 2006 (Friday) at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following as special resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and approve item by item the “Resolutions relating to the proposal for the issuance of Bonds with Warrants”:
  - (1) Issuance size
  - (2) Issuance price
  - (3) Issuance target
  - (4) Method of issuance
  - (5) Interest rate of the bonds
  - (6) Term of the bonds
  - (7) Term and method of repayment for principal and payment of interests
  - (8) Terms of redemption
  - (9) Guarantee
  - (10) Term of the warrants
  - (11) Conversion period of the warrants
  - (12) Conversion price of the warrants and its method of adjustments
  - (13) Proportion of exercise rights of the warrants and its method of adjustments
  - (14) Use of proceeds from the proposed issuance

(15) Validity of the resolutions

(16) Authorisations to the Board to complete the specific matters of the proposed issuance.

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

Shenzhen, the PRC, 18 September 2006

**Notes:**

**1. Eligibility for attending the meetings**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 29 September 2006 shall have the right to attend the EGM after complying the necessary registration procedures. Holders of H Shares whose names appear on the registers of the shareholders of the Company on the same day shall have the right to attend the H Shareholders' EGM while the holders of the Domestic Shares whose names appear on the registers of the shareholders of the Company on the same date shall have the right to attend the Domestic Shareholders' EGM, after complying the necessary registration procedures.

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

- i Shareholders intending to attend the EGM, the Domestic Shareholders' EGM and the H Shareholders' EGM should deliver to the Company, on or before 13 October 2006, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM, the Domestic Shareholders' EGM and the H Shareholders' EGM.
- ii Holders of H Shares of the Company please note that the register of H Share holders of the Company will be closed from 30 September 2006 to 3 November 2006 (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 and the H Shareholders' 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 29 September 2006.

**3. Proxy**

- i Shareholders entitled to attend and vote at the above meetings are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on behalf of them.
- 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 authorization or other authorization documents of such attorney should be notarized. In order to be valid, for holders of Domestic Shares, the written authorization or 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 relevant meetings. In order to be valid, for holders of H Shares, the above documents must be delivered to Hong Kong Registrars Limited within the same period.
- iii If a shareholder appoints one or more proxies, the proxies shall not have the right to vote individually on a show of hands.
- iv Shareholder or his proxy should produce identity proof when attending the above meetings.

4. For details of the resolutions, please refer to the circular of the Company dated 18 September 2006.

5. **Other Businesses**

i The duration of the above meetings is expected not to exceed one day. Shareholders who attend the above meetings shall arrange for transportation, food, accommodation and other relative 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 5638  
Facsimile: (86) 755-8291 0496

*As at the date of this announcement, the directors of the Company are: Mr. Yang Hai (Chairman of the Board), Mr. Wu Ya De (Director and General Manager), 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).*

Please also refer to the published version of this announcement in The Standard.