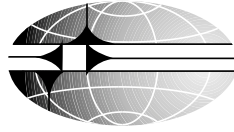


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**深圳高速公路股份有限公司**

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

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

**(Stock code: 548)**

## **NOTICE OF THE SIXTH EXTRAORDINARY GENERAL MEETING 2005**

**Notice is hereby given** that the Sixth Extraordinary General Meeting 2005 (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 28 December 2005 (Wednesday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following as ordinary resolutions:

**“THAT:**

1. members of the 4th session of the board of directors of the Company be elected;
2. members of the 4th session of the supervisory committee of the Company be elected; and
3. the proposed remuneration of the members of the 4th session of the board of directors and the supervisory committee of the Company be approved; and the board of directors of the Company be authorized to approve directors' service contracts and other relevant documents; and any one director of the Company be authorized to sign on behalf of the Company every relevant contract and other relevant documents and to deal with all other necessary relevant matters in connection therewith.”

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

Shenzhen, the PRC, 11 November 2005

*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 25 November 2005 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 8 December 2005, 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 will be closed from 28 November 2005 to 28 December 2005 (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 (“HKRL”), the registrar of H Shares of the Company, at or before 4:00 p.m. on 25 November 2005.

## 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 nominees company must cast votes in accordance with the procedures as specified in Notes 4 and 5 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 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 HKRL within the same period.
  - iv. If a shareholder appoints one or more proxies, the proxies shall not have the right to vote individually on a show of hands.
  - v. Shareholder or his proxy should produce identity proof when attending the EGM.
4. The EGM will elect members of the fourth session of the board of directors and supervisory committee of the Company. Pursuant to the provisions of the articles of association of the Company and its schedules, shareholder(s) individually or collectively holding more than 1% of the issued share capital of the Company may nominate candidates for directorship and the shareholder(s) individually or collectively holding more than 3% of the issued share capital of the Company may nominate candidates for supervisors. Shareholders are entitled to lodge a notice in writing to the Company to nominate candidates, provided that the notice period shall end seven days before convening the EGM. The candidates nominated shall issue a notice to the Company acknowledging their intention to be elected seven days before convening the EGM. The term of office of the members of the fourth session of the board of directors and the supervisory committee is from 1 January 2006 and 31 December 2008.

The board of directors announced that the shareholders of the Company, Xin Tong Chan Development (Shenzhen) Company Limited, Shenzhen Shen Guang Hui Highway Development Company, Huajian Transportation and Economic Development Centre and Guangdong Roads and Bridges Construction Development Company Limited, and the nomination committee of the board of directors of the Company have pursuant to the articles of association nominated Mr. Yang Hai, Mr. Li Jing Qi, Mr. Wang Ji Zhong, Mr. Liu Jun, Mr. Lin Xiang Ke, Mr. Wu Ya De, Ms. Zhang Yang, Mr. Shi Da Qing and Mr. Chiu Chi Cheong, Clifton as candidates for directors of the fourth session of the board of directors and Mr. Li Zhi Zheng, Mr. Zhang Zhi Xue, Mr. Poon Kai Leung, James and Mr. Wong Kam Ling as candidates for independent non-executive directors of the fourth session of the board of directors, and Mr. Zhong Shan Qun, Mr. Zhang

Yi Ping and Mr. Yang Qin Hua as candidates for supervisors representing shareholders of the fourth session of the supervisory committee. A circular containing resumes of and proposed remuneration of the candidates for the fourth session of the board of directors and the supervisory committee shall be sent to the H shareholders of the Company as soon as practicable.

**5. 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.”

**6. Other matters**

i. The duration of the EGM is expected not to exceed one day. Shareholders who attend the EGM shall arrange for food and accommodation 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

*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. Zhang Rong Xing (Director); Mr. Lin Xiang Ke (Director); Ms. Zhang Yang (Director); Mr. Chiu Chi Cheong, Clifton (Director); Mr. Li Jing Qi (Director); Mr. Wang Ji Zhong (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.