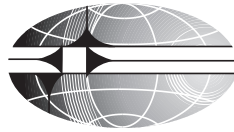


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**深圳高速公路股份有限公司**

**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  
THE SECOND EXTRAORDINARY GENERAL MEETING 2005**

Reference is made to the circular (the "Circular") dated 6 April 2005 issued by Shenzhen Expressway Company Limited (the "Company") in respect of the Framework Agreement, Spring Sun Acquisition Agreement, Mei Wah Acquisition Agreement and Great Eagle Acquisition Agreement. Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

## The Second Extraordinary General Meeting 2005

At the Second Extraordinary General Meeting 2005 (the “EGM”) of the Company 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 23 May 2005 (Monday) at 3:00 p.m., poll voting was demanded by the Chairman for voting on the proposed resolutions (the “Resolutions”) as set out in the Notice of the EGM dated 6 April 2005 (the “Notice”). The Resolutions were approved by shareholders. The board of directors of the Company is pleased to announce the poll results in respect of the Resolutions as follows:

Resolutions	Number of Votes (%)		Total Votes
	For	Against	
(a) the entering into of the Framework Agreement and the transactions contemplated thereunder were approved, confirmed and ratified;	1,346,953,900 100%	0 0%	1,346,953,900
(b) the entering into of the Spring Sun Acquisition Agreement and the transactions contemplated thereunder were approved, confirmed and ratified;	1,346,953,900 100%	0 0%	1,346,953,900
(c) the entering into of the Mei Wah Acquisition Agreement and the transactions contemplated thereunder were approved, confirmed and ratified;	1,346,953,900 100%	0 0%	1,346,953,900
(d) the entering into of the Great Eagle Acquisition Agreement and the transactions contemplated thereunder were approved, confirmed and ratified;	1,346,953,900 100%	0 0%	1,346,953,900
(e) the directors of the Company were authorized to do all such things and acts and execute such documents which they consider necessary or expedient for the implementation of and give effect to the Framework Agreement, the Spring Sun Acquisition Agreement, the Mei Wah Acquisition Agreement and/or the Great Eagle Acquisition Agreement.	1,346,953,900 100%	0 0%	1,346,953,900

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions were duly passed as ordinary resolutions. Shareholders may refer to the Notice for details of the Resolutions.

*Notes:*

- (a) The total number of shares in issue as at the date of the EGM: 2,180,700,000 shares of RMB 1.00 each, of which 654,780,000 shares are State Shares, 613,420,000 shares are Legal Persons Shares, 165,000,000 shares are A Shares and 747,500,000 shares are H shares. 64,640,000 shares are held by Guangdong Roads and Bridges Construction Development Company Limited (廣東省路橋建設發展有限公司), a connected person of the Company interested in the Resolutions. In accordance with the Listing Rules, Guangdong Roads and Bridges Construction Development Company Limited (廣東省路橋建設發展有限公司) and its associates had refrained from voting at the EGM accordingly.
- (b) The total number of shares entitling the holders to attend and vote only against the Resolutions at the EGM: Nil
- (c) The total number of shares entitling the holders to attend and vote for or against the Resolutions at the EGM: 2,116,060,000 shares

Hong Kong Registrars Limited, Hong Kong H Share Registrar and Transfer Office of the Company, has acted as the scrutineer and based on the completed poll voting forms collected by the Company, performed calculation to obtain the above-mentioned poll voting results.

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

Shenzhen, the PRC, 23 May 2005

*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. Ho Pak Cho, Denis Morgie (Independent non-executive Director); Mr. Li Zhi Zheng (Independent non-executive Director); Mr. Zhang Zhi Xue (Independent non-executive Director) and Mr. Poon Kai Leung, James (Independent non-executive Director).*

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