



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
FIRST EXTRAORDINARY GENERAL MEETING 2005**

Reference is made to the circular (the "Circular") dated 3 January 2005 issued by Shenzhen Expressway Company Limited (the "Company"). Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The First Extraordinary General Meeting 2005

At the First 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 18 February 2005 (Friday) at 3:00 p.m., poll voting was demanded by the Chairman for voting on the proposed resolution (the "Resolution") as set out in the Notice of the EGM dated 3 January 2005 (the "Notice"). The Resolution was approved by shareholders. The board of directors of the Company is pleased to announce the poll results in respect of the Resolution as follows:

Resolution	Number of Votes (%)		Total Votes
	For	Against	
(a) the entering into of the Agreement and the transactions contemplated thereunder were approved, confirmed and ratified;	1,326,893,900 100%	0 0%	1,326,893,900
(b) 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 Agreement.			

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

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 GD Roads & Bridges, a connected person of the Company interested in the Resolution. In accordance with the Listing Rules, GD Roads & Bridges 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 Resolution at the EGM: Nil

- (c) The total number of Shares entitling the holders to attend and vote for or against the Resolution at the EGM:
2,116,060,000 shares

Hong Kong Registrars Limited, the 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, 18 February 2005

As at the date of this announcement, the directors of the Company are: Mr. Chen Chao (Chairman of the Board); Mr. Wu Ya De (Director and General Manager); Mr. Zhang Rong Xing (Director); Mr. Zhong Shan Qun (Director); Ms. Tao Hong (Director); Mr. Lin Xiang Ke (Director); Ms. Zhang Yang (Director); Mr. Chiu Chi Cheong, Clifton (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.