



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 FIRST EXTRAORDINARY GENERAL MEETING 2004**

**NOTICE IS HEREBY GIVEN** that First Extraordinary General Meeting 2004 (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 14 June 2004 (Monday), at 10:00 a.m. for the following purposes:

**To consider and if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:**

1. **"THAT**

- (a) the agreement dated 5 March 2004 (the "Agreement I") between the Company as purchaser and Guangdong Expressway Company Limited as vendor in relation to the sale and purchase of 25% equity interest in Yangmao Expressway Company Limited, a copy of which has been produced to this meeting marked "A" and initialed by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby 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 I."

2. **"THAT**

- (a) the agreement dated 7 April 2004 (the "Agreement II") between the Company as purchaser and Guangdong Province Highway Construction Company Limited as vendor in relation to the sale and purchase of 25% equity interest in Jiangzhong Expressway Company Limited, a copy of which has been produced to this meeting marked "B" and initialed by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company be and are hereby 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 II.”

By Order of the Board  
**Zhang Rong Xing**  
*Director & Company Secretary*

Shenzhen, the PRC, 26 April 2004

**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 14 May 2004 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 25 May 2004, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Register of H Shareholders of the Company will be closed from 15 May 2004 to 14 June 2004 (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 14 May 2004.

**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. 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 capital 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.

- 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 EGM.

#### 4. **Poll**

Article 70 of the Articles 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 2 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....”

#### 5. **Other business**

- 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:

Rooms 1901-5, 19th 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, 518026 PRC  
Telephone: (86) 755-82945880  
Facsimile: (86) 755-82910496/82710696

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 and Company Secretary); 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 Director); Mr. Li Zhi Zheng (Independent Director); Mr. Zhang Zhi Xue (Independent Director) and Mr. Poon Kai Leung, James (Independent Director).

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