



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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2000

NOTICE IS HEREBY GIVEN that the first Extraordinary General Meeting (the "EGM") of Shenzhen Expressway Company Limited (the "Company") in 2000 will be held at the Meeting Room at 19/F, Tower A, United Plaza, No.5022 Binhe Road North, Shenzhen, the People's Republic of China on 28th December, 2000 (Thursday), at 10:00 a.m. for the following purposes:

To be considered and passed as special resolutions:

1. To consider and approve the proposal for the application and implementation of the issue of maximum 180,000,000 A Shares, which are denominated in Renminbi, and the proposed listing of such A Shares in the PRC ("A Share Issue");
2. To consider and approve the feasibility of the investment project which is to be financed by the net proceeds received from the A Share Issue;
3. To consider and approve the status of the use of proceeds received from the issue of H Shares of the Company in March 1997 and the report on the use of proceeds received from the issue of H Shares of the Company in March 1997 compiled by Tianqin Certified Public Accountants;
4. To consider and approve, upon the completion of the A Share Issue, that the existing and new shareholders of the Company will be entitled to the undistributed profits of the Company;
5. To consider and authorise the Board to do for and on behalf of the Company all relevant matters which are in connection with the A Share Issue, which include, inter alia, the amendment to the articles of association of the Company to increase the registered share capital of the Company to reflect the proposed new share capital structure;

6. To consider and approve the amendment to Article 2 of Chapter 1 of the articles of association of the Company in relation to the change of the registered address of the Company and that the Board of Directors be empowered to submit such amended articles of association of the Company to the relevant authorities for record.

To be considered and passed as ordinary resolution:

1. To consider and approve the immediate appointment of Mr. Zhang Rong Xing as the executive Director of the Company, with a term of office from the date of appointment to 31st December, 2002.

To be notified:

1. To notify the resignation of Mr. Huang Jian Jun as Supervisor and the election of Mr. Li Jian by staff representatives of the Company to replace Mr. Huang Jian Jun as Supervisor of the Company with a term of office from 1st September, 2000 to 31st December, 2002.

By Order of the Board
Zhang Rong Xing
Company Secretary

Shenzhen, the PRC, 12th November, 2000

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 27th November, 2000 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 8th December, 2000, 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 28th November, 2000 to 28th December, 2000 (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 HKSCC Registrars Limited ("HKSCC"), the registrar of H Shares of the Company, at or before 4:00 p.m. on Thursday, 27th November, 2000.

3. Proxy

- i. Each shareholder entitled to attend and vote at the EGM may appoint 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 HKSCC within the same period.
- iii. If a shareholder appoints more than one proxy, his proxies may only exercise the voting right when a poll is taken.
- iv. Shareholder or his proxy should produce identify proof when attending the EGM.

4. 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 his own cost.

- ii. Address of HKSCC Registrars Limited:

2/F, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

- iii. Address of the Company:

19/F, Tower A, United Plaza
No. 5022 Binhe Road North
Shenzhen, 518026 PRC
Telephone: (86) 755-2710588
Facsimile: (86) 755-2710696