

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 00548)

POLL RESULTS OF THE 2010 ANNUAL GENERAL MEETING

The board of directors of the Company hereby announces that the Resolutions set out in the Notice were duly passed at the AGM.

Reference is made to the notice (“Notice”) of the 2010 Annual General Meeting (“AGM”) dated 31 March 2011 issued by Shenzhen Expressway Company Limited (“Company”).

Poll Results of the AGM

The AGM was held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People’s Republic of China on 17 May 2011 (Tuesday) at 10:00 a.m. The board of directors of the Company is pleased to announce that the resolutions (“Resolutions”) set out in the Notice were approved by the shareholders of the Company at the AGM and the poll results in respect of the Resolutions are as follows:-

Ordinary Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
1. To consider and approve the report of the directors for the year 2010.	1,524,587,564 (100%)	0 (0%)	0 (0%)	1,524,587,564
2. To consider and approve the report of the supervisory committee for the year 2010.	1,524,587,564 (100%)	0 (0%)	0 (0%)	1,524,587,564
3. To consider and approve the audited accounts for the year 2010.	1,507,505,564 (100%)	0 (0%)	0 (0%)	1,507,505,564
4. To consider and approve the proposed distribution scheme of profits for the year 2010 (including declaration of final dividend) .	1,524,587,564 (100%)	0 (0%)	0 (0%)	1,524,587,564

Ordinary Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
5. To consider and approve the budget report for the year 2011.	1,524,587,564 (100%)	0 (0%)	0 (0%)	1,524,587,564
6. To consider and approve that PricewaterhouseCoopers Zhong Tian CPAs Company Limited be appointed as the auditors of the Company for 2011 and undertake the role of the international auditors in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at the annual audit fees of RMB2,980,000, and that Messrs. PricewaterhouseCoopers (Certified Public Accountants, Hong Kong) be no more appointed as the international auditors.	1,524,587,564 (100%)	0 (0%)	0 (0%)	1,524,587,564

As more than half of the votes were cast in favour of the resolution 1 to 6, the above resolutions were passed as ordinary resolutions. Shareholders may refer to the Notice, the announcement dated 25 March 2011, the circular dated 31 March 2011 and 2010 Annual Report of the Company for details of the resolutions.

Special Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
7. To consider and approve the resolution in relation to the grant of a general mandate to the board of directors of the Company to issue debentures denominated in Renminbi.	1,517,929,564 (99.56%)	6,658,000 (0.44%)	0 (0%)	1,524,587,564

As more than two-thirds of the votes were cast in favour of the resolution 7, the above resolution was passed as a special resolution. Shareholders may refer to the Notice, the announcement dated 30 March 2011 and the circular dated 31 March 2011 of the Company for details of the resolution.

As at the date of the AGM, the issued share capital of the Company is 2,180,770,326 shares of RMB1 each. Out of the 2,180,770,326 shares, 1,433,270,326 shares are Renminbi-denominated ordinary shares (“Domestic Share(s)”) and 747,500,000 shares are overseas-listed foreign shares (“H Share(s)”). The total number of shares entitling the holders to attend and vote only against the Resolutions at the AGM is nil. The total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM is 2,180,770,326 shares.

Hong Kong Registrars Limited, the H Share Registrar and Transfer Office of the Company, was appointed as the scrutineer for the vote taking of H Shares only.

Investors' attention should be drawn to the Implementation of Distribution of Dividend Announcement regarding the detailed arrangement of the distribution of dividend for Domestic Shares of the Company to be published on the website of the Shanghai Stock Exchange in due course. In addition, the Company would like to explain matters in respect of the payment of final dividends for H Shares as follows:

Holder of H Shares whose names appeared on the register of shareholders of H Shares of the Company at the close of business on 15 April 2011 shall be entitled to the final dividends for the year ended 31 December 2010. According to Article 166 of the articles of association of the Company, the dividends distributed to the shareholders of H Shares will be paid in Hong Kong dollars ("HK\$"). The exchange rate for the final dividends is the average of the median exchange rate for converting RMB into HK\$ quoted by the People's Bank of China for the five working days preceding the day on which the final dividends was declared, i.e. at the rate of 100: 83.6306 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.191318 (tax included) as final dividends which will be distributed on or before 15 July 2011.

Pursuant to 《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the People's Republic of China) and its implementation rules implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder in respect of the accounting periods beginning from 1 January 2008 shall withhold and pay enterprise income tax. The withholding and payment obligations will lie with the payer. The Company will appoint Hong Kong Registrars Limited for the handling of the enterprise income tax deduction matters and will distribute the final dividends for 2010 according to the aggregate amount of dividends, the amount of the enterprise income tax to be withheld by the Company and the report of tax deduction as provided by it. In respect of all shareholders whose names appear in the register of shareholders of H Shares of the Company on 15 April 2011 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the 10% enterprise income tax. The 10% enterprise income tax will not be deducted from the dividends payable to any natural person shareholders whose names appear in the register of shareholders of H Shares of the Company on 15 April 2011. The Company has no obligation and will not be responsible for confirming the identities of the shareholders. The Company will strictly comply with the law and will withhold and pay enterprise tax based on the register of shareholders of H Shares of the Company as at 15 April 2011. The Company will not handle any claims relating to any delay in confirming the identity of the shareholders or any errors in confirming the identity of the shareholders.

The Company has appointed Bank of China (Hong Kong) Trustees Limited ("Receiving Agent") to receive on behalf of shareholders of H Share all dividends declared in respect of H Shares of the Company. Cheques for the H Share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to shareholders of H Shares of the Company at their own risk on or before 15 July 2011 (payment date of dividends for H Shares).

By Order of the Board
Wu Qian
Company Secretary

Shenzhen, PRC, 17 May 2011

As at the date of this announcement, the directors of the Company are Mr. Yang Hai (Chairman of the Board), Mr. Wu Ya De (Executive Director and President), Mr. Li Jing Qi (Non-executive Director), Mr. Zhao Jun Rong (Non-executive Director), Mr. Tse Yat Hong (Non-executive Director), Mr. Lin Xiang Ke (Non-executive Director), Ms. Zhang Yang (Non-executive Director), Mr. Chiu Chi Cheong, Clifton (Non-executive Director), Mr. Lam Wai Hon, Ambrose (Independent non-executive Director), Mr. Ting Fook Cheung, Fred (Independent non-executive Director), Mr. Wang Hai Tao (Independent non-executive Director) and Mr. Zhang Li Min (Independent non-executive Director).