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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: 00548)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2011**

**Notice is hereby given** that the First Extraordinary General Meeting 2011 (“EGM”) of Shenzhen Expressway Company Limited (“Company”) will be 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 at 10:00 a.m. on 24 November 2011 (Thursday) to consider and, if thought fit, approve the following resolutions:

**ORDINARY RESOLUTION**

1. To consider and approve the resolution in relation to the Entrusted Construction Management Agreement and the transaction contemplated thereunder:
  - (1) the agreement (namely 《委託管理(代建)合同》, “Entrusted Construction Management Agreement”) dated 9 September 2011 between the Company as entrusted party and 深圳市廣深沿江高速公路投資有限公司 (Shenzhen Guangshen Coastal Expressway Investment Company Limited, “Project Company”) as entrusting party, pursuant to which the management of the construction of Guangshen Coastal Expressway Shenzhen Section was entrusted by the Project Company to the Company, and a copy of which has been produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification, and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified; and
  - (2) the board of directors of the Company (“Board”) or any director of the Company duly authorised by the Board be and are hereby authorised to execute for and on behalf of the Company the Entrusted Construction Management Agreement and other related documents and to do all such acts and things as they consider necessary or expedient to implement or give effect to the Entrusted Construction Management Agreement and the transaction contemplated thereunder.

## **SPECIAL RESOLUTION**

2. To consider and approve the proposal in relation to the amendments to the Articles of Association, and to authorise any one of executive directors or company secretary of the Company to deal with the related procedures such as approval, disclosure, registration and filing required for the amendment to the Articles of Association, and to conduct editorial changes relating to the proposed amendments according to the Company's actual situation and the amendment requirements as requested from time to time by the stock exchanges where the Company is listed and the relevant regulatory authorities (if any).

By order of the Board

**Yang Hai**

*Chairman*

Shenzhen, the PRC, 4 October 2011

*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 24 October 2011 shall have the right to attend the EGM after complying with 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 4 November 2011, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 25 October 2011 to 24 November 2011 (both days inclusive), during which period no transfer of H shares of the Company 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, the registrar of H shares of the Company, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 24 October 2011.

### **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 authorisation or other authorisation documents of such attorney should be notarised. In order to be valid, for holders of domestic shares of the Company, the written authorisation or authorisation documents which have been notarised together with the completed proxy form must be delivered to the Company not less than 24 hours before the time of the holding of the EGM. In order to be valid, for holders of H shares of the Company, the above documents must be delivered to Hong Kong Registrars Limited, at Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
  - iii. Shareholder or his proxy should produce identity proof when attending the EGM.
4. For details of resolution no. 1 set out in this notice, please refer to the joint announcement and the circular of the Company dated 9 September 2011 and 4 October 2011 respectively. For details of resolution no. 2 set out in this notice, please refer to Appendix I to the circular of the Company dated 4 October 2011, which contains the "Proposed Amendments to the Articles of Association".

## 5. POLL

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting at the EGM will be taken by poll.

## 6. OTHER MATTERS

- i. The duration of the EGM is expected not to exceed one day. Shareholders or proxies who attend the EGM shall arrange for food, accommodation and other relevant expenses at their own cost.

- ii. Address of Hong Kong Registrars Limited (for share transfer):

Shops 1712-16, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai, Hong Kong

- iii. Address of the Company:

Podium Levels 2-4, Jiangsu Building, Yitian Road,  
Futian District, Shenzhen, 518026, PRC  
Tel.: (86) 755 – 8285 3332  
Fax: (86) 755 – 8285 3411

*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).*