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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)

**POLL RESULTS OF THE SECOND EXTRAORDINARY GENERAL MEETING 2011
NEW SESSION OF DIRECTORS AND SUPERVISORS**

The Board hereby announces that the Resolutions set out in the Notice were duly passed at the EGM.

Reference is made to the notice (“Notice”) of the Second Extraordinary General Meeting 2011 (“EGM”) and the circular (“Circular”) dated 10 November 2011 of Shenzhen Expressway Company Limited (“Company”). Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

Poll Results of the EGM

The EGM 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 29 December 2011 (Thursday) at 9:00 a.m. The Board is pleased to announce that the resolutions (“Resolutions”) set out in the Notice were approved by the shareholders of the Company at the EGM and the poll results in respect of the Resolutions are as follows:-

Ordinary Resolutions	Number of Votes (%)		Number of Shares Carrying Voting Rights Represented by the Shareholders Attending the EGM
	For	Against	
1. To consider and approve the re-election or appointment (if applicable) of the following candidates as the (I) Directors; (II) Independent Directors of the sixth session of the board of directors of the Company:			
(I) Directors:			
1.1 Mr. Yang Hai;	1,518,423,168 (100%)	0 (0%)	1,518,423,168

Ordinary Resolutions	Number of Votes (%)		Number of Shares Carrying Voting Rights Represented by the Shareholders Attending the EGM
	For	Against	
1.2 Mr. Wu Ya De;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.3 Mr. Li Jing Qi;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.4 Mr. Zhao Jun Rong;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.5 Mr. Hu Wei;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.6 Mr. Tse Yat Hong;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.7 Ms. Zhang Yang;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.8 Mr. Chiu Chi Cheong, Clifton;	1,498,149,568 (98.66%)	20,273,600 (1.34%)	1,518,423,168
(II) Independent Directors:			
1.9 Mr. Wang Hai Tao;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.10 Mr. Zhang Li Min;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.11 Mr. Au Sing Kun;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
1.12 Mr. Lin Chu Chang;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
2. To consider and approve the re-election of the following candidates as the shareholders' representative supervisors of the sixth session of the supervisory committee of the Company:			
2.1 Mr. Zhong Shan Qun;	1,518,423,168 (100%)	0 (0%)	1,518,423,168
2.2 Mr. He Sen;	1,511,067,168 (99.52%)	7,356,000 (0.48%)	1,518,423,168

Ordinary Resolutions	Number of Votes (%)			Total Votes
	For	Against	Abstain	
3. To consider and approve the remuneration of the sixth session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorised to approve directors' service contracts and other relevant documents; and any executive director be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.	1,511,765,168 (99.56%)	6,658,000 (0.44%)	0 (0%)	1,518,423,168

Cumulative voting system was adopted for the resolution sets 1(I), 1(II) and 2. In accordance with the provisions of the Articles of Association of the Company and its schedules, 0 votes, 0 votes and 0 votes were deemed to have abstained from voting for resolution sets 1(I), 1(II) and 2, respectively.

For resolutions 1.1~1.12 and 2.1~2.2, the number of favourable votes for each resolution exceeded half of number of shares carrying voting rights represented by the shareholders attending the EGM and the number of objection votes to each of them, therefore the aforesaid resolutions were duly passed as ordinary resolutions. For resolution 3, as more than 50% of the votes were cast in favour of it, it was duly passed as an ordinary resolution. Shareholders may refer to the Circular and related announcements for details of the resolutions.

As at the date of the EGM, the issued share capital of the Company is 2,180,770,326 shares of RMB1 each, among which 1,433,270,326 shares are Renminbi-denominated ordinary shares 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 EGM is nil; the total number of shares entitling the holders to attend and vote for or against the Resolutions at the EGM 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.

New Session of Directors and Supervisors

In the EGM, Mr. Yang Hai, Mr. Wu Ya De, Mr. Li Jing Qi, Mr. Zhao Jun Rong, Mr. Hu Wei, Mr. Tse Yat Hong, Ms. Zhang Yang and Mr. Chiu Chi Cheong, Clifton were appointed as directors of the sixth session of the Board, Mr. Wang Hai Tao, Mr. Zhang Li Min, Mr. Au Sing Kun and Mr. Lin Chu Chang were appointed as independent directors of the sixth session of the Board, and Mr. Zhong Shan Qun and Mr. He Sen were appointed as shareholders' representative supervisors of the sixth session of the Supervisory Committee. Besides, Mr. Fang Jie has been elected as staff representative supervisor of the sixth session of the Supervisory Committee in the staff representatives' meeting. The term of office of the new Directors and Supervisors shall be three years, which shall commence on 1 January 2012 and end on 31 December 2014.

Biographies of Directors

Mr. YANG Hai, born in 1961, senior engineer, obtained a bachelor degree from Chongqing Institute of Architecture and Engineering (now known as Chongqing University) majoring in highway engineering. He has extensive experience in the construction management of road engineering and corporate management. Mr. Yang had been the assistant to the head of the Second Road Engineering Bureau of Ministry of Communications and had been the deputy general manager of the Company from 1997 to 2000. He joined Shenzhen International (a Hong Kong listed company) in March 2000, had been a

general manager of a subsidiary of Shenzhen International, a vice president of Shenzhen International, etc. He has been an executive director of Shenzhen International since August 2007. He had been a supervisor, the chairman of the supervisory committee of CSG Holding Co., Ltd. (a PRC listed company) from 2002 to 2011. Mr. Yang has been the Chairman of the Company since April 2005, and currently he is also the chairman of Mei Wah Industrial (Hong Kong) Limited, a subsidiary of the Company.

Mr. WU Ya De, born in 1964, senior political officer, obtained a bachelor degree from Administration Institute of Guangdong Province majoring in economic management and obtained a postgraduate certificate from Guangdong Province Social Science Institute majoring in Economy. He has extensive experience in toll highway management and investment as well as corporate management. Mr. Wu had successively been the director, general manager, and chairman of SGH Company from November 1996 to January 2002. He has successively been the acting general manager, general manager and president of the Company since January 2002. Mr. Wu has been a Director of the Company since January 1997, and currently the executive Director and president of the Company and is also the chairman of Guangdong Qinglian Highway Development Company Limited, a subsidiary of the Company.

Mr. LI Jing Qi, born in 1956, senior economist, obtained a bachelor degree from Shanghai Foreign Language University. He has over 20 years of experience in international banking and corporate management. Mr. Li had been the assistant to the president of Shenzhen Investment Holding Corporation. He had been an executive director and vice president of Shenzhen International (a Hong Kong listed company) from March 2000 to August 2006, and has been an executive director and president of Shenzhen International since August 2006. He is currently also a director of Ultrarich International Limited, a director of XTC Company, the chairman of SGH Company, a director of CSG Holding Co., Ltd. (a PRC listed company) and directors of other various subsidiaries of Shenzhen International. Since April 2005, Mr. Li has been a Director of the Company.

Mr. ZHAO Jun Rong, born in 1964, economist, lawyer, obtained a master degree from Xiamen University majoring in international economic law. He has extensive experience in corporate management and the legal profession. Mr. Zhao had been the legal consultant of China Ping'an Insurance Company, and the legal consultant of Shenzhen Investment Holding Corporation, etc. Mr. Zhao joined Shenzhen International (a Hong Kong listed Company) in October 2001, and since then had successively been legal consultant, assistant to the president and concurrently manager of strategic development department. Since June 2007, he has been a vice president of Shenzhen International, and is currently also the chief legal consultant of Shenzhen International. He has also been the vice chairman of Shenzhen Airlines Company Limited, directors of XTC Company, SGH Company and other various subsidiaries of Shenzhen International. Since January 2009, Mr. Zhao has been a Director of the Company.

Mr. HU Wei, born in 1962, senior economist, obtained a bachelor degree from Changsha Railway Institute (now known as Central South University) majoring in English, and obtained a master degree from University of South Australia majoring in risk management. He has extensive experience in corporate management including investment, financing, capital operations, auditing and risk management, and experience in overseas enterprises. Mr. Hu had worked in Changsha Railway Institute, and successively been a deputy director of the administrative office of Henan Provincial Commission for Foreign Economy and Trade, the assistant to the general manager of Henan Hong Kong (Group) Limited (the window corporate of Henan Province in Hong Kong). He had worked in China Everbright Bank from June 2001 to August 2011, successively been the deputy general manager, general manager of branch office, general manager of corporate business department of Shenzhen branch, and deputy director of the southern audit center of the headquarter. Mr. Hu joined Shenzhen International (a Hong Kong listed Company) in August 2011 as a vice president.

Mr. TSE Yat Hong, born in 1969, a fellow of the Hong Kong Institute of Certified Public Accountants and a certified public accountant of CPA Australia, obtained a bachelor degree from Monash University in Australia. He has extensive experience in accounting, finance and corporate governance matters of listed companies for many years. Mr. Tse has been the chief financial officer of Shenzhen International (a Hong Kong listed Company) since June 2000. He had also been the company secretary of Shenzhen

International from August 2000 to March 2008, the joint company secretary of the Company from September 2004 to September 2007, and is currently also directors of various subsidiaries of Shenzhen International. Mr. Tse had worked in the audit profession in an international accounting firms for many years before he joined the Shenzhen International. Since January 2009, Mr. Tse has been a Director of the Company.

Ms. ZHANG Yang, born in 1964, political officer, obtained a bachelor degree from Lanzhou University majoring in political economy and obtained a postgraduate certificate from Central Party School majoring in economic management. She has extensive experience in industry and corporate management in toll highway as well as investment management. Ms. Zhang had worked in the Ministry of Aviation. She joined CM Huajian in 1994, and since then had successively been department deputy manager, department manager, assistant to general manager, etc. She is currently the deputy general manager of CM Huajian. She is currently also a vice chairman of Sichuan Expressway Co., Ltd. (a company listed both in PRC and in Hong Kong) and Jinlin Expressway Co., Ltd. (a PRC listed company), a director of Henan Zhongyuan Expressway Co., Ltd. (a PRC listed company) and Jiangsu Expressway Co., Ltd. (a company listed both in PRC and in Hong Kong). She had been a director of Xiamen Port Development Co., Ltd. (a PRC listed company) and Zhejiang Expressway Co., Ltd. (a Hong Kong listed company). Since March 2001, Ms. Zhang has been a Director of the Company.

Mr. CHIU Chi Cheong, Clifton, born in 1954, a certified accountant in USA, obtained a bachelor degree and a MBA degree from Southern California University. He has extensive experience in finance, securities, financial management and corporate governance. Mr. Chiu has been the managing director of Harvester (Holdings) Company Limited since January 1994, and had been the vice chairman of the Takeovers and Mergers Panel of the SFC, the vice chairman of the Listing Committee of the Main Board and the Growth Enterprises Market of HKEx, etc. He is currently also a member of Process Review Panel for the SFC. Mr. Chiu had been an Independent Director of the Company from December 1996 to December 2002. Since 2003, he has been a non-executive Director of the Company.

Mr. WANG Hai Tao, born in 1945, senior economist, graduated from the Department of Chinese of Hebei and Beijing Institute of Normal (now known as Hebei Normal University), studied in Central Party School majoring in economic management and had been a postgraduate student of Southwestern University of Finance and Economics majoring in finance. He has experience in toll highway industry management as well as administrative and personnel management for many years. Mr. Wang had worked in the army force, and had been a cadre of remuneration office of remuneration bureau, deputy officer of policy study office, secretary of minister of minister's office of Ministry of Communications and assistant to general manager of China Highway Engineering Supervision Company, etc. In April 1994, he joined China Merchants Bank and since then had successively been executing deputy officer of administrative office of headquarter, officer of training centre, general manager of administrative department and concurrently vice chairman of the labour union of headquarter, and retired in February 2006. Since January 2009, Mr. Wang has been an Independent Director of the Company.

Mr. ZHANG Li Min, born in 1955, professor in accounting, tutor of doctorship, certified public accountant of PRC, obtained a bachelor degree, a master degree and a doctor degree from Tianjin Institute of Finance & Economics. He has extensive experience in finance, accounting and auditing profession. Mr. Zhang had worked in Tianjin Institute of Finance & Economics. He had been a professor in accounting and tutor of doctorship in School of Business of Sun Yat-Sen University from 1999 to 2009. He has been a professor in accounting in School of Economics and Management of Beijing Jiaotong University since 2009. He is also a deputy chairman of China Audit Society and a member of Firm Disciplinary Committee of The Chinese Institute of Certified Public Accountants, etc. Since January 2009, Mr. Zhang has been an Independent Director of the Company. He is currently also an independent director of Shenzhen Chiwan Petroleum Supply Base Co., Ltd. (a PRC listed Company) and Tianjin Benefo Tejing Electric Co., Ltd. (a PRC listed Company). He had been an independent director of Shenzhen Changcheng Investment Holding Co., Ltd. (a PRC listed Company) and Shenzhen Airport Co., Ltd. (a PRC listed Company).

Mr. AU Sing Kun, born in 1952, obtained a bachelor degree from the University of Waterloo in Canada and a MBA degree from the University of Toronto in Canada. He has many years in depth experience in international banking and risk management. Mr. Au had worked in HSBC from 1978 to 2009, and had successively been the area manager, senior manager of loan and credit department and branch president of HSBC (Hong Kong), the operation director of HSBC (China), the president of HSBC Shenzhen Branch, the chief executive officer of HSBC (Macau), etc. He had also been the chairman of the Association of Shenzhen Foreign Financial Institutions and vice chairman of Macau Association of Banks. Mr. Au is currently the director of Nice International Investments Limited.

Mr. LIN Chu Chang, born in 1969, obtained a bachelor degree from the Hong Kong University majoring in physics. He has experience in financial investment and real estate development for many years. Mr. Lin had worked in China Vest Limited, Singapore Kim Eng Securities (Hong Kong) and Merrill Lynch (Asia-Pacific Region). He had been the chief financial officer of China Resources Land Limited (a Hong Kong listed company) from 2002 to 2006, the chief financial officer and executive director of Longfor Properties Co. Ltd, (a Hong Kong listed company) from 2006 to 2010. Mr. Lin currently is the chairman and executive president of Jeffrey Investments Limited.

Biographies of Supervisors

Mr. ZHONG Shan Qun, born in 1964, engineer, obtained bachelor degrees from Changsha Institute of Communications majoring in highway engineering and in communications and transportations management and a master degree from Hunan University majoring in management science and engineering. He has extensive experience in engineering construction management, logistics management and corporate management. Mr. Zhong joined XTC Company in January 1994 and served in sequence as manager of the engineering department, assistant to general manager, deputy general manager and general manager. He has been the chairman and general manager of XTC Company since September 2005. He has been a vice president of Shenzhen International (a Hong Kong listed company) since June 2007 and had been a vice president during the period from June 2004 to July 2006. Currently he is also the chairman or directors of various subsidiaries of Shenzhen International. He had been a Director of the Company from January 1997 to April 2005 and the chairman of the Supervisory Committee of the Company from January 2006 to September 2007. Since August 2009, Mr. Zhong has been the chairman of the Supervisory Committee of the Company.

Mr. HE Sen, born in 1973, senior accountant, obtained a bachelor degree from Changsha Institute of Communications majoring in finance and accounting. He has experience in financial management and corporate management in toll highway industry. Mr. He had worked in Guangzhou-Shenzhen-Zhuhai Highway Co., Ltd. He Joined GDRB Company in March 2001, serving successively as the finance manager of Shunde Shunda Road Company Limited, assistant to general manager, vice general manager and chief accountant of Guangdong Guangshao Expressway Company Limited, and deputy manager of finance department of GDRB Company. Since November 2009, he served as the manager of finance department of GDRB Company. Currently he is also supervisors of various subsidiaries of GDRB Company. Since January 2010, Mr. He has been a Supervisor of the Company.

Mr. FANG Jie, born in 1960, senior engineer, obtained a bachelor degree from Chongqing Institute of Architecture and Engineering (now known as Chongqing University) majoring in bridge and tunnel. He has experience in project management and personnel administration for many years. Mr. Fang had worked in CCCC Second Highway Consultants, Shenzhen Yuelong Industrial Development Co., Ltd. From January 2001 to March 2007, he had worked in XTC Company, successively as the administrative officer, head of the human resources department and secretary to the board of directors. Since April 2007, he has successively been the general manager of Project Development Department, the director of Chief Engineer Office of the Company, and currently he is also directors of Shenzhen Expressway Advertising Co., Ltd and Sichuan New Road and Bridge Mechanism Co., Ltd. Since August 2008, Mr. Fang has been the staff representative Supervisor of the Company.

Remuneration for the Sixth Session of the Board and the Supervisory Committee

Remuneration for the sixth session of the Board and the Supervisory Committee was approved in the EGM as follows:

1. Remuneration for the sixth session of the Board:

- (1) The Company will not fix or pay any director's fee to the executive Directors who held manage position in the Company. The salary of the executive Directors will be calculated, approved and paid with reference to the actual circumstances of their respective positions and in accordance with the Company's remuneration and benefit policies.

According to the Company's remuneration and benefit policies, employee's remuneration includes the position salary and the performance bonus which are determined with reference to the market value of the position and the performance of the relevant employee. Employee's benefits include statutory benefits and fringe benefits, which are implemented according to the unified standards imposed by the government and the Company respectively. Until otherwise approved by the Board, the position salary of the Chairman and the President of the Company will be RMB59,000 and RMB49,000 per month respectively since 1 January 2012 and their annual performance bonus will be calculated and paid according to the principal that the respective percentage ratios of the position salary and the basis of the performance bonus to the annual salary are 60% and 40%, and the coefficient of the performance bonus of each year should be ascertained by the Board on the basis of the result of annual performance evaluation. The Board may, according to the actual circumstances, review and adjust the position salary of the Chairman and the President of the Company as they think necessary and appropriate, provided that the review and adjustment are made in accordance with the Company's regulations and the remuneration and benefit policies. Moreover, if the total amount of the annual salary of an executive Director exceeds the prescribed standard under the relevant supervision requirements, the salary of such executive Director should be further submitted to the Board for approval. Details of the emolument received by the executive Directors will be disclosed regularly in the annual report of the Company.

- (2) The Company will not fix or pay any director's fee to the non-executive Directors who receives salary in shareholders' entities. The director's fee for each non-executive Director who doesn't receive salary in shareholders' entities is RMB350,000 per annum.
- (3) The director's fee for each Independent Director is RMB180,000 per annum.

2. Remuneration for the sixth session of the Supervisory Committee:

- (1) The Company will not fix or pay any supervisor's fee to the staff representative Supervisor who held manage position in the Company. The salary of the staff representative Supervisor will be calculated, fixed and paid with reference to the actual circumstances of his position and in accordance with the Company's remuneration and benefit policies.

Mr. Fang Jie, the staff representative Supervisor, is the director of the Chief Engineer Office of the Company. According to the Company's remuneration and benefit policies, his position salary is RMB28,000 per month. The determination, adjustment and approval of his total amount of salary will be made according to the Company's "Remuneration Management Procedures"(薪酬福利管理程序) and disclosed regularly in the annual report of the Company.

- (2) The Company will not fix or pay any supervisor's fee to the Supervisors who receives salary in shareholders' entities.

Unless otherwise specified, remuneration and salary mentioned above shall be inclusive of tax. All Directors and Supervisors who attend or observe the relevant meetings shall obtain meeting subsidy for

the meetings. The standard of meeting subsidy for attending each meeting will be RMB1,000 (after tax) per person and the standard of meeting subsidy for observing each meeting will be RMB500 (after tax) per person. The Company will enter into director's service contract with each Director in a standard form. Pursuant to the director's service contract, the director's fees and subsidies shall be determined by the Board and are subject to approval in general meeting. The Company will not enter into supervisor's service contract with the Supervisors. The personal income tax for the emolument received by Directors and Supervisors (if any) will be withheld by the Company according to the national tax policy.

Save as disclosed above, each of the members of the sixth session of the Board and the Supervisory Committee confirms that (i) he did not hold any other directorships in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) he has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no information which is discloseable nor is/was any of the above persons involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter relating to the appointment of the above persons that needs to be notified the shareholders of the Company.

Directors Leaving the Board

The term of office of the fifth session of the Board will expire on 31 December 2011. Mr. Lin Xiang Ke, a non-executive Director, as well as Mr. Lam Wai Hon, Ambrose and Mr. Ting Fook Cheung, Fred, Independent Directors, will cease to be Directors upon the expiry of their term of office.

The Company confirmed that, as at the date of this announcement, it is not aware of any disagreement between such persons and the Board or the Supervisory Committee, and is not aware of any other matter relating to their leaving that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Company would like to take this opportunity to give a warm welcome to the appointment and joining of above Directors and Supervisors, and also express its sincere gratitude to Mr. Lin Xiang Ke, Mr. Lam Wai Hon, Ambrose and Mr. Ting Fook Cheung, Fred for their valuable contributions to the Company during their terms of office.

By Order of the Board
Wu Qian
Company Secretary

Shenzhen, PRC, 29 December 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).