



**深圳高速公路股份有限公司**  
**SHENZHEN EXPRESSWAY COMPANY LIMITED**  
*(Incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 00548)**

**Procedures for nomination of directors**

**1. Upon expiration of the term of the board of directors, it is proposed to adopt the following procedures for nomination of candidates for directorship:**

(1) the nomination of candidates

The Company's board of directors, supervisory committee and shareholder(s) individually or collectively holding more than 1% of the issued share capital of the Company may nominate candidates.

Nomination shall be made in writing and the nomination materials shall contain basic personal information, detailed working experiences, all part time undertakings, supporting descriptions that to satisfy the appointment qualification and basic quality requirements and the written opinion for acceptance of nomination issued by the nominated candidate.

The nomination materials shall be submitted in writing to the secretary to the board of directors 90 days before the expiry of the term of the board of directors. The secretary to the board of directors shall tidy up and collate the nomination materials within 3 working days that are submitted to the Nomination Committee to consider and verify.

(2) the consideration and verification of candidates and quality assessment

The Nomination Committee is responsible to consider and verify the nomination materials and shall have the right to investigate and verify on its own or to appoint professional institution to investigate and verify, the correctness of the information and the quality of the candidate. The Company shall be responsible for any expenses incurred accordingly. Both the person who nominate the candidate or the nominated candidate shall have the obligation to assist such investigation and verification.

Within 30 days upon receipt of the nomination materials, the Nomination Committee shall provide verification and quality assessment reports of the nominated candidate that are to be submitted in the form of specific proposal to the board of directors to consider and confirm.

When the Nomination Committee submits the verification and quality assessment reports of the nominated candidate, it shall at the same time opine on the combination of the candidates in the following manner: the independent directors shall at least include one accounting professional; and the directors who have taken specific position of operation and management of the Company shall not exceed half of the total directors to the board of directors.

(3) the confirmation of the nominees

In general, a nominated candidate accepted by half of the members of the board of directors shall be treated as a confirmed candidate, who shall be referred to the shareholders' general meeting for election by vote.

The board of directors shall introduce confirmed candidates and explain relevant information to the shareholders' general meeting to ensure the shareholders are familiar with the candidates at the time of voting.

**2. Except upon expiration of the term of the board of directors, it is proposed to adopt the following procedures for nomination of candidates for directorship:**

(1) the nomination of candidates

The Company's board of directors, supervisory committee and shareholder(s) individually or collectively holding more than 1% of the issued share capital of the Company may nominate candidates.

The board of directors shall be responsible for formulating work plan for the by-election.

The secretary to the board of directors shall be responsible for collecting the written nomination materials.

(2) the consideration and verification of candidates and quality assessment

The Nomination Committee is responsible for the verification and assessment of the quality of the nominated candidate and submission of a report of the same to the board of directors on time.

(3) the confirmation of the nominees

In general, a nominated candidate accepted by half of the members of the board of directors shall be treated as a confirmed candidate, who shall be referred to the shareholders' general meeting for election by vote.

The board of directors shall introduce confirmed candidate and explain relevant information to the shareholders' general meeting to ensure the shareholders are familiar with the candidate at the time of voting.

**3. Special matters relating to the nominated candidate for independent director:**

(1) when nominating a candidate, the nominator shall opine on the qualifications and independency of the nominated candidate;

(2) the nominated candidate shall make an open declaration as to no relationship with the Company which may affect his independent and objective judgment;

(3) the board of directors shall announce the relevant information and content regarding the nomination in accordance with the requirements promulgated by stock exchanges on which the securities of the Company are listed prior to the election of independent director by shareholders' general meeting;

(4) the Company shall lodge relevant information of all nominated candidates with the China Securities Regulatory Commission, the representative organizations of China Securities Regulatory Commission at which the Company is located and Shanghai Stock Exchange 15 working days before the convening of the shareholders' general meeting for the election of independent directors;

(5) the board of directors shall explain whether the independent directors have been disputed by the China Securities Regulatory Commission when convening of the shareholders' general meeting for the election of independent directors.

*(Extracted from Articles 27, 28 and 29 of the Rules of Procedures for the Board of Directors of the Company)*

Date: 23 March 2012

*This procedure is originally prepared in Chinese and this English version is for reference only. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*