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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)

ANNOUNCEMENT

PROPOSED ADOPTION OF THE REVISED ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES

<p>This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).</p>
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The existing Articles of Association (“Articles of Association”) of Shenzhen Expressway Company Limited (“Company”) has been adopted since 1996 (and was amended from time to time afterwards). In order to improve the corporate governance of the Company persistently according to the recent amendments to the Listing Rules by the Stock Exchange, and combining with the actual circumstances of the Company, the Company had a comprehensive rationalisation and made a complete recommendation to the Articles of Association and its schedules, including Rules of Procedures for the Shareholders’ Meeting, Rules of Procedures for the Board of Directors, and Rules of Procedures for the Supervisory Committee (collectively referred to as “Rules of Procedures”). The proposed amendments to the Articles of Association and Rules of Procedures mainly include (but are not limited to) the supplements and amendments made according to the recent amendments to the Listing Rules by the Stock Exchange and the authorisation arrangements by the Board to the executive Directors. In addition, the text and the order have been amended and unified based on the concern of clarity and legibility. Given the wide range of content of the amendments, the Company would like to take the opportunity to propose the adoption of a set of new Articles of Association and Rules of Procedures to replace the existing Articles of Association and Rules of Procedures, so as to avoid article by article amendments of the Articles of Association and Rules of Procedures. The proposal in relation to the adoption of the revised Articles of Association and the Rules of Procedures is proposed to be considered in the annual general meeting (“AGM”) to be convened on 28 May 2012 by way of special resolutions.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and the Rules of Procedures and the notice of the AGM as well as the proxy form, will be uploaded to “HKExnews” website of the Stock Exchange on the same date of this announcement and will be despatched to the shareholders of the Company on 12 April 2012. Full proposed text of the revised Articles of Association and Rules of Procedures are set out in appendices I, II, III and IV of abovementioned circular, respectively.

By Order of the Board

Wu Qian

Company Secretary

Shenzhen, PRC, 11 April 2012

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. Hu Wei (Non-executive Director), Mr. Tse Yat Hong (Non-executive Director), Ms. Zhang Yang (Non-executive Director), Mr. Chiu Chi Cheong, Clifton (Non-executive Director), Mr. Wang Hai Tao (Independent non-executive Director), Mr. Zhang Li Min (Independent non-executive Director), Mr. Au Sing Kun (Independent non-executive Director) and Mr. Lin Chu Chang (Independent non-executive Director).

This announcement is originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.