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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 2011 ANNUAL GENERAL MEETING**

**Notice is hereby given** that the 2011 Annual General Meeting (“AGM”) 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 on 28 May 2012 (Monday) at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors for the year 2011;
2. To consider and approve the report of the supervisory committee for the year 2011;
3. To consider and approve the audited accounts for the year 2011;
4. To consider and approve the proposed distribution scheme of profits for the year 2011 (including declaration of final dividend);
5. To consider and approve the budget report for the year 2012;
6. To consider and approve that PricewaterhouseCoopers Zhong Tian CPAs Company Limited be re-appointed as the auditors of the Company for 2012, to perform consolidated audit on the annual financial statements and internal control, 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, and to authorise the board of directors of the Company to fix their fees;

## SPECIAL RESOLUTIONS

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) the grant to the board of directors of the Company of a general mandate (“General Mandate”) to issue debentures denominated in Renminbi (“Debentures”), in one or more tranches, including but not limited to medium-term notes, short-term commercial papers, extra-short-term commercial papers, asset-backed commercial papers, corporate bonds, private bonds and overseas RMB bonds, etc. from the date on which this resolution is approved to the date on which the 2012 annual general meeting is held with a maximum outstanding repayment amount of the Debentures to be issued under this General Mandate not exceeding RMB3 billion in aggregate and the issue size for each category of Debentures not exceeding the limit of that category of Debentures that may be issued under relevant national laws and regulations be approved;
  - (2) the board of directors or any two directors of the Company duly authorised by the board of directors are hereby generally and unconditionally authorised to determine and approve the specific terms, conditions and related matters of the Debentures to be issued under the General Mandate according to the needs of the Company and the market conditions and to prepare and execute all necessary documents, and make all necessary arrangement for the implementation of the issue and listing (if applicable) of the relevant Debentures.
  
8. To consider and approve the following proposals in relation to the amendments to the Articles of Association of the Company and its schedules and to authorise any one of the executive directors or the secretary to the board of the directors of the Company to arrange for the respective procedures of approvals, disclosures, registrations and filings in relation to the amendments to the Articles of Association and/or its schedules, and to make any necessary and suitable editorial amendments, if any, to the amended versions as he/she thought fit in accordance with the actual circumstances of the Company and the amendments requirements raised by the exchange where the Company is listed and the relevant regulatory authority from time to time:
  - (1) to consider and approve the amendments to the Articles of Association;
  - (2) to consider and approve the amendments to the Rules of Procedures for the Shareholders’ Meeting;
  - (3) to consider and approve the amendments to the Rules of Procedures for the Board of Directors; and
  - (4) to consider and approve the amendments to the Rules of Procedures for the Supervisory Committee.

The full text of the revised Articles of Association, the Rules of Procedures of the Shareholders' Meeting, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Supervisory Committee are set out in the circular of the Company dated 12 April 2012.

By Order of the Board

**Yang Hai**

*Chairman*

Shenzhen, the PRC, 12 April 2012

*Notes:*

#### **I. ELIGIBILITY FOR ATTENDING THE AGM**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 27 April 2012 shall have the right to attend the AGM after complying with the necessary registration procedures.

#### **II. REGISTRATION PROCEDURES FOR ATTENDING THE AGM**

1. Shareholders intending to attend the AGM should deliver to the Company, on or before 8 May 2012, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the AGM.
2. Holders of H shares of the Company should note that the register of holders of H shares of the Company will be closed from 28 April 2012 to 28 May 2012 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares of the Company who intend to attend the AGM 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 27 April 2012.

#### **III. PROXY**

1. Shareholders entitled to attend and vote at the AGM are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
2. 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 AGM. 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.
3. Shareholder or his proxy should produce identity proof when attending the AGM.

#### **IV. NOTICE ON RELEVANT MATTERS ABOUT FINAL DIVIDEND**

The board of directors recommended the payment of a final dividend of RMB0.16 (tax included) per share to all shareholders for the year ended 31 December 2011, subject to the approval by the shareholders at the AGM to be held on 28 May 2012 (Monday). The record date for shareholder to be eligible for dividend payment, payment procedures and other matters to note will be separately notified.

#### **V. 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 AGM on the resolutions set out in the notice of the AGM will be taken by poll.

#### **VI. OTHER MATTERS**

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

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

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

3. Address of the Company:

Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC  
Postal code: 518026

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. 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).*