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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 2012 ANNUAL GENERAL MEETING**

The board of directors of the Company hereby announces that the Resolutions set out in the AGM Notice were duly passed at the AGM.

Reference is made to the notice (“AGM Notice”) of the 2012 Annual General Meeting (“AGM”) dated 28 March 2013 issued by Shenzhen Expressway Company Limited (“Company”).

**Poll Results of the AGM**

The AGM 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 15 May 2013 (Wednesday) at 10:00 a.m. The board of directors of the Company is pleased to announce that the resolutions (“Resolutions”) set out in the AGM Notice were approved by the shareholders of the Company at the AGM and the poll results in respect of the Resolutions are as follows:-

Ordinary Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
1. To consider and approve the report of the board of directors for the year 2012.	1,430,215,008 (100%)	0 (0%)	0 (0%)	1,430,215,008
2. To consider and approve the report of the supervisory committee for the year 2012.	1,430,215,008 (100%)	0 (0%)	0 (0%)	1,430,215,008
3. To consider and approve the audited accounts for the year 2012.	1,430,215,008 (100%)	0 (0%)	0 (0%)	1,430,215,008
4. To consider and approve the proposed distribution scheme of profits for the year 2012 (including declaration of final dividend).	1,430,215,008 (100%)	0 (0%)	0 (0%)	1,430,215,008

Ordinary Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
5. To consider and approve the budget report for the year 2013.	1,423,399,008 (100%)	0 (0%)	0 (0%)	1,423,399,008
6. To consider and approve that PricewaterhouseCoopers Zhong Tian CPAs Company Limited be re-appointed as the auditors of the Company for 2013.	1,430,215,008 (100%)	0 (0%)	0 (0%)	1,430,215,008

As more than half of the votes were cast in favour of the resolution 1 to 6, the above resolutions were passed as ordinary resolutions. Shareholders may refer to the AGM Notice and Annual Report 2012 of the Company for details of the resolutions.

Special Resolution	Number of Votes (%)			Total Votes
	For	Against	Abstain	
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.	1,425,713,008 (99.685%)	4,502,000 (0.315%)	0 (0%)	1,430,215,008

As more than two-thirds of the votes were cast in favour of resolution 7, the above resolution was passed as special resolution. Shareholders may refer to the AGM Notice, the announcement dated 27 March 2013 and the circular dated 28 March 2013 of the Company for details of the resolution.

As at the date of the AGM, the issued share capital of the Company is 2,180,770,326 shares of RMB1 each. Out of the 2,180,770,326 shares, 1,433,270,326 shares are Renminbi-denominated ordinary shares (“Domestic Share(s)”) 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 on the Resolutions at the AGM is 2,180,770,326 shares. The total number of shares entitling the holders to attend and abstain from voting in favour on the Resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) is nil. The total number of shares held by the holders that are required under the Listing Rules to abstain from voting is nil.

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.

**Investors' attention should be drawn to the announcement regarding the detailed arrangement of the distribution of dividend for Domestic Shares of the Company to be published on the website of the Shanghai Stock Exchange in due course. In addition, the Company would like to explain matters in respect of the payment of final dividends for H Shares as follows:**

The record date of the H shares of the Company for the final dividend for the year ended 31 December 2012 shall be 27 May 2013 (Monday), holder of H Shares whose names appeared on the register of shareholders of H Shares of the Company at the close of business on 27 May 2013 shall be entitled to the final dividends for the year ended 31 December 2012. Reference is hereby made to the AGM Notice, the register of holders of H shares of the Company will be closed from 22 May 2013 to 27 May 2013 (both days inclusive), during which period no transfer of H shares of the Company will be registered. In order to be qualified for the final dividend, all instruments of transfer, accompanied by the relevant share certificates of H shares of the Company must be delivered to the registrar of H shares of the Company, Hong Kong Registrars Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 21 May 2013 (Tuesday).

According to Article 167 of the articles of association of the Company, the dividends distributed to the shareholders of H Shares will be paid in Hong Kong dollars ("HK\$"). The exchange rate for the final dividends is the average of the median exchange rate for converting RMB into HK\$ quoted by the People's Bank of China for the five working days preceding the day on which the final dividends was declared, i.e. at the rate of 100: 79.899 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.162705 (tax included) as final dividends which will be distributed on or before 12 July 2013.

Pursuant to 《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the People's Republic of China) and its implementation rules implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder in respect of the accounting periods beginning from 1 January 2008 shall withhold and pay enterprise income tax. The withholding and payment obligations will lie with the payer. In respect of all shareholders whose names appear in the register of shareholders of H Shares of the Company on 27 May 2013 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the 10% enterprise income tax.

Pursuant to 《關於國稅發【1993】045號文件廢止後有關個人所得稅征管問題的通知》(the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No.045) (Guo Shui Han [2011] No.348) ("Notice") of the State Administration of Taxation dated 28 June 2011 and the letter titled "Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies" of The Stock Exchange of Hong Kong Limited dated 4 July 2011, when non-foreign investment companies of the Mainland which are listed in Hong Kong distribute dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax rate of 10%, unless otherwise specified by the tax regulations and relevant tax agreements. Pursuant to the Notice and the aforesaid letter, the Company will withhold individual income tax at a tax rate of 10% before distributing the final dividends for 2012 to all individual shareholders of H Shares whose names appear on the register of holders of H shares of the Company on 27 May 2013. The Company will conduct specific procedures according to regulations and regulatory requirements of tax if the tax regulations, relevant tax agreements or notice otherwise specified.

The Company will appoint Hong Kong Registrars Limited for the handling of the income tax deduction matters and will distribute the final dividends for 2012 according to the aggregate amount of dividends, the amount of the income tax to be withheld by the Company as well as the tax withheld reports and non-tax withheld reports (if any) as provided by it.

Investors should note that the Company has no obligation for confirming the identities of the shareholders. The Company assumes no liability whatsoever in respect of any disputes or losses arising from any delay in, or inaccurate determination of, the identities of the shareholders. Shareholders are recommended to consult their tax advisers regarding the tax implications arising from their holding and disposal of H shares of the Company when needed.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (“Receiving Agent”) to receive on behalf of shareholders of H Share all dividends declared in respect of H Shares of the Company. Cheques for the H Share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to shareholders of H Shares of the Company at their own risk on or before 12 July 2013 (payment date of dividends for H Shares).

By Order of the Board  
**Wu Qian**  
Company Secretary

Shenzhen, PRC, 15 May 2013

*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).*