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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 IN RELATION TO THE RE-ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE**

The term of office of the sixth session of the board of directors (“Board”) and the sixth session of the supervisory committee (“Supervisory Committee”) of Shenzhen Expressway Company Limited (“Company”) will expire on 31 December 2014. To facilitate the re-election of the Board and the Supervisory Committee (“Re-election”), the Company announces the matter in relation to the Re-election in accordance with the requirement under the Company Law of the People’s Republic of China (“Company Law”) and the Articles of Association of the Company (“Articles”) as follows:

### **I. GENERAL INFORMATION OF THE SEVENTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE**

In accordance with the requirement of the Articles, the seventh session of the Board shall comprise 12 directors (“Director(s)”), including 4 independent non-executive directors (“Independent Director(s)”) and the seventh session of the Supervisory Committee shall comprise 3 supervisors (“Supervisor(s)”), including 2 shareholders’ representative supervisors and 1 staff representative supervisor. The term of office of the members of the seventh session of the Board and the Supervisory Committee will commence on 1 January 2015 and end on 31 December 2017.

### **II. NOMINATION OF DIRECTOR CANDIDATES AND SUPERVISOR CANDIDATES**

The Board, the Supervisory Committee and any shareholder(s) of the Company (“Shareholder(s)”) individually or collectively holding more than 1% of the issued share capital of the Company may nominate candidate(s) for the Directors of the seventh session of the Board (“Director Candidate(s)”). The promoters of the Company and any Shareholder(s) individually or collectively holding more than 3% of the issued share capital of the Company may nominate candidate(s) for shareholders’ representative supervisors of the seventh session of the Supervisory Committee (“Supervisor Candidate(s)”). The staff representative supervisor shall be elected at the staff representatives’ meeting of the Company.

The aforesaid nominators may make their nomination of Director Candidate(s) or Supervisor Candidate(s) (“Nomination”) to the Company before 15 October 2014. The nomination by a

Shareholder in accordance with the requirement stated in this announcement shall not affect his/her right to nominate Director Candidate(s) pursuant to the requirement under Article 100 of the Articles.

### **III. PROCEDURES OF THE RE-ELECTION**

1. The nominators shall nominate the candidate(s) to the Company and submit relevant documents in the manner stated in this announcement before 15 October 2014. For the requirements regarding the nomination documents, please refer to section V.
2. The nomination committee of the Board (“Nomination Committee”) is responsible for verifying the nomination documents of the Director Candidates, examine the qualification of nominators and Director Candidates and compiling a written opinion. The Nomination Committee shall have the right to act on its own or to appoint professional institution to investigate and verify the qualification of the candidates and the truthfulness of the nomination materials.
3. The Board and the Supervisory Committee shall convene a meeting in a timely manner after the expiry of the Nomination period to finalise the lists of Director Candidates and Supervisor Candidates respectively and propose to the extraordinary general meeting of the Company for consideration.
4. The Company shall pursuant to relevant requirement lodge relevant materials of the candidates for Independent Directors with the Shanghai Stock Exchange (“SSE”) for their review and examination. For the candidate(s) for Independent Directors on whom the SSE raises disagreement, the Company shall not propose such candidate(s) to the general meeting for election as Independent Directors.
5. If the Company receives nomination materials submitted by a Shareholder pursuant to the Articles and relevant laws and regulations after the issue of the notice of general meeting, the Company shall issue supplemental notice and materials as soon as possible and decide whether to adjourn the general meeting pursuant to requirements.
6. The Board shall explain their examination findings of and opinion on the qualification of the Director Candidates as well as whether there is any disagreement on the candidates for Independent Directors raised by the securities regulatory bodies during the election of Directors at the general meeting.

### **IV. QUALIFICATIONS FOR DIRECTORS AND SUPERVISORS**

1. Director Candidates and Supervisor Candidates shall comply with the requirement of the qualification of a director and a supervisor under the Company Law, the Rules Governing the Listing of Stocks on SSE, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKEx”) and the relevant laws, regulations and guidelines.
2. According to the Company Law and the Articles, a person may not act as a Director or Supervisor if one of the following conditions exists:
  - (1) lacking capacity in taking civil action or such capacity being restricted;

- (2) being convicted of committing corruption, bribery, conversion or misappropriation of properties or violating social and economic order, and not more than five years have elapsed since the expiration of the enforcement of the punishment; or being deprived of political rights due to conviction and not more than five years have elapsed since the expiration of the enforcement period;
  - (3) being a director, factory director or manager of a company or enterprise being liquidated as a result of improper operation and management of which he shall be personally liable for such liquidation and not more than three years have elapsed since the date of completion of the liquidation of such company or enterprise;
  - (4) being the legal representative of a company or enterprise of which the business license has been cancelled or ordered to close down as a result of the contravention of the laws and in which he shall be personally liable and not more than three years have elapsed since the date of cancellation of the business license of such company or enterprise;
  - (5) having relatively large amount of personal indebtedness which has become due but has not yet been settled;
  - (6) being under investigation by judicial authorities in respect of contravention of criminal laws, and such investigation has not yet been finalised;
  - (7) being prohibited by laws or administrative regulations to act as leader of an enterprise;
  - (8) not being a natural person;
  - (9) being convicted by the relevant supervisory authorities of contravention of the provisions of relevant securities regulations which involved fraud or dishonest acts and not more than five years have elapsed since the date of such conviction;
  - (10) being prohibited by laws or administrative regulations to act as a director or a supervisor.
3. Candidates for the Independent Directors shall also satisfy the requirements of qualification and independence relating to independent directors under the Rules Governing the Listing of Stocks on SSE, the Rules Governing the Listing of Securities on HKEx and the relevant laws, regulations and guidelines.
  4. In addition to the qualification of director, independent director and supervisor required under relevant laws and regulation, a nominator shall properly consider whether the person to be nominated possesses relevant professional knowledge and requisite decision-making or supervisory capabilities for nomination of a candidate, respectively. In order to enhance the level of corporate governance and the overall quality of the decision-making body and supervisory body of the Company, basic requirements of the Director and Supervisor are listed in the Articles respectively. Attention is drawn to the nominators in relation to the requirements contained in Article 8 of the Rules of Procedures of the Board of Directors and Articles 7, 8, 10 of the Rules of Procedures of the Supervisory Committee, which are appendices to the Articles. The Articles and its appendices are available at the website of SSE at <http://www.sse.com.cn>, the website of HKEx at <http://www.hkexnews.hk> and the website of the Company at <http://www.sz-expressway.com>.

## **V. REQUIREMENTS AND EXPLANATION REGARDING THE NOMINATION**

1. Nomination shall be made in writing. The nomination documents shall include but not limited to

the basic information, contact details, and the details and supporting documents of working experience, work ethics, part time jobs in other entities, requisite qualification and basic requirements of the candidate which are signed by the nominators for confirmation.

2. The nominees shall issue a written receipt of acceptance of nomination, which indicates his/her consent to the nomination, undertakes that the materials provided are true and complete and guarantees that he/she will perform the duties of a Director or a Supervisor upon election.
3. The nominators shall make an opinion on the qualification and independence of the candidate in accordance with the forms and contents required by the securities regulatory bodies for nomination of a candidate for Independent Director. The nominees shall make a public declaration, declaring that there is no relationship between the nominee and the Company which affects his/her independent and objective judgment.
4. If nominators are shareholders of the Company, the nominators shall also provide the following documents:
  - (1) for individual Shareholders, copies of their documents of identity (together with the original for inspection);
  - (2) for legal person Shareholders, copies of their business license affixed with the company's chop (together with the original for inspection);
  - (3) copies of share account card for holders of domestic shares (together with the original for inspection);
  - (4) evidence of shareholding as at the date of nomination.
5. The nominators and the nominees shall have the obligation to cooperate with the Company in respect of verification of the truthfulness of the nomination materials and to provide further documents and materials according to the Company's requirements.
6. The nomination materials shall be delivered either in person or by post.

## **VI. MEANS OF CONTACT**

Contact address: Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen  
(Postal Code: 518026)

Contact person: XIAO Wei

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By Order of the Board and the Supervisory Committee

**Wu Qian**

*Company Secretary*

Shenzhen, PRC, 29 September 2014

*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).*

*As at the date of this announcement, the supervisors of the Company are: Mr. Zhong Shan Qun (Chairman of the Supervisory Committee), Mr. He Sen (Supervisor) and Mr. Fang Jie (Supervisor).*

*This announcement is originally prepared in Chinese. In the event of any inconsistency, the Chinese text of this announcement shall prevail over the English text.*