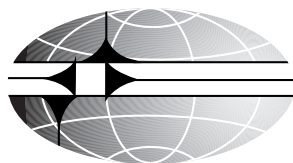


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**深圳高速公路股份有限公司**

**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 THIRD EXTRAORDINARY GENERAL MEETING 2014**

**Notice is hereby given** that the Third Extraordinary General Meeting 2014 (“EGM”) 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 19 December 2014 (Friday) at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following as ordinary resolutions:

1. To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the seventh session of the board of directors of the Company:
  - 1.1 Mr. Hu Wei;
  - 1.2 Mr. Li Jing Qi;
  - 1.3 Mr. Zhao Jun Rong;
  - 1.4 Mr. Tse Yat Hong;
  - 1.5 Mr. Wang Zeng Jin;
  - 1.6 Mr. Wu Ya De;
  - 1.7 Ms. Zhang Yang;
  - 1.8 Mr. Chiu Chi Cheong, Clifton;

The term of office of each of the above directors commences on 1 January 2015 and ends on 31 December 2017.

2. To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent non-executive directors of the seventh session of the board of directors of the Company:

2.1 Mr. Au Sing Kun;

2.2 Mr. Lin Chu Chang;

2.3 Mr. Hu Chun Yuan;

2.4 Mr. Shi Xian Liang;

The term of office of each of the above independent non-executive directors commences on 1 January 2015 and ends on 31 December 2017, the candidacy of who is effective only after it has been examined and has not been objected by the Shanghai Stock Exchange.

3. To consider and approve the re-election of the following candidates as the shareholders' representative supervisors of the seventh session of the supervisory committee of the Company:

3.1 Mr. Zhong Shan Qun;

3.2 Mr. He Sen;

The term of office of each of the above supervisors commences on 1 January 2015 and ends on 31 December 2017.

4. To consider and approve the remuneration of the seventh session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorised to approve directors' service contracts and other relevant documents; and any executive director be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.

By Order of the Board

**Yang Hai**

*Chairman*

Shenzhen, the PRC, 4 November 2014

*Notes:*

**1. Eligibility for attending the EGM**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 18 November 2014 shall have the right to attend the EGM after complying with the necessary registration procedures.

**2. Registration procedures for attending the EGM**

- i. Shareholders intending to attend the EGM should deliver to the Company, on or before 28 November 2014, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H Shares of the Company please note that the register of H Share holders of the Company shall be closed from 19 November 2014 to 19 December 2014 (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 EGM 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 18 November 2014.

**3. Proxy**

- i. Shareholders entitled to attend and vote at the EGM are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
- ii. Shareholders who hold shares under the name of nominee companies must cast votes in accordance with the procedures as specified in notes of the proxy form.
- iii. 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 shareholders of A shares, the written authorisation or other authorisation documents which have been notarised together with the completed proxy form must be delivered to the Company 24 hours before the time of the holding of the EGM. In order to be valid, for shareholders of H Shares, the above documents must be delivered to Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
- iv. Shareholder or his proxy should produce identity proof when attending the EGM.

**4. Poll**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Articles of Association of the Company, voting at the EGM will be taken by poll. Pursuant to the Article of Association, the Company shall adopt the cumulative voting system for election of the Directors and Supervisors. For details, please refer to the notes of the attached proxy form of the EGM.

**5. For details of the resolutions listed on this notice, please refer to the circular of the Company dated 4 November 2014.**

**6. Other matters**

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

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

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

iii. Address of the Company:

Podium Levels 2-4, Jiangsu Building, Yitian Road,  
Futian District, Shenzhen, PRC  
Postal Code: 518026  
Tel.: (86) 755 – 8285 3331  
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).*