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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 2014 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 2014 Annual General Meeting (“AGM”) dated 25 March 2015 issued by Shenzhen Expressway Company Limited (“Company”).

Convening and Attendance 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 2015 (Friday) at 2:00 p.m.

As at the date of the AGM, the total number of shares (“Shares”) of the Company is 2,180,770,326 shares, of which 1,433,270,326 shares are Renminbi-denominated ordinary shares (“A 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 (“Resolutions”) set out in the AGM Notice 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 (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“HKEx”) is nil. The total number of shares of holders that are required under the Listing Rules to abstain from voting is nil.

A total of 21 shareholders (“Shareholder(s)”) of the Company holding 1,443,470,736 shares, representing approximately 66.19% of the total number of the Shares carrying voting rights at the AGM, were present in person or by proxy, among whom:

1. 20 holders of A Shares holding 1,153,642,610 Shares, representing approximately 52.90% of the total number of the Shares carrying voting rights; and
2. 1 holder of H Shares holding 289,828,126 Shares, representing approximately 13.29% of the total number of the Shares carrying voting rights.

Poll Results of the AGM

The board of directors of the Company is pleased to announce that the Resolutions were approved by the Shareholders at the AGM and the poll results in respect of the Resolutions are as follows:

Ordinary Resolution	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the report of the board of directors for the year 2014.	1,443,098,236 (99.97%)	0 (0.00%)	372,500 (0.03%)
2. To consider and approve the report of the supervisory committee for the year 2014.	1,443,098,236 (99.97%)	0 (0.00%)	372,500 (0.03%)
3. To consider and approve the audited accounts for the year 2014.	1,443,098,236 (99.97%)	0 (0.00%)	372,500 (0.03%)
4. To consider and approve the proposed distribution scheme of profits for the year 2014 (including declaration of final dividend).	1,443,335,536 (99.99%)	134,700 (0.01%)	500 (0.00%)
5. To consider and approve the budget report for the year 2015.	1,430,288,296 (99.09%)	100,000 (0.01%)	13,082,440 (0.91%)
6. To consider and approve that PricewaterhouseCoopers Zhong Tian LLP be re-appointed as the auditors of the Company for the year 2015.	1,443,370,236 (99.99%)	0 (0.00%)	100,500 (0.01%)

As more than half of the votes were cast in favour of the resolutions 1 to 6, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the AGM Notice and Annual Report 2014 of the Company.

Special Resolution	Number of Votes (%)		
	For	Against	Abstain
7. To consider and approve by way of separate resolutions in relation to the grant of a general mandate to the board of directors to issue debentures (“Debentures”):			
7.01 Issue size and method;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.02 Type of the Debentures;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.03 Maturity of the Debentures;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.04 Target subscribers and arrangement for placement to shareholders;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.05 Interest rate;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.06 Use of proceeds;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.07 Listing;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.08 Guarantee;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.09 Validity of the resolution;	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)
7.10 Authorisation arrangement.	1,443,368,236 (99.99%)	2,000 (0.00%)	100,500 (0.01%)

As more than two-thirds of the votes were cast in favour of resolutions 7.01 to 7.10, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the AGM Notice, the announcement dated 24 March 2015 and the circular dated 25 March 2015 of the Company.

Guangdong Junyan Law Firm witnessed the AGM and issued a legal opinion. 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.

Investors' attention should be drawn to the announcement regarding the detailed arrangement of the distribution of dividend for A 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 2014 ("Year 2014") shall be 29 May 2015 (Friday), holder of H Shares whose names appeared on the register of shareholders of H Shares of the Company at the close of business on 29 May 2015 shall be entitled to the final dividends for the Year 2014. Reference is hereby made to the AGM Notice, the register of holders of H shares of the Company will be closed from 26 May 2015 to 29 May 2014 (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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 22 May 2015 (Friday). For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on HKEx ("Southbound Trading"), the dividend distribution arrangement is set out in the section "Dividend Distribution for Southbound Trading Investors" below.

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: 78.850 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.570704 (tax included) as final dividends which will be distributed on or before 14 July 2015.

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 shall withhold and pay enterprise income tax at a tax rate of 10%. 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 29 May 2015 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 HKEx 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 2014 to all individual shareholders of H Shares whose names appear on the register of holders of H shares of the Company on 29 May 2015. 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 2014 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 14 July 2015 (payment date of dividends for H Shares).

Dividend Distribution for Southbound Trading Investors

Pursuant to 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect) (Caishui [2014] No. 81), for dividends received by domestic individual investors and securities investment funds from investing in H shares listed on HKEx through Shanghai-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. The companies of such H shares will not withhold

and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The Company has entered into an agreement in relation to the above-mentioned dividend distribution for Southbound Trading investors with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant Southbound Trading investors of H Shares through its depository and clearing system. The cash dividends for the Southbound Trading investors of H Shares will be paid in RMB.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

By Order of the Board

Wu Qian

Company Secretary

Shenzhen, PRC, 15 May 2015

As at the date of this announcement, the directors of the Company are Mr. HU Wei (Executive Director and Chairman of the Board), Mr. WU Ya De (Executive Director and President), Mr. WANG Zeng Jin (Executive Director), Mr. LI Jing Qi (Non-executive Director), Mr. ZHAO Jun Rong (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. AU Sing Kun (Independent non-executive Director), Mr. LIN Chu Chang (Independent non-executive Director), Mr. HU Chun Yuan (Independent non-executive Director) and Mr. SHI Xian Liang (Independent non-executive Director).