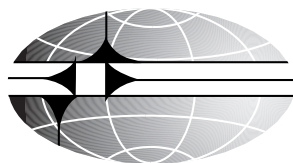


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**深圳高速公路股份有限公司**

**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 FIRST EXTRAORDINARY GENERAL MEETING 2015**

**Notice is hereby given** that the First Extraordinary General Meeting 2015 (“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 20 August 2015 (Thursday) at 2:30 p.m. to consider and, if thought fit, approve the following resolution in relation to the provision of a guarantee by Mei Wah Company for the USD debentures to be issued by its wholly-owned subsidiary by way of an ordinary resolution:

**“THAT:**

to approve the resolution in relation to the provision of a guarantee limited to the principal, the interests payable and relevant expenses by Mei Wah Industrial (Hong Kong) Limited (“Mei Wah Company”) for the USD debentures with the principal not exceeding USD300 million to be issued by its wholly-owned subsidiary, and to grant a general mandate to the Board or any director duly authorised by the Board to determine and approve the matters in relation to the guarantee, and to prepare and sign all necessary documents, and to make all necessary arrangement to effect the guarantee.”

By Order of the Board

**Hu Wei**

*Chairman*

Shenzhen, PRC, 3 July 2015

*Notes:*

## **I. 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 20 July 2015 shall have the right to attend the EGM after complying with the necessary registration procedures.

## **II. Registration procedures for attending the EGM**

1. Shareholders intending to attend the EGM should deliver to the Company, on or before 31 July 2015, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
2. Holders of H shares of the Company please note that the register of holders of H shares of the Company shall be closed from 21 July 2015 to 20 August 2015 (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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 20 July 2015.

## **III. Proxy**

1. 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.
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 A 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 EGM. 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 17M Floor, 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 EGM.

## **IV. Poll**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company, voting at the EGM on the resolution set out in the notice of the EGM will be taken by poll.

## V. Other matters

1. 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.

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

Shops 1712-1716, 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 3339

Fax: (86)755-8285 3411

*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).*