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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**  
**PROPOSAL OF GENERAL MANDATE TO ISSUE DEBENTURES**

On 18 March 2016, the board (“Board”) of directors of Shenzhen Expressway Company Limited (“Company”) considered and approved a resolution in relation to the general mandate (“General Mandate”) to issue debentures (“Debentures”). The proposed General Mandate to the Board to issue Debentures is proposed to be considered by way of special resolutions in the 2015 Annual General Meeting (“AGM”) to be convened on 18 May 2016.

**The General Mandate may or may not be approved by the shareholders of the Company (“Shareholders”) at the AGM. Even if the Board is granted with the General Mandate, the issue of relevant Debentures is subject to the approval of relevant regulatory authorities. The proposed issue of the Debentures may or may not be proceeded with, and such Debentures will not be issued to Shareholders by way of placing, Shareholders and investors are advised to be cautious in dealing with the securities of the Company.**

With a view to broadening financing channels, reducing finance costs and improving debt structure of the Company, on 18 March 2016, the Board considered and approved a resolution in relation to the General Mandate. The proposal in relation to the General Mandate is proposed to be approved by way of special resolutions at the AGM to be convened on 18 May 2016.

Details of the General Mandate to issue Debentures are as follows:

- (1) Issue size and method: The maximum outstanding repayment amount of the Debentures to be issued under the General Mandate shall not exceed the equivalent of RMB6 billion in aggregate and the issue size for each category of the Debentures shall not exceed the limit of that category of the Debentures that may be issued under relevant national laws and regulations. The specific issue method is to be determined by the Board and the lead underwriter with reference to the market conditions before the issue.
- (2) Type of the Debentures: Including but not limited to medium-term notes (including perpetual medium-term notes), short-term commercial paper, extra-short-term

commercial paper, asset-backed commercial paper, corporate bonds, private bonds, overseas bonds and other new types of domestic or overseas bonds, etc.

- (3) Maturity of the Debentures: Each term of maturity for short-term commercial paper and extra-short-term commercial paper shall not exceed 1 year, and each term of maturity for medium-term notes, asset-backed commercial paper, corporate bonds, private bonds and overseas bonds shall exceed 1 year, which may be issued under single category with one maturity term or mixed categories with different maturity terms. Specific terms are to be determined by the Board with reference to the market conditions and the Company's needs for funding.
- (4) Target subscribers and arrangement for placement to shareholders: Target subscribers are investors in compliance with the requirements of relevant laws and regulations. The Debentures shall not be placed to the existing shareholders on a preferential basis.
- (5) Interest rate: It is expected that the interest rate will not exceed the rate for the comparable loans for the same maturity in the market at the time of issue. Actual interest rate is to be determined by the Board with reference to the market conditions at the time of issue.
- (6) Use of proceeds: Replenishment of the Company's and/or its subsidiaries' working capital and capital expenditure, repayment of the Company's and/or its subsidiaries' existing debts and capital requirements for new projects, etc.
- (7) Listing: To be determined by the Board with reference to the market conditions at the time of issue.
- (8) Guarantee: The specific type of guarantee (if necessary) is to be determined by the Board with reference to the market conditions at the time of issue and approved within its authority.
- (9) Validity of the resolutions: From the date on which the resolutions are approved by the general meeting to the date on which the 2016 annual general meeting is held.

The Board or any two directors of the Company duly authorised by the Board are generally and unconditionally authorised to determine, approve and handle the following matters according to the Company's needs and market conditions:

- (1) to determine the specific terms, conditions and related matters of the Debentures to be issued under the General Mandate, including but not limited to determination of the category to be issued, total principal amount, interest rate or its methods of determination, terms, credit rating, guarantee, protection measures for repayment, any repurchase or redemption terms, any placement arrangement, option to adjust nominal interest rate and use of proceeds, etc.;
- (2) to make all necessary and incidental arrangements for the issue of Debentures under the General Mandate (including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from such regulatory authorities);

- (3) to make all necessary arrangements for the implementation of the issue of Debentures under the General Mandate (including but not limited to execution of all requisite documents and disclosures of relevant information in accordance with applicable laws);
- (4) in case of any changes in regulatory policies or market conditions, to adjust the specific issue proposals relating to the issue or other related matters according to the opinion of regulatory authorities;
- (5) upon completion of the issue, to determine and approve matters relating to the listing of relevant Debentures.

A circular containing details of the General Mandate and the notice of the AGM as well as the proxy form, will be despatched to the Shareholders on 1 April 2016.

**The General Mandate may or may not be approved by the Shareholders at the AGM. Even if the Board is granted with the General Mandate, the issue of relevant Debentures is subject to the approval of relevant regulatory authorities. The proposed issue of the Debentures may or may not be proceeded with, and such Debentures will not be issued to Shareholders by way of placing, Shareholders and investors are advised to be cautious in dealing with the securities of the Company.**

By Order of the Board  
**Luo Kun**  
*Joint Company Secretary*

Shenzhen, PRC, 31 March 2016

*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. 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).*