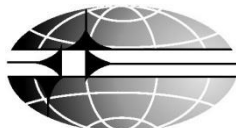


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**深圳高速公路股份有限公司**

**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 SECOND EXTRAORDINARY GENERAL  
MEETING 2016, THE FIRST CLASS MEETING 2016 OF HOLDERS OF A  
SHARES AND THE FIRST CLASS MEETING 2016 OF HOLDERS OF H  
SHARES**

The Board hereby announces that all the resolutions set out in the notice of the second extraordinary general meeting 2016 and the notice of the first class meeting 2016 of holders of A shares dated 10 May 2016 were duly passed and the resolutions set out in the notice of the first class meeting 2016 of the holders of H shares dated 10 May 2016 (collectively with the aforesaid notices, the “Notices”) were not passed.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Company Limited (the “Company”) dated 30 May 2016 in relation to the Second Extraordinary General Meeting 2016 (the “EGM”), the first class meeting 2016 of holders of A shares (the “ACM”) and the first class meeting 2016 of the holders of H shares (the “HCM”) (collectively, the “Meetings”). Unless the context requires otherwise, the capitalized terms used herein shall have the same meaning as those defined in the Circular.

**Convening and Attendance of the EGM, the ACM and the HCM**

The EGM, the ACM and the HCM were held consecutively 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 24 June 2016 (Friday) at 2:00 p.m.

As at the date of Meetings, the total number of the Shares is 2,180,770,326 Shares, of which 1,433,270,326 Shares are A Shares and 747,500,000 Shares are H Shares. The total number of

Shares entitling the holders to attend and vote on the resolutions set out in the EGM Notice at the EGM 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 EGM as set out in Rule 13.40 of the Listing Rules is nil. The total number of Shares of holders that are required under the Listing Rules to abstain from voting is nil. In the case of ACM, the total number of Shares entitling the holders to attend and vote for or against any resolution proposed at the A Share Class Meeting was 1,433,270,326 Shares. In the case of HCM, the total number of Shares entitling the holders to attend and vote for or against any resolution proposed at the H Share Class Meeting was 747,500,000 Shares, the total number of Shares entitling the holders to attend and abstain from voting in favour on the resolutions at the HCM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of Shares of holders that are required under the Listing Rules to abstain from voting is nil.;

A total of 15 Shareholders holding 1,585,004,006 Shares, representing approximately 72.68% of the total number of the Shares carrying voting rights at the EGM, were present in person or by proxy, among whom:

1. 14 holders of A Shares holding 1,217,167,604 Shares, representing approximately 55.81% of the total number of the Shares carrying voting rights; and
2. 1 holder of H Shares holding 367,836,402 Shares, representing approximately 16.87% of the total number of the Shares carrying voting rights.

A total of 14 A Shareholders of the Company and duly authorized proxies holding a total of 1,217,167,604 A Shares, representing 48.03% of the total number of A Shares carrying voting rights were present at the ACM.

A total of 1 H Shareholder of the Company and duly authorized proxies holding a total of 358,998,402 H Shares, representing 84.92% of the total number of H Shares carrying voting rights were present at the HCM.

### **Poll Results of the EGM**

The Board announces that the resolutions were approved by the Shareholders at the EGM and the poll results in respect of the resolutions are as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve by way of separate resolutions in relation to the Restricted A Share Incentive Scheme and its summary :			
1.01 basis for determining the Participants of the Incentive Scheme and the scope of the Participants;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.02 Grant Price of the Restricted Shares and the basis of determination ;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.03 source, number and allocation of the Restricted Shares;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.04 validity period, date of grant, lock-up period, unlocking period and black-out period of the Incentive Scheme ;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.05 conditions of granting and unlocking the Restricted Shares ;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.06 adjustment method and procedures of the Restricted Shares Incentive Scheme;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.07 accounting treatment of the Restricted Shares ;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.08 procedures of implementation, granting and unlocking under the Incentive Scheme;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.09 rights and obligations of the Company/the Participants ;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.10 implementation of the Incentive Scheme in case of change in the Company/the Participants;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
1.11 adjustment of the repurchase price of the Restricted Shares and the procedures of repurchasing and cancelling;	1,401,986,004 (88.45 %)	178,717,115 (11.28 %)	4,300,887 (0.27%)
2. to consider and approve the Management, Implementation and Appraisal Measures for the Incentive Scheme;	1,400,515,804 (88.36%)	180,187,315 (11.37%)	4,300,887 (0.27 %)
3. to consider and approve the resolution in relation to authorize the Board to deal with the matters pertaining to the Restricted A Share Incentive Scheme of the Company;	1,404,285,804 (88.60%)	176,417,315 (11.13%)	4,300,887 (0.27 %)
4. to consider and approve the resolution in relation to the connected transactions	1,400,897,804 (88.38%)	179,805,815 ( 11.34% )	4,300,387 (0.27%)

under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in connection with the Restricted A Share Incentive Scheme.			
As more than two-thirds of the votes were cast in favour of resolutions 1.01 to 1.11 and resolutions 2 to 4, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the Notices, the announcements of the Company dated 15 January 2016 and 9 May 2016 respectively and the Circular.			
Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstain
5. To consider and approve the resolution in relation to the appointment of the Independent Director of the seventh session of the board of directors of the Company.	1,581,827,219 (99.80 %)	2,174,400 (0.14%)	1,002,387 (0.06 %)
6. To consider and approve the resolution in relation to the appointment of auditors for 2016.	1,570,800,954 (99.10%)	13,200,165 (0.83%)	1,002,887 (0.06 %)
As more than half of the votes were cast in favour of the resolutions 5 to 6, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the Notices, the announcement of the Company dated 25 April 2016 and the Circular.			

### Poll Results of the ACM

The Board announces that the resolutions were approved by the Shareholders at the ACM and the poll results in respect of the resolutions are as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve by way of separate resolutions in relation to the Restricted A Share Incentive Scheme and its summary:			
1.01 basis for determining the Participants of the Incentive Scheme and the scope of the Participants;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.02 Grant Price of the Restricted Shares and the basis of determination ;	1,216,168,317 (99.92 %)	16,900 (0.00 %)	982,387 (0.08%)
1.03 source, number and allocation of the Restricted Shares;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.04 validity period, date of grant, lock-up period, unlocking period and black-out period of the Incentive Scheme ;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.05 conditions of granting and unlocking the Restricted Shares ;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)

1.06 adjustment method and procedures of the Restricted Shares Incentive Scheme;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.07 accounting treatment of the Restricted Shares ;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.08 procedures of implementation, granting and unlocking under the Incentive Scheme;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.09 rights and obligations of the Company/the Participants ;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.10 implementation of the Incentive Scheme in case of change in the Company/the Participants;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
1.11 adjustment of the repurchase price of the Restricted Shares and the procedures of repurchasing and cancelling;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
2. to consider and approve the Management, Implementation and Appraisal Measures for the Incentive Scheme;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
3. to consider and approve the resolution in relation to authorize the Board to deal with the matters pertaining to the Restricted A Share Incentive Scheme of the Company;	1,216,168,317 (99.92 %)	16,400 (0.00 %)	982,887 (0.08%)
4. to consider and approve the resolution in relation to the connected transactions under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in connection with the Restricted A Share Incentive Scheme.	1,216,168,317 (99.92 %)	16,900 (0.00 %)	982,387 (0.08%)
As more than two-thirds of the votes were cast in favour of resolutions 1.01 to 1.11 and resolutions 2 to 4, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the Notices, the announcements of the Company dated 15 January 2016 and 9 May 2016 respectively and the Circular.			

### Poll Results of the HCM

The Board announces that the resolutions were not approved by the Shareholders at the HCM and the poll results in respect of the resolutions are as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve by way of separate resolutions in relation to the Restricted A Share Incentive Scheme and its summary:			

1.01 basis for determining the Participants of the Incentive Scheme and the scope of the Participants;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.02 Grant Price of the Restricted Shares and the basis of determination ;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.03 source, number and allocation of the Restricted Shares;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.04 validity period, date of grant, lock-up period, unlocking period and black-out period of the Incentive Scheme ;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.05 conditions of granting and unlocking the Restricted Shares ;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.06 adjustment method and procedures of the Restricted Shares Incentive Scheme;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.07 accounting treatment of the Restricted Shares ;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.08 procedures of implementation, granting and unlocking under the Incentive Scheme;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.09 rights and obligations of the Company/the Participants ;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.10 implementation of the Incentive Scheme in case of change in the Company/the Participants;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
1.11 adjustment of the repurchase price of the Restricted Shares and the procedures of repurchasing and cancelling;	182,249,687 (50.77 %)	173,430,715 (48.31%)	3,318,000 (0.92%)
2. to consider and approve the Management, Implementation and Appraisal Measures for the Incentive Scheme;	180,779,487 (50.36 %)	174,900,915 (48.72%)	3,318,000 (0.92%)
3. to consider and approve the resolution in relation to authorize the Board to deal with the matters pertaining to the Restricted A Share Incentive Scheme of the Company;	184,549,487 (50.41%)	173,130,915 (47.67%)	3,318,000 (0.92%)
4. to consider and approve the resolution in relation to the connected transactions under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in connection with the Restricted A Share Incentive Scheme.	181,161,487 (50.46 %)	174,518,915 (48.61%)	3,318,000 (0.92%)

As less than two-thirds of the votes were cast in favour of resolutions 1.01 to 1.11 and resolutions 2 to 4, the above resolutions were not passed as special resolutions. For details of the resolutions, please refer to the Notices, the announcements of the Company dated 15 January 2016 and 9 May 2016 respectively and the Circular.

Since the resolutions 1.01 to 1.11 and resolutions 2 to 4 were passed by the EGM and ACM, but were not passed by the HCM, so the relevant matters about the resolutions 1.01 to 1.11 and resolutions 2 to 4 will not be proceeded temporarily, the Company will arrange the decision-making processes about the relevant matters at feasible time according to the actual situation.

Guangdong Junyan Law Firm witnessed EGM, the ACM and the HCM as well as 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 in the EGM and the HCM.

By Order of the Board

**Luo Kun**

*Joint Company Secretary*

Shenzhen, PRC, 24 June 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. Chen Tao (Independent non-executive Director).*