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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE IN CHAIRMAN AND COMPOSITION OF
SPECIALISED COMMITTEE OF THE BOARD**

Reference is made to the announcements of Shenzhen Expressway Company Limited (the “Company”) dated 23 November 2015 and 25 April 2016, and the circular of the Company dated 30 May 2016 in relation to, among others, the resignation of Mr. Shi Xian Liang (“Mr. Shi”) as an independent non-executive director and the nomination of Mr. Chen Tao (“Mr. Chen”) as the candidate of the independent non-executive director.

The board (the “Board”) of directors (the “Directors”) of the Company hereby announces that at the Second Extraordinary General Meeting 2016 of the Company held on 24 June 2016, Mr. Chen was appointed as an independent non-executive Director of the seventh session of the Board of the Company, with the term of office commencing on 24 June 2016 and ending on 31 December 2017. The resignation of Mr. Shi from the position of independent non-executive director of the Company and the relevant positions in the remuneration committee and the nomination committee of the Board was also effective simultaneously.

Mr. Shi has confirmed that he has no disagreement with the Board or the supervisory committee of the Company and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited when he tendered his resignation on 23 November 2016. To the best knowledge of the Board, such confirmation has not been changed as at the date of this announcement.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. Shi for his valuable contributions to the Company during his term of office.

Biography of Mr. Chen is as follows:

Mr. CHEN Tao, born in 1963, holds a professional title of Senior Engineer, obtained a master degree from East China University of Science and Technology majoring in industrial automation. He has extensive experience and knowledge in environmental engineering construction and technology

research and development and corporate management. Mr. Chen had worked in Sichuan Institute of Light Industry and Chemical Technology (now known as Sichuan University of Science & Engineering) and Shenzhen CATIC Computer Co., Ltd. Since April 2005, Mr. Chen has worked in various subsidiaries of China Everbright Group. He had been the general manager of Everbright Environmental Protection Energy (Changzhou) Co., Ltd. since September 2006 to January 2009. Mr. Chen has been the general manager of Everbright Environmental Protection Science and Technology Development (Beijing) Co., Ltd. since February 2009 and a deputy general manager of China Everbright International Limited (a Hong Kong listed company) since February 2011. Currently, Mr. Chen is also the general manager of Everbright Environmental Protection Technology Research Institute (Shenzhen) Co., Ltd. and a non-executive director of China Everbright Water Limited (a Singapore listed company).

The Company will enter into a director's service contract with Mr. Chen. As approved by the previous general meeting of the Company, the Director's fee for independent non-executive Director is RMB180,000 (before tax) per annum. In addition, Directors who attend or observe the relevant meetings shall obtain meeting subsidy for the meetings. The standard of meeting subsidy for attending each meeting will be RMB1,000 (after tax) and the standard of meeting subsidy for observing each meeting will be RMB500 (after tax).

Save as disclosed above, Mr. Chen also confirms that (i) he did not hold any other directorships in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) he has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no information which is discloseable nor is/was Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter relating to the appointment of Mr. Chen that needs to be notified the shareholders of the Company.

The Board has appointed Mr. Chen, as the chairman of the remuneration committee and the nomination committee of the Company with effect from 24 June 2016. Following the aforesaid appointment, the remuneration committee of the Company is composed of Mr. Chen Tao (chairman of committee) (independent non-executive director), Mr. Au Sing Kun (independent non-executive director), Mr. Hu Chun Yuan (independent non-executive director) and Mr. Wang Zeng Jin (executive director); and the nomination committee of the Company is composed of Mr. Chen Tao (chairman of committee) (independent non-executive director), Mr. Lin Chu Chang (independent non-executive director) and Mr. Hu Wei (executive director)

The Board would like to take this opportunity to give a warm welcome to the joining of Mr. Chen.

By Order of the Board
Hu Wei
Chairman

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).