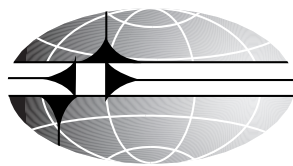


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**深圳高速公路股份有限公司**

**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 SECOND CLASS MEETING 2016 OF HOLDERS OF A SHARES**

**Notice is hereby given** that the Second Class Meeting 2016 of the Holders of A Shares (the “ACM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC after 2 p.m. on Friday, 26 August 2016 (immediately after the conclusion of the Third Extraordinary General Meeting 2016 of the Company to be held on the same date or adjournment) to consider and, if thought fit, pass the following resolutions by way of special resolutions:

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;
  - 1.02 Grant Price of the Restricted Shares and the basis of determination;
  - 1.03 source, number and allocation of the Restricted Shares;
  - 1.04 validity period, date of grant, lock-up period, unlocking period and black-out period of the Incentive Scheme;
  - 1.05 conditions of granting and unlocking the Restricted Shares;
  - 1.06 adjustment method and procedures of the Restricted Shares Incentive Scheme;
  - 1.07 accounting treatment of the Restricted Shares;
  - 1.08 procedures of implementation, granting and unlocking under the Incentive Scheme;

- 1.09 rights and obligations of the Company/the Participants;
- 1.10 implementation of the Incentive Scheme in case of change in the Company/the Participants;
- 1.11 adjustment of the repurchase price of the Restricted Shares and the procedures of repurchasing and cancelling;
2. to consider and approve the Management, Implementation and Appraisal Measures for the Incentive Scheme;
3. to consider and approve the resolution in relation to the Shareholders' Meeting to authorize the Board to deal with the matters pertaining to the Restricted A Share Incentive Scheme of the Company, including:
  - (1) the Shareholders' Meeting authorizing the Board to implement the following matters in relation to the Incentive Scheme:
    - (a) to determine the qualifications and conditions of the participation in the Incentive Scheme, to determine the list of the Participants and the respective number of Restricted Shares to be granted to each of the Participant, and to determine the Grant Price;
    - (b) to determine the date of grant of the Restricted Shares and to procure the granting to and unlocking of the Restricted Shares of the Participants when the conditions have been fulfilled;
    - (c) to review and confirm the unlocking qualifications and conditions of the Participants and to procure the unlocking of Restricted Shares for the Participants who are qualified under the Incentive Scheme;
    - (d) if the number of shares and Grant Price need to be adjusted due to the Company's ex-right, ex-dividend and any other reasons, to adjust the same in accordance with the principle and method under the Incentive Scheme;
    - (e) to procure the repurchasing and cancelling of the locked Restricted shares held by the Participants which are required to be repurchased and cancelled under the Incentive Scheme;
    - (f) to formulate or amend the provisions for management and implementation of the Incentive Scheme from time to time on the basis that the terms of the Incentive Scheme remains unchanged, however, such amendments shall be approved by the Shareholders' Meeting and/or regulatory authorities if any laws, regulations or authorities so require;

- (g) to pass the resolution to terminate the implementation of the Incentive Scheme when the Board thinks fit;
  - (h) to sign, implement, amend or terminate any agreements in relation to the Incentive Scheme;
  - (i) to implement all necessary procedures and matters in relation to the Incentive Scheme, except for those clearly stipulated by relevant documents belong to the rights of the Shareholders' Meeting;
- (2) to authorize the Board, in relation to the Incentive Scheme, to approach the relevant government or regulatory authorities for any approval, registration, filing, authorization and consent; to sign, implement, amend or complete all documents to be submitted to the relevant government, authorities, organizations or persons; to amend the articles of association of the Company, to register the change of issued share capital of the Company; and to do all other things that are necessary, fit and proper in relation to the Incentive Scheme;
- (3) to approve the validity period of the authorization given to the Board be the same as the validity period of the Incentive Scheme;
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, and to approve the Connected Participants to participate in the Restricted A Share Incentive Scheme of the Company in accordance with its terms and conditions.

By Order of the Board  
**HU Wei**  
*Chairman*

Shenzhen, the PRC, 11 July 2016

*Notes:*

**1. Eligibility for attending the ACM**

Shareholders of the Company whose names appear on the registers of holders of A shares of the Company at the close of business on 26 July 2016 shall have the right to attend the ACM after complying with the necessary registration procedures.

## **2. Registration procedures for attending the ACM**

Shareholders intending to attend the ACM should deliver to the Company, on or before 5 August 2016, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the ACM.

## **3. Proxy**

- i. Holders of A shares entitled to attend and vote at the ACM are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
- ii. 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, 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 ACM.
- iii. Shareholder or his proxy should produce identity proof when attending the ACM.

4. In accordance with relevant provisions of the Administration Measures on Share Incentives of Listed Companies (Trial), Mr. Au Sing Kun, an independent director of the Company was appointed by other independent directors as the soliciting party to solicit voting rights from all holders of A shares of the Company in connection with resolutions No.1-4 related to Incentive Scheme to be considered at the ACM. For details, please refer to the Announcement on the Solicitation of Voting Rights by the Independent Directors to be issued by the Company.

## **5. Poll**

Pursuant to the Articles of Association of the Company, voting at the ACM on the resolutions set out in the notice of the ACM will be taken by poll.

## 6. Other matters

- i. The duration of the ACM is expected not to exceed one day. Shareholders or proxies who attend the ACM shall arrange for transport, food, accommodation and other relevant expenses at their own cost.
- ii. 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. 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).*