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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 ON THE SOLICITATION OF VOTING RIGHTS BY  
THE INDEPENDENT DIRECTOR**

In accordance with relevant provisions of the Administration Measures on Share Incentives of Listed Companies, Mr. Au Sing Kun, an independent director of Shenzhen Expressway Company Limited (the “Company”) was appointed by other independent directors as the soliciting party to solicit voting rights from all shareholders of the Company in connection with relevant resolutions to be considered at the Third Extraordinary General Meeting 2016, the Second Class Meeting 2016 of Holders of A Shares and the Second Class Meeting 2016 of Holders of H Shares of the Company to be held on 23 November 2016.

**I. BASIC INFORMATION OF THE SOLICITING PARTY AND HIS VOTE IN RESPECT  
OF THE SUBJECT MATTER OF SOLICITATION**

The soliciting party, Mr. Au Sing Kun, is an independent director of the Company who does not hold any shares of the Company. He voted in favour of the resolutions in relation to the “Restricted A Share Incentive Scheme”, the “Management, Implementation and Appraisal Measures for the Incentive Scheme (Draft)”, the “Resolutions to be proposed at the Shareholders’ Meetings to Authorise the Board of Directors of the Company to Deal with Matters Pertaining to the Restricted A Share Incentive Scheme” and 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”, which were considered in the 17<sup>th</sup> meeting of the 7<sup>th</sup> session of the board of directors the Company.

**II. BASIC INFORMATION OF THE GENERAL MEETING AND CLASS MEETINGS**

**(I) Time of the meetings**

Time of the onsite meetings: 23 November 2016 (14:00) (meetings shall be convened in sequence)

Time for online voting: from 23 November 2016 to 23 November 2016

For voting through the online voting system of Shanghai Stock Exchange, the voting time on

the voting platform under the trading system would be the trading hours on the date of the general meeting and class meetings, namely 9:15-9:25, 9:30-11:30, 13:00-15:00. For voting through the internet voting platform, the voting time will be 9:15-15:00 on the date of the general meeting and class meetings.

(II) Venue of the meetings: the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen

(III) Resolutions proposed at the meetings

1. Resolutions proposed at the Third Extraordinary General Meeting 2016

No.	Resolutions
1.00	the 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
1.12	settlement mechanism for dispute
2	the Management, Implementation and Appraisal Measures for the Incentive Scheme
3	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
4	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
5	the resolution in relation to the appointment of the shareholders' representative supervisor of the seventh session of the supervisory committee of the Company

6.00	the resolution in relation to the appointment of the directors of the seventh session of the board of directors of the Company
6.01	Mr. Liu Ji
6.02	Mr. Liao Xiang Wen
6.03	Mr. Chen Yuan Jun

## 2. Resolutions proposed at the Second Class Meeting 2016 of Holders of A Shares

No.	Resolutions
1.00	the 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
1.12	settlement mechanism for dispute
2	the Management, Implementation and Appraisal Measures for the Incentive Scheme
3	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
4	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

### 3. Resolutions proposed at the Second Class Meeting 2016 of Holders of H Shares

No.	Resolutions
1.00	the 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
1.12	settlement mechanism for dispute
2	the Management, Implementation and Appraisal Measures for the Incentive Scheme
3	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
4	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

In accordance with relevant provisions of the Administration Measures on Share Incentives of Listed Companies, the soliciting party shall solicit the voting rights from all shareholders of the Company in respect of resolutions no. 1, 2, 3, and 4 at each of the Third Extraordinary General Meeting 2016, the Second Class Meeting 2016 of Holders of A Shares and the Second Class Meeting 2016 of Holders of H Shares, respectively.

### III. THE SOLICITATION SCHEME

#### (I) Targets of solicitation

All shareholders of the Company whose names appear on the register of members (A shares: whose names appear on the register of members keep in the Shanghai Branch of China Securities Depository and Clearing Corporation Limited) after market closed on the share registration date (21 October 2016) and have completed the procedure for attending the general meeting.

#### (II) Time for solicitation

The public solicitation shall commence from 17 November 2016 to 21 November 2016 (9:00 a.m. - 12:00 p.m., 2:00 p.m. - 5:00 p.m.)

#### (III) Procedure for solicitation

1. For solicitation target who decides to authorize the soliciting party to vote on his/her/its behalf; and he/she/it shall complete all the required contents in the Solicitation Proxy Form as set out and enclosed to this report (for holders of A shares and only available in Chinese); or the Proxy Form enclosed to the circular (for holders of H shares).
2. The appointor shall produce identity proof and evidence of authorization to the soliciting party, which include but not limited to:

For holders of A shares:

- (1) if the appointor is a legal person shareholder, it should produce copies of its business license, identity proof of its legal representative and shareholder's account card; and original of the Solicitation Proxy Form;
- (2) if the appointor is an individual, he/she should produce copies of his/her identity proof, shareholder's account card; and original of the Solicitation Proxy Form;
- (3) the Solicitation Proxy Form must be authorized by way of writing and duly signed by the appointor or his/her/its attorney. If the Solicitation Proxy Form is signed by the attorney of an appointor, the relevant authorization or other authorization documents must be notarized by a notary public.

For holders of H shares:

Holders of H shares shall complete and sign the Proxy Form in accordance with the instructions as set out in the Proxy Form enclosed to the circular. The Proxy Form must be authorized by way of writing and duly signed by the appointor or his/her/its attorney. If the Proxy Form is signed by the attorney of an appointor, the relevant authorization or other authorization documents must be notarized by a notary public.

3. Delivery of the above documents to the soliciting party

For holders of A shares, the Solicitation Proxy Form and the relevant documents shall be delivered to:

Address: Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen

Attn: Secretariat to the board, Shenzhen Expressway Company Limited

Postal code: 518026

Tel: 0755-8285 3339

Fax: 0755-8285 3411

All documents shall be properly sealed and marked with the phone number and contact person of the relevant appointing shareholder and “Independent Director’s Solicitation Proxy Form” on significant position.

For holders of H shares, the Proxy Form and the relevant documents shall be delivered to:  
Address: Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

Attn: Hong Kong Registrars Limited

Tel: 00852-2862 8555

Fax: 00852-2865 0990

All documents shall be properly sealed and marked with the phone number and contact person of the relevant appointing shareholder and “Independent Director’s Solicitation Proxy Form” on significant position.

4. The certifying lawyers shall conduct review on the aforesaid documents submitted by the shareholders. The certifying lawyer shall submit the valid and effective documents to the soliciting party after review.

(IV) The documents submitted by the appointing shareholders shall be deemed as valid and effective after review if all of the following conditions are fulfilled:

1. The Solicitation Proxy Form/ Proxy Form and the relevant documents have been submitted to the designated place pursuant to the requirements of the solicitation scheme set out herein;
2. The Solicitation Proxy Form/ Proxy Form and the relevant documents have been submitted within the prescribed time;
3. Shareholder has completed and signed the Solicitation Proxy Form enclosed to this report (for holders of A shares); or the Proxy Form enclosed to the circular (for holders of H shares), and the relevant Solicitation Proxy Form is duly completed, clear and effective;
4. The information on the Solicitation Proxy Form/ Proxy Form and the relevant documents matches with those on the register of member.

(V) Where a shareholder gives duplicate voting instructions to the soliciting party in respect of the matters for which the voting rights are being solicited, the latest Solicitation Proxy Form/ Proxy Form signed by the shareholder, or the latest Solicitation Proxy Form/ Proxy Form received by the Company if the timing of the signature could not be ascertained, shall be deemed as the valid one.

(VI) A shareholder may attend the meeting in person or by appointing proxy other than the soliciting party as his/her/its proxy notwithstanding the appointment of the soliciting party as his/her/its proxy.

(VII) The soliciting party may act in accordance with the following with respect to a valid solicitation:

1. A shareholder may expressly revoke in writing his/her/its previous appointment of the soliciting party as his/her/its proxy not less than 24 hours before the holding the meetings, in which case the soliciting party shall treat such authorization by the appointor as invalid;
2. Where a shareholder has appointed persons other than the soliciting party as proxy to exercise the solicited voting right and to be registered for attending the meetings, and where such shareholder expressly revokes in writing his/her/its appointment of the soliciting party prior to on-site registration at the meeting, the soliciting party shall treat

such authorization by the appointor as invalid; in case of duplicate appointments with different contents of authorization, the latest signed appointment by the shareholder shall prevail, or the latest received appointment shall prevail if the timing of the signature could not be ascertained;

3. Shareholders should specify in the Solicitation Proxy Form/ Proxy Form their voting instructions in respect of the matters for which voting rights are being solicited and select either “For”, “Against” or “Abstain” as appropriate. Any proxy for which has selected more than one options or no voting direction is indicated shall be deemed invalid.

For and on behalf of all independent directors of  
Shenzhen Expressway Company Limited  
**Au Sing Kun**  
*Independent Director*

Shenzhen, PRC, 28 September 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).*

*This announcement is originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*

*The Solicitation Proxy Forms for use in the Third Extraordinary General Meeting 2016 and the Second Class Meeting 2016 of Holders of A Shares are attached to the Chinese version of this announcement. As the Solicitation Proxy Forms are intended to be used by the holders of A shares pursuant to the relevant requirements, only Chinese versions are available.*