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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 2016 ANNUAL GENERAL MEETING, THE
FIRST CLASS MEETING 2017 OF HOLDERS OF A SHARES AND THE
FIRST CLASS MEETING 2017 OF HOLDERS OF H SHARES**

The Board hereby announces that all the resolutions set out in the notice of the annual general meeting 2016, the first class meeting 2017 of holders of A shares and the first class meeting 2017 of the holders of H shares dated 7 April 2017 (collectively, the “Notices”) were duly passed.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Company Limited (the “Company”) dated 7 April 2017 in relation to the Annual General Meeting 2016 (the “AGM”), the first class meeting 2017 of holders of A shares (the “ACM”) and the first class meeting 2017 of the holders of H shares (the “HCM”) (collectively, the “Meetings”). Unless the context herein requires otherwise, the capitalized terms used herein shall have the same meaning as those defined in the Circular.

Convening and Attendance of the AGM, the ACM and the HCM

The AGM, 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 23 May 2017 (Tuesday) 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 AGM Notice at

the AGM 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 AGM 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 11 shareholders (“Shareholder(s)”) of the Company holding 1,449,521,439 Shares, representing approximately 66.468% of the total number of the Shares carrying voting rights at the AGM, were present in person or by proxy, among whom:

1. 10 holders of A Shares holding 1,154,444,120 Shares, representing approximately 52.937% of the total number of the Shares carrying voting rights; and
2. 1 holder of H Shares holding 295,077,319 Shares, representing approximately 13.531% of the total number of the Shares carrying voting rights.

A total of 10 A Shareholders of the Company and duly authorized proxies holding a total of 1,154,444,120 A Shares, representing 80.546% of the total number of A Shares carrying voting rights were present at the ACM.

A total of 1 H Shareholders of the Company and duly authorized proxies holding a total of 297,604,451 H Shares, representing 39.813% of the total number of H Shares carrying voting rights were present at the HCM.

Poll Results of the AGM

The Board of directors of the Company is pleased to announce that the resolutions considered at the AGM were approved by the Shareholders and the poll results in respect of the resolutions are as follows:

Ordinary Resolution	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the report of the board of directors for the year 2016.	1,447,283,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
2. To consider and approve the report of the supervisory committee for the year 2016.	1,447,283,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
3. To consider and approve the audited accounts for the year 2016.	1,447,283,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
4. To consider and approve the proposed distribution scheme of profits for the year 2016 (including declaration of final dividend).	1,447,283,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
5. To consider and approve the budget report for the year 2017.	1,447,283,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
6. To consider and approve the resolution in relation to the appointment of auditors for 2017.	1,445,953,859 (99.75%)	1,581,580 (0.11%)	1,986,000 (0.14%)
7. 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.	1,400,191,627 (96.62%)	47,011,812 (3.24%)	1,986,000 (0.14%)

As more than half of the votes were cast in favour of the resolutions 1 to 7, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the AGM Notice, Annual Report 2016 and the Circular.

Special Resolution	Number of Votes (%)		
	For	Against	Abstain
8. To consider and approve by way of separate resolutions in relation to the grant of a general mandate to the board of directors of the Company to issue debentures (“Debentures”):			
8.01 Issue size and method;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.02 Type of the Debentures;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.03 Maturity of the Debentures;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.04 Target subscribers and arrangement for placement to shareholders;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.05 Interest rate;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)

8.06	Use of proceeds;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.07	Listing;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.08	Guarantee;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.09	Validity of the resolution;	1,447,281,033 (99.85%)	254,406 (0.02%)	1,986,000 (0.14%)
8.10	Authorisation arrangement.	1,445,951,859 (99.75%)	1,583,580 (0.11%)	1,986,000 (0.14%)
9. To consider and approve by way of separate resolutions in relation to the amendments to the Articles of Association of the Company and its schedules				
9.01	Amendments to the Articles of Association;	1,445,953,859 (99.75%)	1,581,580 (0.11%)	1,986,000 (0.14%)
9.02	Amendments to the Rules of Procedures for the Board of Directors.	1,447,281,033 (99.85%)	252,406 (0.02%)	1,986,000 (0.14%)
10.	To consider and approve the resolution on the general mandate to issue A Shares and/or H Shares.	1,228,476,682 (84.75%)	219,058,757 (15.11%)	1,986,000 (0.14%)
11.	To consider and approve the resolution on the general mandate to repurchase H Shares.	1,446,843,033 (99.82%)	692,406 (0.05%)	1,986,000 (0.14%)

As more than two-thirds of the votes were cast in favour of resolutions 8.01 to 8.10, 9.01 to 9.02 and 10 to 11, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the AGM Notice, the announcement dated 6 April 2017 and the Circular.

Poll Results of the ACM

The Board announces that the resolution considered at the ACM was approved by the Shareholders and the poll result in respect of the resolution is as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the resolution on the general mandate to repurchase H Shares.	1,154,189,714 (99.98%)	254,406 (0.02%)	0 (0.00%)

As more than two-thirds of the votes were cast in favour of resolution 1, the above resolution was passed as a special resolution. For details of the resolution, please refer to the ACM Notice and the Circular.

Poll Results of the HCM

The Board announces that the resolution considered at the HCM was approved by the Shareholders and the poll result in respect of the resolution is as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the resolution on the general mandate to repurchase H Shares.	297,166,451 (99.85%)	438,000 (0.15%)	0 (0.00%)

As more than two-thirds of the votes were cast in favour of resolution 1, the above resolution was passed as a special resolution. For details of the resolution, please refer to the HCM Notice and the Circular.

Guangdong Junyan Law Firm witnessed AGM, 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.

Investors' attention should be drawn to the announcement regarding the detailed arrangement of the distribution of dividend for A Shares of the Company to be published on the website of the Shanghai Stock Exchange in due course. In addition, the Company would like to explain matters in respect of the payment of final dividends for H Shares as follows:

The record date of the H shares of the Company for the final dividend for the year ended 31 December 2016 ("Year 2016") shall be 8 June 2017 (Thursday), holder of H Shares whose names appeared on the register of shareholders of H Shares of the Company at the close of business on 8 June 2017 shall be entitled to the final dividends for the Year 2016. Reference is hereby made to the AGM Notice, the register of holders of H shares of the Company will be closed from 3 June 2017 to 8 June 2017 (both days inclusive), during which period no transfer of H shares of the Company will be registered. In order to be qualified for the final dividend, all instruments of transfer, accompanied by the relevant share certificates of H shares of the Company must be delivered to the registrar of H shares of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 2 June 2017 (Friday). For investors of the Shanghai and

Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on HKEx (“Southbound Trading”), the dividend distribution arrangement is set out in the section “Dividend Distribution for Southbound Trading Investors” below.

The dividends distributed to the shareholders of H Shares will be paid in Hong Kong dollars (“HK\$”). The exchange rate for the final dividends is the average of the median exchange rate for converting RMB into HK\$ quoted by the People’s Bank of China for the five working days preceding the day on which the final dividends was declared, i.e. at the rate of 100:88.238 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK0.249326 (tax included) as final dividends which will be distributed on or before 21 July 2017.

Pursuant to 《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the People’s Republic of China) and its implementation rules implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder shall withhold and pay enterprise income tax at a tax rate of 10%. The withholding and payment obligations will lie with the payer. In respect of all shareholders whose names appear in the register of shareholders of H Shares of the Company on 2 June 2017 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the 10% enterprise income tax.

Pursuant to 《關於國稅發【1993】045號文件廢止後有關個人所得稅徵管問題的通知》(the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No.045) (Guo Shui Han [2011] No.348) (“Notice”) of the State Administration of Taxation dated 28 June 2011 and the letter titled “Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies” of HKEx dated 4 July 2011, when non-foreign investment companies of the Mainland which are listed in Hong Kong distribute dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax rate of 10%, unless otherwise specified by the tax regulations and relevant tax agreements. Pursuant to the Notice and the aforesaid letter, the Company will withhold individual income tax at a tax rate of 10% before distributing the final dividends for 2016 to all individual shareholders of H Shares whose names appear on the register of holders of H shares of the Company on 2 June 2017. The Company will conduct specific procedures according to regulations and regulatory requirements of tax if the tax regulations, relevant tax agreements or notice otherwise specified.

The Company will appoint Hong Kong Registrars Limited for the handling of the income tax deduction matters and will distribute the final dividends for 2016 according to the aggregate amount of dividends, the amount of the income tax to be withheld by the Company as well as

the tax withheld reports and non-tax withheld reports (if any) as provided by it.

Investors should note that the Company has no obligation for confirming the identities of the shareholders. The Company assumes no liability whatsoever in respect of any disputes or losses arising from any delay in, or inaccurate determination of, the identities of the shareholders. Shareholders are recommended to consult their tax advisers regarding the tax implications arising from their holding and disposal of H shares of the Company when needed.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (“Receiving Agent”) to receive on behalf of shareholders of H Share all dividends declared in respect of H Shares of the Company. Cheques for the H Share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to shareholders of H Shares of the Company at their own risk on or before 21 July 2017 (payment date of dividends for H Shares).

Dividend Distribution for Southbound Trading Investors

Pursuant to 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect) (Caishui [2014] No. 81) and 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect) (Caishui [2016] No. 127), for dividends received by domestic individual investors and securities investment funds from investing in H shares listed on HKEx through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. The companies of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The Company has entered into an agreement in relation to the above-mentioned dividend distribution for Southbound Trading investors with China Securities Depository and Clearing Corporation Limited. China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant Southbound Trading investors of H Shares through its depository and clearing system. The cash dividends for the Southbound Trading investors of H Shares will be paid in RMB.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

By Order of the Board

Luo Kun

Joint Company Secretary

Shenzhen, PRC, 23 May 2017

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. LIAO Xiang Wen (Executive Director), Mr. ZHAO Jun Rong (Non-executive Director), Mr. TSE Yat Hong (Non-executive Director), Mr. LIU Ji (Non-executive Director), Mr. CHEN Yuan Jun (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. CAI Shu Guang (Independent non-executive Director).