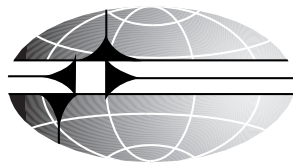


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**深圳高速公路股份有限公司**

**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 FIRST EXTRAORDINARY GENERAL MEETING 2017**

**Notice is hereby given** that the First Extraordinary General Meeting 2017 (the “EGM”) 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 at 9 a.m. on Thursday, 28 December 2017 to consider and, if thought fit, pass the following resolutions 1-7 and 9-12 by way of **ordinary resolution** and resolution 8 by way of **special resolution**:

1. To consider and approve the resolution in relation to the satisfaction of the requirements for the public issue of the A Share Convertible Bonds by the Company;
2. To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the public issue of the A Share Convertible Bonds by the Company;
3. To consider and approve the resolution in relation to the report of the use of proceeds previously raised by the Company;
4. To consider and approve the resolution in relation to the Company’s proposal on the Shareholders’ return for the future three years (2017 to 2019);
5. To consider and approve the resolution in relation to the dilution of current returns by the public issue of the A Share Convertible Bonds by the Company and the remedial measures;
6. To consider and approve the undertakings by the controlling shareholder, actual controller, directors and senior management of the Company on the actual performance of the remedial measures for the dilution of current returns of the Company;
7. To consider and approve the resolution in relation to the term of A Share Convertible Bonds holders’ meeting;

8. To consider and approve by way of separate resolutions in relation to the proposal of the public issue of the A Share Convertible Bonds by the Company:
  - 8.01 Type of securities to be issued;
  - 8.02 Issue size;
  - 8.03 Par value and issue price;
  - 8.04 Term of bond;
  - 8.05 Interest rate of bond;
  - 8.06 Method and timing of interest payment;
  - 8.07 Conversion period;
  - 8.08 Determination of the number of conversion shares;
  - 8.09 Determination of the Conversion Price;
  - 8.10 Adjustment to the Conversion Price;
  - 8.11 Downward adjustment to the Conversion Price;
  - 8.12 Terms of redemption;
  - 8.13 Terms of sell back;
  - 8.14 Dividend rights of the conversion year;
  - 8.15 Method of issuance and target investors;
  - 8.16 Subscription arrangement for existing A shareholders;
  - 8.17 Relevant matters on A Share Convertible Bonds holders' meetings;
  - 8.18 Use of proceeds;
  - 8.19 Management and deposit of proceeds;
  - 8.20 Guarantee;
  - 8.21 Validity period of the resolutions;

8.22 Matters relating to authorization.

9. To consider and approve the remuneration of the eighth session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorised to approve directors' service contracts and other relevant documents; and any executive director be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.
10. To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the eighth session of the board of directors of the Company:

10.01 Mr. Hu Wei;

10.02 Mr. Liao Xiang Wen;

10.03 Ms. Gong Tao Tao;

10.04 Mr. Liu Ji;

10.05 Ms. Chen Yan;

10.06 Mr. Fan Zhi Yong;

10.07 Mr. Wu Ya De;

10.08 Mr. Chen Yuan Jun.

The term of office of each of the above directors commences on 1 January 2018 and ends on 31 December 2020.

11. To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent non-executive directors of the eighth session of the board of directors of the Company:

11.01 Mr. Hu Chun Yuan;

11.02 Mr. Cai Shu Guang;

11.03 Mr. Wen Zhao Hua;

11.04 Ms. Chen Xiao Lu.

The term of office of each of the above independent non-executive directors commences on 1 January 2018 and ends on 31 December 2020, the candidacy of who is effective only after it has been examined and has not been objected by the Shanghai Stock Exchange.

12. To consider and approve the re-election or appointment (if applicable) of the following candidates as the shareholders' representative supervisors of the eighth session of the supervisory committee of the Company:

12.01 Mr. Wang Zeng Jin;

12.02 Ms. Ye Jun.

The term of office of each of the above supervisors commences on 1 January 2018 and ends on 31 December 2020.

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

Shenzhen, the PRC, 13 November 2017

*Notes:*

**1. Eligibility for attending the EGM**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 27 November 2017 shall have the right to attend the EGM after complying with the necessary registration procedures.

**2. Registration procedures for attending the EGM**

- i. Shareholders intending to attend the EGM should deliver to the Company, on or before 8 December 2017, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 28 November 2017 to 28 December 2017 (both days inclusive), during which period no transfer of H shares of the Company will be registered. Holders of H shares of the Company who intend to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to Hong Kong Registrars Limited, the registrar of H shares of the Company, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 27 November 2017.

**3. Proxy**

- i. Shareholders entitled to attend and vote at the EGM 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, for holders of A shares of the Company, 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 EGM. In order to be valid, for holders of H shares of the Company, the above documents must be delivered to Hong Kong Registrars Limited, at Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
  - iii. Shareholder or his proxy should produce identity proof when attending the EGM.
4. The terms used in this notice shall have the same meaning as defined in the announcements of the Company dated 9 November 2017. For details of the resolutions set out in this notice, please refer to the abovementioned announcements.

#### 5. Poll

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company, voting at the EGM on the resolutions set out in the notice of the EGM will be taken by poll.

#### 6. Other matters

- i. The duration of the EGM is expected not to exceed one day. Shareholders or proxies who attend the EGM shall arrange for transport, food, accommodation and other relevant expenses at their own cost.
- ii. Address of Hong Kong Registrars Limited (for share transfer):  
Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
- iii. Address of the Company:  
Podium Levels 2-4, Jiangu 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. 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).*