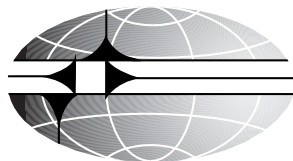


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深圳高速公路股份有限公司

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 2017 OF HOLDERS
OF H SHARES**

Notice is hereby given that the Second Class Meeting 2017 of the Holders of H Shares (the “HCM”) 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 9 a.m. on Thursday, 28 December 2017 (immediately after the conclusion of the Second Class Meeting 2017 of the Holders of A Shares 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:

SPECIAL RESOLUTION

1. 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:
 - 1.01 Type of securities to be issued;
 - 1.02 Issue size;
 - 1.03 Par value and issue price;
 - 1.04 Term of bond;
 - 1.05 Interest rate of bond;
 - 1.06 Method and timing of interest payment;

- 1.07 Conversion period;
- 1.08 Determination of the number of conversion shares;
- 1.09 Determination of the Conversion Price;
- 1.10 Adjustment to the Conversion Price;
- 1.11 Downward adjustment to the Conversion Price;
- 1.12 Terms of redemption;
- 1.13 Terms of sell back;
- 1.14 Dividend rights of the conversion year;
- 1.15 Method of issuance and target investors;
- 1.16 Subscription arrangement for existing A shareholders;
- 1.17 Relevant matters on A Share Convertible Bonds holders' meetings;
- 1.18 Use of proceeds;
- 1.19 Management and deposit of proceeds;
- 1.20 Guarantee;
- 1.21 Validity period of the resolutions;
- 1.22 Matters relating to authorization.

By Order of the Board
Hu Wei
Chairman

Shenzhen, the PRC, 13 November 2017

Notes:

1. Eligibility for attending the HCM

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

2. Registration procedures for attending the HCM

- i. Shareholders intending to attend the HCM 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 HCM.
- 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 HCM 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. Holders of H shares entitled to attend and vote at the HCM 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 H shares of the Company, the written authorisation or authorisation documents which have been notarised together with the completed proxy form must be delivered to Hong Kong Registrars Limited, at Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time of the holding of the HCM.
- iii. Shareholder or his proxy should produce identity proof when attending the HCM.

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 HCM on the resolutions set out in the notice of the HCM will be taken by poll.

6. Other matters

- i. The duration of the HCM is expected not to exceed one day. Shareholders or proxies who attend the HCM 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

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).