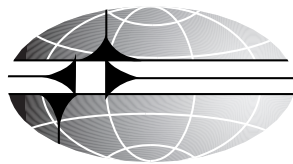


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深圳高速公路股份有限公司

SHENZHEN EXPRESSWAY COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00548)

REVISED NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2018

Reference is hereby made to the notice (the “**Original EGM Notice**”) of the First Extraordinary General Meeting 2018 (the “**EGM**”) of Shenzhen Expressway Company Limited (the “**Company**”) dated 22 December 2017 and the announcement in relation to the candidate of the independent non-executive Director dated 18 January 2018.

After the despatch of the Original EGM Notice, Xin Tong Chan Development (Shenzhen) Company Limited, a shareholder holding approximately 30.03% of the issued share capital of the Company, requested in writing for the inclusion of the following resolution (the “**New Resolution**”) to be considered at the EGM pursuant to the applicable PRC laws and regulations: To consider and approve the resolution in relation to the appointment of the Independent Director of the eighth session of the board of directors of the Company: Mr. Bai Hua be appointed as an Independent Director of the eighth session of the board of directors of the Company with immediate effect until 31 December 2020 (such candidacy shall be eligible only if the Shanghai Stock Exchange has no objection).

Accordingly, the Company hereby revises the Original EGM Notice as follows to incorporate the New Resolution:

Revised Notice is hereby given that the EGM of 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 2 p.m. on Thursday, 8 February 2018 to consider and, if thought fit, pass the following resolutions by way of **ordinary resolution**:

1. To consider and approve the resolution in relation to the acquisition of 100% interests in Guangshen Coastal Expressway (Shenzhen Section): The equity acquisition agreement (the “**Acquisition Agreement**”, a copy of which has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 11 December

2017 among 深圳市投資控股有限公司 (Shenzhen Investment Holdings Company Limited), 深圳市廣深沿江高速公路投資有限公司 (Shenzhen Guangshen Coastal Expressway Investment Company Limited) and the Company and the transaction contemplated under the Acquisition Agreement be and are hereby approved, confirmed and ratified;

2. **To consider and approve the resolution in relation to the appointment of the Independent Director of the eighth session of the board of directors of the Company: Mr. Bai Hua be appointed as an Independent Director of the eighth session of the board of directors of the Company, with immediate effect and until 31 December 2020 (such candidacy shall be eligible only if the Shanghai Stock Exchange has no objection).**

By Order of the Board
Hu Wei
Chairman

Shenzhen, the PRC, 23 January 2018

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 8 January 2018 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 19 January 2018, 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 9 January 2018 to 8 February 2018 (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 8 January 2018.

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 (the “**Closing Time**”). 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.
- iv. Since the proxy form (the “**Original Proxy Form**”) sent together with the Original EGM Notice dated 22 December 2017 did not contain the New Resolution, a revised proxy form (the “**Revised Proxy Form**”) will be sent to the shareholders. Any shareholder who intends to appoint a proxy to attend the EGM but has not yet lodged the Original Proxy Form is required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon. In such case, the Original Proxy Form should not be lodged with the Company. Any shareholder who has already lodged the Original Proxy Form with the Company should also complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon.
- v. If a shareholder has already lodged the Original Proxy Form despatched by the Company on 22 December 2017, he/she/it should note that:
 - (a) if no Revised Proxy Form is lodged by the shareholder, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM, including the New Resolution;
 - (b) if the Revised Proxy Form is lodged by the shareholder before the Closing Time, the Revised Proxy Form will be treated as a valid proxy form lodged by such shareholder if duly completed, and the Original Proxy Form will be revoked and superseded by the Revised Proxy Form; and
 - (c) if the Revised Proxy Form is lodged by the shareholder after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM (including the New Resolution).
4. The terms used in this revised notice shall have the same meaning as defined in the circular of the Company dated 23 January 2018. For details of the resolutions set out in this revised notice, please refer to the abovementioned circular.

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, Jianguo 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).