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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 THIRD EXTRAORDINARY GENERAL  
MEETING 2018**

The Board of the Company hereby announces that all the Resolutions set out in the Notice were duly passed at the EGM.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Company Limited (the “Company”) in relation to the third extraordinary general meeting 2018 (the “EGM”) dated 22 October 2018, and the supplemental notice of the EGM (the “Notice”) dated 2 November 2018. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

**CONVENING AND ATTENDANCE OF THE EGM**

The EGM was 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 13 November 2018 (Tuesday) at 9:00 a.m.

As at the date of the EGM, 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 Resolution 1 as set out in the Notice at the EGM is 2,180,770,326 Shares. The total number of Shares entitling the holders to attend and abstain from voting in favour of Resolution 1 at the EGM pursuant to 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.

As stated in the Circular, Shenzhen International Holdings Limited (“SZ International”) and its associates controlled or were entitled to exercise control over the voting rights in respect of a total of 1,124,433,887 Shares in the Company, and shall abstain from voting on Resolution 2 as set out in

the Notice at the EGM. The total number of Shares entitling the holders to attend and vote on Resolution 2 at the EGM is 1,056,336,439 Shares. The total number of Shares entitling the holders to attend and abstain from voting in favour of Resolution 2 at the EGM pursuant to 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 1,124,433,887 Shares.

A total of 18 Shareholders holding 1,540,339,482 Shares, representing approximately 70.63% of the total number of the Shares carrying voting rights at the EGM, were present in person or by proxy, among whom:

1. 17 holders of A Shares holding 1,241,417,210 Shares, representing approximately 56.92% of the total number of the Shares carrying voting rights; and
2. 1 holder of H Shares holding 298,922,272 Shares, representing approximately 13.71% of the total number of the Shares carrying voting rights.

#### **POLL RESULTS OF THE EGM**

The Board announces that the resolutions were approved by the Shareholders at the EGM and the poll results in respect of the resolutions are as follows:

<b>Special Resolution</b>	<b>Number of Votes (%)</b>		
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To consider and approve the resolution in relation to the amendments to the Articles of Association of the Company;	1,313,105,545 (85.25 %)	223,737,937 (14.52 %)	3,496,000 (0.23 %)

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

<b>Ordinary Resolution</b>	<b>Number of Votes (%)</b>		
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. To consider and approve the resolution in relation to the waiver of the right of first refusal regarding the capital injection in Shenzhen International United Land Co., Ltd.	472,505,595 (99.90 %)	462,000 (0.10 %)	0 (0.00 %)
SZ International and its associate (including XTC Company and SGH Company) had abstained from voting on Resolution 2 at the EGM.			

As more than half of the votes were cast in favour of Resolution 2, the above Resolution 2 was passed as ordinary resolutions. For details of the Resolutions, please refer to the Notice and the Circular.

Guangdong Junyan Law Firm witnessed EGM 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.

By Order of the Board

**Luo Kun**

*Joint Company Secretary*

Shenzhen, PRC, 13 November 2018

*As at the date of this announcement, the Directors of the Company are Mr. HU Wei (Executive Director and Chairman of the Board), Mr. LIAO Xiang Wen (Executive Director and President), Ms. CHEN Yan (Non-executive Director), Mr. FAN Zhi Yong (Non-executive Director), Mr. CHEN Yuan Jun (Non-executive Director), Mr. CHEN Kai (Non-executive Director), Mr. CAI Shu Guang (Independent non-executive Director), Mr. WAN Siu Wah Wilson (Independent non-executive Director), Ms. CHEN Xiao Lu (Independent non-executive Director) and Mr. BAI Hua (Independent non-executive Director).*