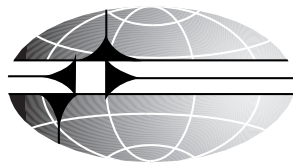


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深圳高速公路股份有限公司

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 2019**

Reference is hereby made to the notice (the “**Original EGM Notice**”) of the First Extraordinary General Meeting 2019 (the “**EGM**”) of Shenzhen Expressway Company Limited (the “**Company**”) dated 18 January 2019 and the announcements dated 20 September 2018 and 12 February 2019 in relation to, among others, the proposed implementation of the Incentive Scheme and the proposed appointment of Mr. Wen Liang as a Director.

After 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 resolutions (the “**New Resolutions**”) to be considered at the EGM pursuant to the applicable PRC laws and regulations: 1) To consider and approve the resolution in relation to the implementation of the profit increment based incentive and restraint scheme by the Company; 2) To consider and approve the resolution in relation to the appointment of the Director of the eighth session of the board of directors of the Company: Mr. Wen Liang be appointed as a Director of the eighth session of the board of directors of the Company with immediate effect until 31 December 2020.

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

Revised Notice is hereby given that the EGM 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 10 a.m. on Monday, 4 March 2019 to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the resolution in relation to the extension of validity period of the resolutions on the public issue of the A Share Convertible Bonds by the Company and the authorization to the Board;

ORDINARY RESOLUTIONS

2. **To consider and approve the resolution in relation to the implementation of the profit increment based incentive and restraint scheme by the Company; and**
3. **To consider and approve the resolution in relation to the appointment of the director of the eighth session of the board of directors of the Company: Mr. Wen Liang be appointed as a director of the eighth session of the board of directors of the Company, with immediate effect and until 31 December 2020.**

By Order of the Board
Hu Wei
Chairman

Shenzhen, the PRC, 13 February 2019

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 1 February 2019 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 12 February 2019, 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 2 February 2019 to 4 March 2019 (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 1 February 2019.

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 original proxy form of the EGM (the “**Original EGM Proxy Form**”) sent together with the Original EGM Notice dated 18 January 2019 did not contain the New Resolutions, a revised proxy form of the EGM (the “**Revised EGM 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 EGM Proxy Form is required to complete and return the enclosed Revised EGM Proxy Form in accordance with the instructions printed thereon. In such case, the Original EGM Proxy Form should not be lodged with the Company. Any shareholder who has already lodged the Original EGM Proxy Form with the Company should also complete and return the enclosed Revised EGM Proxy Form in accordance with the instructions printed thereon.
- v If a shareholder has already lodged the Original EGM Proxy Form despatched by the Company on 18 January 2019, he/she/it should note that:
 - (a) if no Revised EGM Proxy Form is lodged by the shareholder, the Original EGM Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original EGM 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 Resolutions;
 - (b) if the Revised EGM Proxy Form is lodged by the shareholder before the Closing Time, the Revised EGM Proxy Form will be treated as a valid proxy form lodged by such shareholder if duly completed, and the Original EGM Proxy Form will be revoked and superseded by the Revised EGM Proxy Form; and
 - (c) if the Revised EGM Proxy Form is lodged by the shareholder after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised EGM Proxy Form will be deemed invalid. It will not revoke the Original EGM Proxy Form previously lodged by the shareholder. The Original EGM Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original EGM 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 Resolutions).

4. The terms used in this revised notice shall have the same meaning as defined in the circular of the Company dated 13 February 2019. 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. 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).