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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)

ANNOUNCEMENT

PROPOSAL OF GENERAL MANDATE TO ISSUE DEBENTURES

On 24 March 2021, the board (the “Board”) of directors of Shenzhen Expressway Company Limited (the “Company”) considered and approved a resolution in relation to the general mandate (the “General Mandate”) to issue debentures (the “Debentures”). The grant of the General Mandate to the Board to issue Debentures is proposed to be considered by way of special resolutions in the 2020 Annual General Meeting (the “AGM”) to be convened on 17 May 2021.

The General Mandate may or may not be approved by the shareholders of the Company (“Shareholders”) at the AGM. Even if the Board is granted with the General Mandate, the issue of relevant Debentures is subject to the approval of relevant regulatory authorities. There is uncertainty in whether the general mandate to issue Debentures finally be exercised, Shareholders and investors are advised to be cautious about the uncertainty.

With a view to broadening financing channels, reducing financing costs and improving debt structure of the Company, on 24 March 2021, the Board considered and approved a resolution in relation to the General Mandate. The proposal in relation to the General Mandate is proposed to be approved by way of special resolutions at the AGM to be convened on 17 May 2021.

Details of the General Mandate to issue Debentures are as follows:

- (1) Issue size and method: The maximum outstanding repayment amount of the Debentures to be issued under the General Mandate shall not exceed the equivalent of RMB15 billion in aggregate.
- (2) Target subscribers and arrangement for placement to shareholders: Target subscribers are investors in compliance with the requirements of relevant laws and regulations. The Debentures shall not be placed to the existing shareholders on a preferential basis.

- (3) Type of the Debentures: Including but not limited to medium-term notes (including perpetual type), short-term commercial paper, extra short-term commercial paper, asset-backed commercial paper/securities, corporate bonds (including perpetual type), enterprise bonds, private bonds (including non-public oriented debt financing instruments, debt investment plans, trust investment plans, etc., including perpetual type), overseas bonds (including perpetual type) and other new types of bonds, etc.
- (4) Maturity of the Debentures: Each term of maturity for short-term/extra short-term commercial paper and short-term/extra short-term corporate bond shall not exceed 1 year, and each term of maturity for medium-term notes, asset-backed commercial paper/securities, corporate bonds, enterprise bonds, private bonds and overseas bonds shall exceed 1 year, which may be issued under single category with one maturity term or mixed categories with different maturity terms. Specific terms are to be determined by the Board with reference to the market conditions and the Company's needs for funding.
- (5) Interest rate: It is expected that the interest rate will not exceed the rate for the comparable loans for the same maturity in the market at the time of issue. Actual interest rate is to be determined by the Board or its authorised person(s) with reference to the market conditions at the time of issue.
- (6) Use of proceeds: Replenishment of the Company's and/or its subsidiaries' working capital, capital contribution, capital expenditure, repayment of the Company's and/or its subsidiaries' existing debts and capital requirements for new projects, etc.
- (7) Listing: To be determined by the Board or its authorised person(s) with reference to the regulatory requirements and market conditions at the time of issue.
- (8) Guarantee: The specific type of guarantee (if necessary) is to be determined by the Board or its authorised person(s) with reference to the market conditions at the time of issue and approved within its authority.
- (9) Validity of the resolutions: From the date on which the resolutions are approved by the general meeting to the date on which the 2021 annual general meeting is held. If the approval/registration for the relevant issuance is approved by the administrative department for Debentures during the aforesaid validity period, the relevant authorised validity period of the specific implementation matters in relation to the issuance pursuant to such approval/registered amount, and the related post-issuance procedures such as registration, filing, listing, etc. at the trading/listing offices of the relevant exchanges/interbank market, shall be from the date on which the resolutions are approved by the general meeting to the completion date of such specific implementation matters.

The Board or any two directors of the Company duly authorised by the Board are generally and unconditionally authorised to determine, approve and handle the following matters according to the Company's needs and market conditions:

- (1) To determine the specific terms, conditions and related matters of the Debentures to be issued under the General Mandate, including but not limited to determination of the category to be issued, total principal amount, interest rate or its methods of determination, terms, credit rating, guarantee, protection measures for repayment, any repurchase or redemption terms, any placement arrangement, option to adjust nominal interest rate and use of proceeds, etc.;

- (2) To make all necessary and incidental arrangements for the issue of Debentures under the General Mandate (including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from such regulatory authorities);
- (3) To make all necessary arrangements for the implementation of the issue of Debentures under the General Mandate (including but not limited to execution of all requisite documents and disclosures of relevant information in accordance with applicable laws);
- (4) In case of any changes in regulatory policies or market conditions, to adjust the specific issue proposals relating to the issue or other related matters according to the opinion of regulatory authorities;
- (5) Upon completion of the issue, to determine and approve matters relating to the listing and lockup of exchange rate for the principal and interests of relevant Debentures.

The notice of the AGM as well as the proxy form, will be despatched to the Shareholders on 1 April 2021. A circular containing details of the General Mandate and the notice of the AGM will be despatched to the Shareholders in due course.

The General Mandate may or may not be approved by the Shareholders at the AGM. Even if the Board is granted with the General Mandate, the issue of relevant Debentures is subject to the approval of relevant regulatory authorities. There is uncertainty in whether the general mandate to issue Debentures finally be exercised, Shareholders and investors are advised to be cautious about the uncertainty.

By Order of the Board
Gong Tao Tao
Joint Company Secretary

Shenzhen, PRC, 31 March 2021

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), Mr. WANG Zeng Jin (Executive Director), Mr. WEN Liang (Executive Director), Mr. DAI Jing Ming (Non-executive Director), Ms. LI Xiao Yan (Non-executive Director), Ms. CHEN Hai Shan (Non-executive Director), Ms. CHEN Xiao Lu (Independent non-executive Director), Mr. BAI Hua (Independent non-executive Director), Mr. LI Fei Long (Independent non-executive Director).