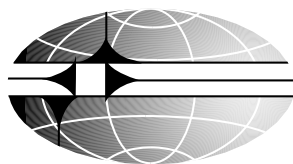


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深圳高速公路股份有限公司

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 EXTRAORDINARY GENERAL MEETING 2021

Reference is made to the two circulars of the Company both dated 24 November 2021 in relation to (1) the Transaction Agreements and the transactions contemplated thereunder; and the proposed change of company name and proposed amendments to the Articles of Association; and (2) the “14th Five Year” (2021-2025) Development Strategy Plan and the waiver of the right of first refusal regarding the equity interest in Shenzhen International United Land Co., Ltd. (深圳市深國際聯合置地有限公司), respectively.

Notice is hereby given that the Second Extraordinary General Meeting 2021 (the “EGM”) 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 at 11:00 a.m. on Friday, 10 December 2021 to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the acquisition of entire interests in Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd.: “The sale and purchase agreement dated 10 August 2021 between Mei Wah Industrial (Hong Kong) Limited and Shenzhen Investment International Capital Holdings Co., Ltd., the payment obligation agreement dated 10 August 2021 between Shenzhen Investment Holdings Company Limited, Shenzhen Investment International Capital Holdings Co., Ltd., Mei Wah Industrial (Hong Kong) Limited and the Company (“Agreements”) and the proposed transactions and other matters contemplated under the Agreements be and are hereby approved, confirmed and ratified; the board of directors of the Company or any director duly authorised be and are hereby authorised to do all such acts and things as they consider necessary or expedient to implement or give effect to the Agreements and to perform the terms of the Agreements as well as to execute related documents; the board of directors of the Company or any director duly authorised be and are hereby authorised to approve the amendment of the transactions plan under the condition

that the main terms and conditions do not constitute a substantive amendment.” A copy of the Agreements has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification.

2. To consider and approve the resolution in relation to the “14th Five Year” (2021-2025) Development Strategy Plan.
3. To consider and approve the resolution in relation to the waiver of the right of first refusal regarding the equity interest in Shenzhen International United Land Co., Ltd. (深圳市深國際聯合置地有限公司).

SPECIAL RESOLUTIONS

4. To consider and approve the resolution in relation to the change of company name: “Subject to having obtained or completed all necessary approval by or filing of the relevant authorities in the PRC and/or Hong Kong, the Chinese name of the Company be changed from “深圳高速公路股份有限公司” to “深圳高速公路集團股份有限公司” and the English name of the Company be changed from “Shenzhen Expressway Company Limited” to “Shenzhen Expressway Corporation Limited”, and to authorise any one of the executive Directors or the secretary of the Board to arrange for the respective procedures of approvals, disclosures, registrations and filings in relation to the change of company name, and to make any necessary and suitable amendments as he/she thought fit in accordance with the actual circumstances of the Company and the amendments requirements raised by the exchange where the Company is listed and the relevant regulatory authority from time to time (if any)”; and
5. To consider and approve the resolution in relation to the amendments to Articles of Association: “Subject to the passing of special resolution numbered 4, to amend the Articles of Association of the Company, and to authorise any one of the executive Directors or the secretary of the Board to arrange for the respective procedures of approvals, disclosures, registrations and filings in relation to the amendments to the Articles of Association, and to make any necessary and suitable editorial amendments to the amended version as he/she thought fit in accordance with the actual circumstances of the Company and the amendments requirements raised by the exchange where the Company is listed and the relevant regulatory authority from time to time (if any).” Details of the proposed amendments to the Articles of Association are set out in the circular of the Company dated 24 November 2021.

By Order of the Board of
Shenzhen Expressway Company Limited
HU Wei
Chairman

Shenzhen, the PRC, 24 November 2021

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 6 December 2021 shall have the right to attend the EGM after complying with the necessary registration procedures.

2. Registration procedures for attending the EGM

Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 7 December 2021 to 10 December 2021 (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 6 December 2021.

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. 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.

4. 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.

5. 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, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC

Postal code: 518026

Tel.: (86) 755-8285 3332

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), 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), Mr. BAI Hua (Independent non-executive Director), Mr. LI Fei Long (Independent non-executive Director), Mr. MIAO Jun (Independent non-executive Director) and Mr. XU Hua Xiang (Independent non-executive Director).