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深圳高速公路集團股份有限公司

SHENZHEN EXPRESSWAY CORPORATION LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00548)

CONNECTED TRANSACTION PROVISION OF FINANCE LEASE

FACILITIES AGREEMENT

On 10 November 2022, Financial Leasing Company, a wholly-owned subsidiary of the Company, entered into the Facilities Agreement with Shen'an Port, pursuant to which Financial Leasing Company agreed to provide facilities of not exceeding RMB100 million to Shen'an Port. The parties intended to conduct port equipment finance lease(s) for the Port Project invested and constructed by Shen'an Port. The term of the finance lease(s) is not more than 108 months, and the interest rate of the finance lease(s) is 5.30%.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FACILITIES AGREEMENT

The port equipment finance lease(s) to be carried out with Shen'an Port is within the ordinary and usual course of business of Financial Leasing Company, and is in line with its goal of carrying out leasing business in "transportation and logistics" area. The subject transaction enables Financial Leasing Company to expand the scale of its main business with the risks under control, obtain reasonable income and returns, and improve the operating performance of Financial Leasing Company in the coming years.

The Directors (including all independent non-executive Directors) consider the terms in the Facilities Agreement were determined by the parties after arm's length negotiation and are fair and reasonable, and the proposed transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Since SZ International is the controlling shareholder which owns as to approximately 52% equity interest in the Company, and it also indirectly owns 40% equity interest in Shen'an Port, Shen'an Port is an associate of SZ International and a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the proposed transactions contemplated under the Facilities Agreement constitutes a connected transaction of the Company.

As the applicable percentage ratios of the proposed transactions under the Facilities Agreement is more than 0.1% but less than 5%, pursuant to Chapter 14A of the Listing Rules, the proposed transactions under the Facilities Agreement is subject to the reporting and announcement

requirements but exempted from independent shareholders' approval requirement.

On 10 November 2022, Financial Leasing Company, a wholly-owned subsidiary of the Company, entered into the Facilities Agreement with Shen'an Port, the principal terms of which are as follows:

- Date : 10 November 2022
- Parties : Financial Leasing Company (creditor); and
Shen'an Port (debtor)
- Amount of the facilities : Not exceeding RMB100 million, the facilities is non-revolving.
- Effective period of the facilities : 1 year from 10 November 2022 to 9 November 2023. The facilities will cease to be available automatically upon expiration of the effective period.
- Purpose of the facilities : Payment of equipment fee and construction fee to the equipment suppliers and construction units of the Port Project. The purpose of the facilities cannot be changed without written consent from Financial Leasing Company.
- Utilisation method of the facilities : The facilities will be provided by way of finance lease in one time or various times.

According to the finance lease contract and/or other related agreements, contracts signed by the creditor, the debtor, the equipment suppliers or construction units of the Port Project, the creditor shall directly pay the funds of the facilities to the equipment suppliers or construction units.

- Guarantee : Shen'an Port shall pledge its legally-owned accounts receivable and the land use right of Shenqiu County Port Logistics Park located in Shicaoji Township, Shenqiu County, Zhoukou City, Henan Province to Financial Leasing Company to secure its indebtedness under the Facilities Agreement.

For guarantee method made by way of guarantee, the guarantee period shall be from the effective date of the Facilities Agreement to the third anniversary after the expiration of the effective period of the facilities. For guarantee method made by way of mortgage, pledge or other, the guarantee period shall be from the effective date of the Facilities Agreement to the date when the indebtedness under the Facilities Agreement is repaid in full.

Within the permitted scope under the Facilities Agreement, Financial Leasing Company (as lessor) and Shen'an Port (as lessee) will, based on the construction progress and the bidding situation of related equipment and structures of the Port Project, enter into relevant finance lease document(s) according to the facilities granted under the Facilities Agreement, and agree on the type, price of the leased assets, cost of the lease, commencement date, lease period, the periodic rent and the purchase, delivery, use, repair and maintenance of the leased asset in such document(s). Financial Leasing Company will sign relevant mortgage or pledge guarantee contract(s) with Shen'an Port for the leased assets, and will also sign corresponding procurement contract(s) or supplementary agreement(s) with Shen'an Port and its equipment suppliers, construction units and other parties to confirm the payment of funds and the rights and obligations in relation to the leased assets involved. In addition, Financial Leasing Company and Shen'an Port will also agree in specific finance lease contract that, in the event SZ International transfers its equity interest in Shen'an Port, Financial Leasing Company has the right to require Shen'an Port to repay all indebtedness of its finance lease in advance, otherwise it will be deemed as default of debt.

As at the date of this announcement, Financial Leasing Company and Shen'an Port have not entered into any specific financial lease contract, mortgage or pledge guarantee contract, procurement contract or supplementary agreement.

As approved by the Board, the proposal of the finance lease(s) intended to be carried out under the Facilities Agreement are as follows:

- Asset to be leased under the finance lease(s) : Port equipment and port structures in the Port Project.
- Interest rate of the finance lease(s) : 5.30%.
- Lease period : not more than 108 months.
- Rent : The rent is composed of the lease principal, lease interest and service fee. According to the preliminary calculation of the repayment plan of the lease principal, the total rent of this transaction is estimated to be no more than RMB 130 million.

Financial Leasing Company will use its internal resources and/or external financing for the fund required in the financial leasing business.

The Board had considered factors such as the investment scale and operating prospects of the Port Project, the repayment ability of Shen'an Port, and the interest rate level of the financial leasing business market in the determination of the material provisions in the Facilities Agreement and the proposal of the leases. In the event the actual financial lease contract(s) deviate significantly from the finance lease(s) intended to be carried out under the Facilities Agreement as approved by the Board, the Company will carry out the corresponding approval procedures and make further announcement and comply with other applicable requirements pursuant to the Listing Rules in a timely manner.

INFORMATION OF THE PORT PROJECT

The Port Project invested and constructed by Shen'an Port is located in Shenqiu County, Zhoukou City, Henan Province. The total investment of the project is approximately RMB200 million. The project will build 4 berths with an annual throughput of 4.4 million tons. Construction of the project has commenced in April 2022. The trial operation stage is expected to take place at the end of 2022.

The port will principally be a specific supporting port for Zhoukou Steel Plant.

INFORMATION OF THE PARTIES

The Company and its subsidiaries are principally engaged in the investment, construction, operation and management of toll highways and roads, as well as urban and transportation infrastructure facilities. Financial Leasing Company is a limited company incorporated in the PRC and wholly-owned by the Company. It principally engages in finance lease and operating lease.

Shen'an Port is a limited company incorporated in the PRC which principally engages in port operation; various kinds of engineering construction, port cargo loading and unloading services; road freight transportation, etc. The largest shareholder of Shen'an Port is Nanjing Shenzhen International Port Development Co., Ltd. (南京深國際港口發展有限公司), a limited company incorporated in the PRC and is wholly-owned by SZ International. SZ International is a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 152). It indirectly owns approximately 52% equity interest in the Company. To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, the other shareholders of Shen'an Port are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FACILITIES AGREEMENT

The port equipment finance lease(s) to be carried out with Shen'an Port is within the ordinary and usual course of business of Financial Leasing Company, and is in line with its goal of carrying out leasing business in "transportation and logistics" area. The subject transaction enables Financial Leasing Company to expand the scale of its main business with the risks under control, obtain reasonable income and returns, and improve the operating performance of Financial Leasing Company in the coming years.

Mr. Hu Wei and Mr. Dai Jing Ming, being directors holding positions in SZ International and/or its subsidiaries (excluding the Group), had declared their interests in accordance with the requirements and did not participate in voting on the resolution in relation to the Facilities Agreement and the proposed transactions contemplated thereunder in the Board meeting. Save for the aforesaid Directors, none of the Directors has material interests in the relevant Board resolution and shall abstain from voting.

The Directors (including all independent non-executive Directors) consider the terms in the Facilities Agreement were determined by the parties after arm's length negotiation and are fair and reasonable, and the proposed transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Since SZ International is the controlling shareholder which owns as to approximately 52% equity interest in the Company, and it also indirectly owns 40% equity interest in Shen'an Port, Shen'an Port is an associate of SZ International and a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the proposed transactions contemplated under the Facilities Agreement constitutes a connected transaction of the Company.

As the applicable percentage ratios of the proposed transactions under the Facilities Agreement is more than 0.1% but less than 5%, pursuant to Chapter 14A of the Listing Rules, the proposed transactions under the Facilities Agreement is subject to the reporting and announcement requirements but exempted from independent shareholders' approval requirement.

DEFINITIONS

“Board”	the board of directors of the Company
“Company”	Shenzhen Expressway Corporation Limited, a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Facilities Agreement”	the maximum amount facilities agreement entered into between Financial Leasing Company and Shen'an Port on 10 November 2022
“Financial Leasing Company”	Shenzhen Expressway Financial Leasing Company Limited (深圳深高速融資租賃有限公司), a limited company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Port Project”	Phase I of the port project located in the west district of Shenqiu Port Area of Zhoukou Port (周口港沈丘港區西區) which is invested and constructed by Shen'an Port
“PRC”	the People's Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shen'an Port”	Henan Yudong Shen'an Port Co., Ltd. (河南豫東深安港務有限公司), a limited company incorporated in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SZ International”	Shenzhen International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange

Notes:

In this announcement, the English names of certain PRC entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

By Order of the Board
Zhao Gui Ping
Joint Company Secretary

Shenzhen, PRC, 10 November 2022

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), Mr. LÜ Da Wei (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).