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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 2014
NEW SESSION OF DIRECTORS AND SUPERVISORS

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

Reference is made to the notice (“Notice”) of the Third Extraordinary General Meeting 2014 (“EGM”) and the circular (“Circular”) dated 4 November 2014 of Shenzhen Expressway Company Limited (“Company”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as defined in the Notice and Circular.

Convening and Attendance of the EGM

The EGM was held 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 12 December 2014 (Friday) at 2:30 p.m.

As at the date of the EGM, the total number of shares (“Shares”) of the Company is 2,180,770,326 shares, of which 1,433,270,326 shares are Renminbi-denominated ordinary shares (“A Share(s)”) and 747,500,000 shares are overseas-listed foreign shares (“H Share(s)”). The total number of shares entitling the holders to attend and vote on the Resolution 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 on the Resolution at the EGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) is nil. The total number of shares of holders that are required under the Listing Rules to abstain from voting is nil.

A total of 12 shareholders (“Shareholder(s)”) of the Company holding 1,540,382,615 shares, representing approximately 70.635% of the total number of the Shares carrying voting rights at the EGM, were present in person or by proxy, among whom:

1. 11 holders of A Shares holding 1,216,392,808 Shares, representing approximately 55.778% of the total number of the Shares carrying voting rights; and
2. 1 holder of H Shares holding 323,989,807 Shares, representing approximately 14.857% of the total number of the Shares carrying voting rights.

Poll Results of the EGM

The board of directors of the Company is pleased to announce that the Resolutions were approved by the Shareholders at the EGM and the poll results in respect of the Resolutions are as follows:

Ordinary Resolutions	Cumulative Voting Number of Votes (%)	Number of Shares Carrying Voting Rights Represented by the Shareholders Attending the EGM			
1	To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the seventh session of the board of directors of the Company:				
1.1	Mr. Hu Wei	1,483,259,894 (96.29%)	1,540,382,615		
1.2	Mr. Li Jing Qi	1,287,214,176 (83.56%)	1,540,382,615		
1.3	Mr. Zhao Jun Rong	1,483,259,894 (96.29%)	1,540,382,615		
1.4	Mr. Tse Yat Hong	1,287,214,176 (83.56%)	1,540,382,615		
1.5	Mr. Wang Zeng Jin	1,483,259,894 (96.29%)	1,540,382,615		
1.6	Mr. Wu Ya De	1,531,042,994 (99.39%)	1,540,382,615		
1.7	Ms. Zhang Yang	1,483,259,894 (96.29%)	1,540,382,615		
1.8	Mr. Chiu Chi Cheong, Clifton	1,287,214,176 (83.56%)	1,540,382,615		
2	To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent directors of the seventh session of the board of directors of the Company:				
2.1	Mr. Au Sing Kun	1,490,277,894 (96.75%)	1,540,382,615		
2.2	Mr. Lin Chu Chang	1,490,277,894 (96.75%)	1,540,382,615		
2.3	Mr. Hu Chun Yuan	1,538,184,215 (99.86%)	1,540,382,615		
2.4	Mr. Shi Xian Liang	1,538,184,215 (99.86%)	1,540,382,615		
3	To consider and approve the re-election of the following candidates as the shareholders' representative supervisors of the seventh session of the supervisory committee of the Company:				
3.1	Mr. Zhong Shan Qun	1,535,276,994 (99.67%)	1,540,382,615		
3.2	Mr. He Sen	1,497,021,460 (97.19%)	1,540,382,615		
Ordinary Resolution	Number of Votes (%)			Total Votes	
	For	Against	Abstain		
4	To consider and approve the remuneration of the seventh session of the board of directors and the supervisory committee	1,540,230,215 (99.99%)	152,400 (0.01%)	0 (0%)	1,540,382,615

Cumulative voting system was adopted for the Resolution sets 1, 2 and 3. For Resolutions 1.1~1.8, 2.1~2.4 and 3.1~3.2, the number of votes for each Resolution exceeded half of number of shares carrying voting rights represented by the shareholders attending the EGM, therefore the aforesaid Resolutions were duly passed as ordinary resolutions. For Resolution 4, as more than half of the votes were cast in favour of it, it was duly passed as an ordinary resolution. Shareholders may refer to the Circular and related announcements for details of the resolutions.

Guangdong Junyan Law Firm witnessed the EGM and 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.

New Session of Directors and Supervisors

In the EGM, Mr. Hu Wei, Mr. Li Jing Qi, Mr. Zhao Jun Rong, Mr. Tse Yat Hong, Mr. Wang Zeng Ji, Mr. Wu Ya De, Ms. Zhang Yang and Mr. Chiu Chi Cheong, Clifton were appointed as directors of the seventh session of the board of directors, Mr. Au Sing Kun, Mr. Lin Chu Chang, Mr. Hu Chun Yuan and Mr. Shi Xian Liang were appointed as independent non-executive directors of the seventh session of the board of directors, and Mr. Zhong Shan Qun and Mr. He Sen were appointed as shareholders' representative supervisors of the seventh session of the supervisory committee. Besides, Mr. Fang Jie has been elected as staff representative supervisor of the seventh session of the supervisory committee in the staff representatives' meeting. The term of office of the new directors and supervisors shall be three years, which shall commence on 1 January 2015 and end on 31 December 2017. Due to the statutory holiday arrangements, the meetings of the seventh session of the board of directors and supervisory committee of the Company will be held on 5 January 2014 respectively to elect the chairman of the board of directors, the chairman of the supervisory committee, to change authorised representatives, to appoint members and chairman of specialised committees of the board of directors (including but not limited to the audit committee and the remuneration committee), and to ratify and confirm relevant arrangement, etc. The Company will publish the list of directors and their role and function according to Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on 5 January 2015.

Biographies of Directors

Mr. HU Wei, born in 1962, holds a qualification of Senior Economist, obtained a bachelor degree from Changsha Railway Institute (now known as Central South University) majoring in English, and obtained a master degree from University of South Australia majoring in risk management. He has extensive experiences in corporate operation, corporate management including investment, financing, capital operations, auditing and risk management, and experience in overseas enterprises. Mr. Hu had worked in China Everbright Bank from June 2001 to August 2011, successively been the deputy general manager, general manager of branch office, general manager of corporate business department of Shenzhen Branch, and deputy director of the southern audit center of the headquarter. Mr. Hu joined Shenzhen International (a Hong Kong listed company) in August 2011 as a vice president, and he is also a director/the chairman of some unlisted subsidiaries or investee companies of Shenzhen International, which includes XTC Company. Since January 2012, Mr. Hu has been a Director of the Company.

Mr. LI Jing Qi, born in 1956, holds a qualification of Senior Economist, obtained a bachelor degree from Shanghai Foreign Language University. He has over 20 years of experiences in international banking and corporate management. Mr. Li had been the assistant to the president of Shenzhen Investment Holding Corporation. He had been an executive director and vice president of Shenzhen International (a Hong Kong listed company) from March 2000 to August 2006, and has been an executive director and president of Shenzhen International since August 2006. Mr. Li is a director of CSG Holding Co., Ltd. (a PRC listed company), a director of Ultrarich International Limited, and he is also a director/the chairman or the general manager of various unlisted subsidiaries or investee companies of

Shenzhen International, which includes XTC Company and SGH Company. Since April 2005, Mr. Li has been a Director of the Company.

Mr. ZHAO Jun Rong, born in 1964, holds qualifications of Economist and Lawyer, obtained a master degree from Xiamen University majoring in international economic law. He has extensive experiences in corporate management and the legal profession. Mr. Zhao had been the legal consultant of Shenzhen Investment Holding Corporation. He joined Shenzhen International (a Hong Kong listed company) in October 2001, and since then had successively been the legal consultant, the assistant to the president and concurrently manager of strategic development department. Mr. Zhao has been a vice president of Shenzhen International since June 2007, and he is also a director/the chairman of various unlisted subsidiaries or investee companies of Shenzhen International, which includes XTC Company and SGH Company. Since January 2009, Mr. Zhao has been a Director of the Company.

Mr. TSE Yat Hong, born in 1969, a Fellow of the Hong Kong Institute of Certified Public Accountants and a FCPA of CPA Australia, obtained a bachelor degree from Monash University in Australia majoring in accounting and computer science. He has extensive experiences in accounting, finance and corporate governance matters of listed companies for many years. Mr. Tse has been the chief financial officer of Shenzhen International (a Hong Kong listed company) since June 2000. He had also been the company secretary of Shenzhen International from August 2000 to March 2008 and the joint company secretary of the Company from September 2004 to September 2007. Mr. Tse had worked in the audit profession in an international accounting firms for many years before he joined the Shenzhen International. Mr. Tse holds directorships in some unlisted subsidiaries of Shenzhen International Holdings Limited and he is also an independent director of Casablanca Group Limited (a Hong Kong listed company) and China Huirong Financial Holdings Limited (a Hong Kong listed company). Since January 2009, Mr. Tse has been a Director of the Company.

Mr. WANG Zeng Jin, born in 1970, obtained a bachelor degree from Zhongnan Institute of Law (now known as Zhongnan University of Economics and Law) majoring in law and obtained a master degree from Peking University majoring in law. He has more than ten years experiences in human resource management and corporate management. Mr. Wang had worked in Shenzhen Investment Holding Corporation. He joined Shenzhen International in October 2004 as secretary to the chairman and has been the general manager of human resource department of Shenzhen International since June 2005.

Mr. WU Ya De, born in 1964, holds a qualification of Senior Political Officer, obtained a bachelor degree from Administration Institute of Guangdong Province majoring in economic management and obtained a postgraduate certificate from Guangdong Province Social Science Institute majoring in Economy. He has extensive experiences in toll highway management and investment as well as corporate management. Mr. Wu had successively been a director, the general manager, and the chairman of SGH Company from November 1996 to January 2002. He has been the Acting General Manager, General Manager and President of the Company since January 2002. Mr. Wu has been a Director of the Company since January 1997, and currently the executive Director and President of the Company. Mr. Wu holds directorship in an unlisted subsidiary of the Company and is also an independent director of Shenzhen Fenda Technology Co., Ltd. (a PRC listed company).

Ms. ZHANG Yang, born in 1964, holds a qualification of Political Officer, obtained a bachelor degree from Lanzhou University majoring in political economy and obtained a postgraduate certificate from Central Party School majoring in economic management. She holds directorships in listed companies for many years and has extensive experiences in investment and management in expressway as well as human resources management and administrative management. Ms. Zhang joined CM Huajian in 1994, and since then had successively been a department deputy manager, a department manager, the assistant to general manager. She has been the deputy general manager of CM Huajian since April 2007. Ms. Zhang is also the vice chairman of Jilin Expressway Co., Ltd. (a PRC listed company), and directors of Henan Zhongyuan Expressway Co., Ltd. (a PRC listed company) and Jiangsu Expressway Co., Ltd. (a company listed both in PRC and in Hong Kong). She had been the vice chairman of Sichuan Expressway

Co., Ltd. (a company listed both in PRC and in Hong Kong) (till April 2013). Since March 2001, Ms. Zhang has been a Director of the Company.

Mr. CHIU Chi Cheong, Clifton, born in 1954, a Certified Accountant in USA, obtained a bachelor degree and a MBA degree from Southern California University in USA. He has extensive experiences in finance, securities, financial management and corporate governance. Mr. Chiu has been the managing director of Harvester (Holdings) Company Limited since January 1994. He had been a vice chairman of the Takeover and Mergers Panel of the SFC, a member of Process Review Panel of the SFC, and the vice chairman of the Listing Committee of the Main Board of HKEx and the Listing Committee of the Growth Enterprises Market of HKEx, etc. Mr. Chiu is also a member of the University Grants Committee of Hong Kong Special Administrative Region. Mr. Chiu had been an Independent Director of the Company from December 1996 to December 2002. Since 2003, he has been a non-executive Director of the Company.

Biographies of Independent Non-executive Directors

Mr. AU Sing Kun, born in 1952, obtained a bachelor degree from the University of Waterloo in Canada and a MBA degree from the University of Toronto in Canada. He has many years in depth experiences in international banking and risk management. Mr. Au had worked in HSBC from 1978 to 2009, and had successively been the area manager, senior manager of loan and credit department and branch president of HSBC (Hongkong), the operation director of HSBC (China), the president of HSBC Shenzhen Branch, the chief executive officer of HSBC (Macau), etc. He had also been the chairman of the Association of Shenzhen Foreign Financial Institutions and vice chairman of Macau Association of Banks. Mr. Au has been a director of Nice International Investments Limited since his retirement in 2009. Since January 2012, Mr. Au has been an Independent Director of the Company.

Mr. LIN Chu Chang, born in 1969, obtained a bachelor degree from the University of Hong Kong majoring in physics. He has experiences in financial investment and real estate development for many years. Mr. Lin had been the chief financial officer of China Resources Land Limited (a Hong Kong listed company) from 2002 to 2006, the chief financial officer and executive director of Longfor Properties Co. Ltd. (a Hong Kong listed company) from 2006 to 2010. Mr. Lin currently is the chairman and executive president of Jeffrey Investments Limited. He is also an independent director of China Zhongsheng Resources Holdings Limited (a Hong Kong listed company). Since January 2012, Mr. Lin has been an Independent Director of the Company.

Mr. HU Chun Yuan, born in 1969, a Certified Public Accountant of PRC (qualified for engaging in securities and futures activities), obtained a bachelor degree from Xi'an Jiaotong University majoring in auditing, a master degree from Xiamen University majoring in accounting and a doctor degree from Shanghai University of Finance and Economics majoring in accounting. He has well experiences in restructuring and listing, assets reorganisation and bonds reorganisation, the auditing of listed companies and securities companies, and the design of corporate governance structure and management structure. Mr. Hu had successively engaged in auditing and management consultancy in the Accounting Firm of Xiamen University, the Xiamen Certified Public Accountants, Shenzhen Dahua Tiancheng Certified Public Accountants and BDO China Li Xin Da Hua Certified Public Accountants Co., Ltd. (now known as Da Hua CPAs (Special General Partnership)). Since July 2011, he has been the vice-president and executive partner of BDO China Shu Lun Pan Certified Public Accountants LLP and a fellow certified public accountant. Mr. Hu had been a member of the Listing Committee of Shenzhen Stock Exchange and currently is also an executive of The Chinese Institute of Certified Public Accountants and a member of its Technical Advisory Committee, an executive of the Shenzhen Institute of Certified Public Accountants and the chief member of its Continuing Education Committee, a consultant to the Internal Control Standard Committee of the Ministry of Finance, a visiting professor at Sun Yat-sen University, and an independent director of Gemdale Properties and Investment Corporation Limited (a Hong Kong listed company).

Mr. SHI Xian Liang, born in 1971, Professor, obtained a doctor degree from Beijing Jiaotong University majoring in management science and engineering. He has high theoretical level and rich practical experiences in development strategy and planning of logistics, supply chain and logistics management, logistics informatisation. Mr. Shi has worked in Beijing Jiaotong University since 1993, and had been the deputy director of logistics institute, director and associate professor of the logistics management department of the School of Economics and Management. He is currently the deputy dean and professor of the School of Economics and Management of Beijing Jiaotong University.

Biographies of Supervisors

Mr. ZHONG Shan Qun, born in 1964, holds a qualification of Engineer, obtained bachelor degrees from Changsha Institute of Communications majoring in highway engineering and in communications and transportations management and a master degree from Hunan University majoring in management science and engineering. He has extensive experiences in engineering construction management, logistics management and corporate management. Mr. Zhong joined XTC Company in January 1994 and had been the manager of the engineering department, the assistant to general manager, the deputy general manager of that company. He has been the general manager of XTC Company from March 2003 to September 2005 and the chairman and the general manager of that company from September 2005 to November 2013. He has been a vice president of Shenzhen International (a Hong Kong listed company) since June 2007. Mr. Zhong is also a director/the chairman of some other unlisted subsidiaries or investee companies of Shenzhen International, which includes XTC Company. He had been a Director of the Company from January 1997 to April 2005, and the chairman of the Supervisory Committee of the Company from January 2006 to September 2007. Since August 2009, Mr. Zhong has been the chairman of the Supervisory Committee of the Company.

Mr. HE Sen, born in 1973, holds a qualification of Senior Accountant, obtained a bachelor degree from Changsha Institute of Communications majoring in finance and accounting. He has experiences in financial management and corporate management in toll highway industry. Mr. He Joined GDRB Company in March 2001, serving successively as the finance manager of Shunde Shunda Road Company Limited, the assistant to general manager, the deputy general manager and the chief accountant of Guangdong Guangshao Expressway Company Limited, and the deputy manager of finance department of GDRB Company. He has been the manager of financial department/minister of financial management department of GDRB Company since November 2009, and he also holds a number of supervisorships in various unlisted subsidiaries or investee companies of GDRB Company. Since January 2010, Mr. He has been a Supervisor of the Company.

Mr. FANG Jie, born in 1960, holds a qualification of Senior Engineer, obtained a bachelor degree from Chongqing Institute of Architecture and Engineering (now known as Chongqing University) majoring in bridge and tunnel. He has experiences in project management and personnel administration for many years. From January 2001 to March 2007, Mr. Fang had worked in XTC Company. He joined the Company in April 2007, served as the general manger of project development department and the director of chief engineer office of the Company. Mr. Fang is also a supervisor of an unlisted subsidiary of the Company. Since August 2008, Mr. Fang has been the staff representative Supervisor of the Company.

Remuneration for the Seventh Session of the Board of Directors and the Supervisory Committee

Remuneration for the seventh session of the board of directors and the supervisory committee was approved in the EGM as follows:

1. Remuneration for the seventh session of the board of directors:

- (1) The Company will not fix or pay any director's fee to the executive directors who held manage position in the Company. The salary of the executive directors will be calculated, approved and paid with reference to the actual circumstances of their respective positions and in accordance with the Company's remuneration and benefit policies.

According to the Company's remuneration and benefit policies, employee's remuneration includes the position salary and the performance bonus which are determined with reference to the market value of the position and the performance of the relevant employee. Employee's benefits include statutory benefits and fringe benefits, which are implemented according to the unified standards imposed by the government and the Company respectively. Unless otherwise approved by the board of directors, the position salary of the Chairman and the President of the Company will be RMB59,000 and RMB49,000 per month respectively since 1 January 2015 and their annual performance bonus will be calculated and paid according to the principal that the respective percentage ratios of the position salary and the basis of the performance bonus to the annual salary are 60% and 40%, and the coefficient of the performance bonus of each year should be ascertained by the board of directors on the basis of the result of annual performance evaluation. The board of directors may, according to the actual circumstances and in accordance with the Company's remuneration policies and regulations, review and adjust the position salary of the Chairman and the President of the Company as they think necessary and appropriate. Moreover, the total amount of the annual salary of the Chairman and the President shall not exceed the prescribed standard specified by state owned assets supervision and administration authorities in principle. If the operational performance is especially outstanding, there could be moderate breakthrough to the above-mentioned standard for the total annual salary ascertained upon evaluation, which is subject to the approval of the board of directors. Details of the emolument received by the executive directors will be disclosed regularly in the annual report of the Company.

- (2) The Company will not fix or pay any director's fee to the non-executive directors who receive salary in shareholders' entities. The director's fee for each non-executive director who doesn't receive salary in shareholders' entities is RMB350,000 per annum.
- (3) The director's fee for each independent non-executive director is RMB180,000 per annum.

2. Remuneration for the seventh session of the supervisory committee:

- (1) The Company will not fix or pay any supervisor's fee to the staff representative supervisor who holds manage position in the Company. The salary of the staff representative supervisor will be calculated, fixed and paid with reference to the actual circumstances of his position and in accordance with the Company's remuneration and benefit policies.

Mr.Fang Jie, the staff representative supervisor, is the director of the Chief Engineer Office of the Company. According to the Company's remuneration and benefit policies, his position salary is RMB30,000 per month. The determination, adjustment and approval of his total amount of salary will be made according to the Company's "Remuneration Management Procedures" (薪酬福利管理程序) and disclosed regularly in the annual reports of the Company.

- (2) The Company will not fix or pay any supervisor's fee to the supervisors who receive salary in shareholders' entities.

Unless otherwise specified, remuneration and salary mentioned above shall be inclusive of tax.

All directors and supervisors who attend or observe the relevant meetings shall obtain meeting subsidy for the meetings. The standard of meeting subsidy for attending each meeting will be RMB1,000 (after tax) per person and the standard of meeting subsidy for observing each meeting will be RMB500 (after tax) per person.

The Company will enter into director's service contract with each Director in a standard form. Pursuant to the director's service contract, the director's fees and subsidies shall be determined by the board of directors and be subject to approval in general meeting. The Company will not enter into supervisor's service contract with the supervisors. The personal income tax for the emolument received by Directors and supervisors (if any) will be withheld by the Company according to the national tax policy.

Save as disclosed above, each of the members of the seventh session of the board of directors and the supervisory committee confirms that (i) he did not hold any other directorships in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) he has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no information which is discloseable nor is/was any of the above persons involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter relating to the appointment of the above persons that needs to be notified the shareholders of the Company.

Directors Leaving the Board of Directors

The term of office of the sixth session of the board of directors will expire on 31 December 2014. Mr. Yang Hai, a Director, as well as Mr. Wang Hai Tao and Mr. Zhang Li Min, independent Directors, will cease to be directors upon the expiry of their term of office.

The Company confirmed that, as at the date of this announcement, it is not aware of any disagreement between such persons and the board of directors or the supervisory committee, and is not aware of any other matter relating to their leaving that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Company would like to take this opportunity to give a warm welcome to the appointment and joining of above Directors and Supervisors, and also express its sincere gratitude to Mr. Yang Hai, Mr. Wang Hai Tao and Mr. Zhang Li Min for their valuable contributions to the Company during their terms of office.

By Order of the Board
Wu Qian
Company Secretary

Shenzhen, PRC, 19 December 2014

As at the date of this announcement, the directors of the Company are Mr. Yang Hai (Chairman of the Board), Mr. Wu Ya De (Executive Director and President), Mr. Li Jing Qi (Non-executive Director), Mr. Zhao Jun Rong (Non-executive Director), Mr. Hu Wei (Non-executive Director), Mr. Tse Yat Hong (Non-executive Director), Ms. Zhang Yang (Non-executive Director), Mr. Chiu Chi Cheong, Clifton (Non-executive Director), Mr. Wang Hai Tao (Independent non-executive Director), Mr. Zhang Li Min (Independent non-executive Director), Mr. Au Sing Kun (Independent non-executive Director) and Mr. Lin Chu Chang (Independent non-executive Director).