

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2002 Annual General Meeting (the “AGM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the conference room of the Company at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, on 30 May 2003 (Friday) at 10:00 a. m. for the following purposes:

1. To consider and approve the report of the Directors for the year 2002;
2. To consider and approve the report of the Supervisory Committee for the year 2002;
3. To consider and approve the audited accounts for the year 2002;
4. To consider and approve the proposed distribution scheme of profits for the year 2002 (including declaration of the final dividend);
5. To consider and approve the budget plan for the year 2003;
6. To consider and approve the emoluments of the directors and supervisors for the year 2003;
7. To consider and approve the re-appointment of Messrs. PricewaterhouseCoopers (Certified Public Accountants, Hong Kong) as the international auditors and Shenzhen Tianjian Xinde Certified Public Accountants as the statutory auditors of the Company, respectively, and to authorise the Board of directors of the Company to fix their remuneration;
8. To consider and approve the immediate appointment of Mr. James K. L. Poon as the independent director of the Company, with a term of office from the date of appointment to 31 December 2005.
9. To consider and approve the following resolution as an ordinary resolution:

“**THAT** the conditional sale and purchase agreement dated 18 March 2003 entered into between the Company as vendor and Shenzhen Communications Bureau as purchaser, under which the Company has agreed to sell and Shenzhen Communications Bureau has agreed to purchase all the interests and rights National Highway 107 (Shenzhen Section) and National Highway 205 (Shenzhen Section) owned by the Company, as more particularly specified in the valuation reports prepared by Sallmanns (Far East) Ltd and Shenzhen De Zheng Xin Asset Valuation Co., Limited regarding the value of such assets as at 28 February 2003, and all transactions contemplated under such agreements, be and are hereby approved, confirmed and ratified and that any one director of the Company be and is hereby authorized to do all things and acts and to sign all documents which he considers to be necessary, desirable or

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expedient in connection with such agreements or transactions, including for the purpose of amending the agreements in such manner as he may consider to be necessary, desirable or expedient.”

10. To consider and approve the amendment to the articles of association of the Company in relation to the business scope of the Company as a special resolution.

That Article 12 of the articles of association of the Company is replaced in their entirety with the following:

“Article 12 The business scope includes: design, construction, operation, repair and maintenance of the toll road projects; imports and exports business (in compliance with the qualification certificate).”

11. To consider and, if thought fit, pass the following special resolution to authorize the Board of directors to repurchase H Shares of the Company up to a maximum of 10 per cent. of the aggregate nominal value of the H Shares in issue of the Company:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (d) below) during which the Board of directors may exercise all the powers of the Company to repurchase H Shares in issue of the Company on The Stock Exchange of Hong Kong Limited (“SEHK”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the SEHK or of any other governmental or regulatory body be and is hereby approved;
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at (aa) the extraordinary general meeting for holders of oversea listed foreign shares of the Company to be held on 30 May 2003 (or on such adjourned date as may be applicable), and (bb) the extraordinary general meeting for holders of domestic shares of the Company to be held on 30 May 2003 (or on such adjourned date as may be applicable);

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- (ii) the approvals of the China Securities Regulatory Commission and any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 25 of the articles of association of the Company;
- (d) for the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:
- (i) make such amendments to the articles of association accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended articles of association of the Company with the relevant governmental authorities of the PRC."
12. To consider and approve the following resolutions as special resolutions:
- (a) subject to paragraphs c and d, pursuant to the Rules Governing the Listing of SEHK ("Listing Rules") (as amended from time to time) and the Company Law of the PRC, the exercise by the Board of directors of the Company with all the powers of the Company to allot or issue or otherwise deal with new shares, either separately or concurrently during the Relevant

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Period and the exercise of powers by the Board of directors to determine the terms and conditions for the allotment or issue or otherwise dealing with new shares including the following terms are hereby generally and unconditionally approved:

- (1) class and quantity of the new shares to be issued;
 - (2) issue price of new shares;
 - (3) the starting and closing time for the allotment or issue or otherwise dealing with the new share;
 - (4) class and quantity of the new shares to be issued to existing shareholders; and
 - (5) to make or grant offers, agreements and options when the exercise of such powers might be required;
- (b) according to the approval in paragraph a, the Board of directors of the Company shall be authorized during the Relevant Period to make or grant offers, agreements and options which would or might be exercised after the end of the Relevant Period;
- (c) the aggregate nominal amount of overseas listed foreign capital shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company pursuant to the approval in paragraph a, otherwise than pursuant to issue of shares by conversion of the surplus reserve into capital in accordance with the Company Law of the PRC and the articles of association of the Company, shall not exceed twenty percent (20%) of the issued overseas listed foreign capital shares of the Company as of the date of this resolution;
- (d) the board of directors of the Company have (1) to comply with the relevant Laws and Regulations of the PRC and the Listing Rules (as amended from time to time), (2) to obtain approvals from the China Securities Regulatory Commission and other relevant authorities of the PRC upon the exercise of the powers pursuant to paragraph a above;
- (e) for the purpose of this resolution: "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
- (1) the conclusion of the next annual general meeting of the Company following the passing of the special resolution;

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- (2) the expiration of a period of twelve months following the passing of this special resolutions, or
- (3) the date on which the authority set out in this special resolution of the members of the Company in any general meeting;
- (f) the board of directors of the Company shall be authorised to increase the registered share capital of the Company to the respective amount upon the exercise of the powers pursuant to paragraph a above, but the registered share capital shall not exceed RMB2,330,200,000;
- (g) subject to the approval of the listing of and permission to deal with the H shares in the share capital of the Company, which are intended to be issued by the Company, by the Listing Committee of SEHK and the approval of China Securities Regulatory Commission to issue the said shares, the Board of directors shall be authorised to make the appropriate and necessary amendments to Articles 18 and 21 of the articles of association of the Company to reflect the alteration of the share capital of the Company.

Biography of the candidate of independent director:

Mr. James K. L. Poon, aged 38, holds a Master Degree of Business Administration and a Ph.D. Degree in Finance from the Chinese University of Hong Kong and is the Fellow Member of the Society of Registered Financial Planner (FRFP) in Hong Kong. He is currently the Director and Head of Corporate Financial Services of ING Bank N.V., Shanghai Branch and was previously the General Manager of the bank in Shenzhen. Over the past five years, Mr. Poon has been actively involved in arranging syndication and project financing for Chinese and multinational corporations in China. He is also a non-executive director of ING Beijing Investment Co., Ltd on the Hong Kong Stock Exchange and was the Chairman of the Association of Shenzhen Foreign Financial Institutions in 2000 and 2001, Vice-Chairman of the Shenzhen Information Industry Association and Director of Hong Kong Chamber of Commerce in China-Guangdong in 2001.

By Order of the Board
Zhang Rong Xing
Director & Company Secretary

Shenzhen, the PRC, 11 April 2003