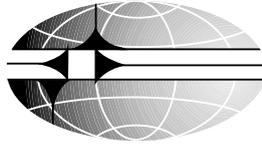


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**深圳高速公路股份有限公司**

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 548)**

## **NOTICE OF THE FIFTH EXTRAORDINARY GENERAL MEETING 2005**

**Notice is hereby given** that the Fifth Extraordinary General Meeting 2005 (the “EGM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the meeting room of the Company at 19/F, Tower A, United Plaza, No. 5022 Binhe Road North, Shenzhen, the People’s Republic of China, on 10 October 2005 (Monday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution:

**“THAT:**

- (1) the issue in the People’s Republic of China of the short-term commercial papers, within the scope of the maximum remaining amount for the issue of the commercial papers approved by the People’s Bank of China, by the Company in one or separate time(s) with an amount not exceeding RMB2.4 billion in accordance with the Regulations on the Administration of Short-term Commercial Papers (短期融資券管理辦法) promulgated by the People’s Bank of China and other relevant regulations be and is hereby approved;
- (2) the board of directors or any two of the directors of the Company be and is/are hereby granted powers generally and unconditionally to determine the details of the terms and conditions and other matters in relation to the issue of the short-term commercial papers having regard to the needs of the Company and the market conditions, including but not limited to determining the amount, the interest rate and the term for the issue of the short-term commercial papers (subject to the scope as authorized in the foregoing), and to make and execute all necessary documents.”

By Order of the Board  
**Wu Qian**  
*Joint Company Secretary*

Shenzhen, the PRC, 23 August 2005

**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 9 September 2005 shall have the right to attend the EGM after complying the necessary registration procedures.

**2. Registration procedures for attending the EGM**

- i. Shareholders intending to attend the EGM should deliver to the Company, on or before 20 September 2005, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H Shares of the Company please note that the register of H Share holders of the Company will be closed from 10 September 2005 to 10 October 2005 (both days inclusive), during which period no transfer of H Shares 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 (“HKRL”), the registrar of H Shares of the Company, at or before 4:00 p.m. on 9 September 2005.

**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 authorization or other authorization documents of such attorney should be notarized. In order to be valid, for shareholders of domestic shares, the written authorization or authorization documents which have been notarized together with the completed proxy form must be delivered to the Company 24 hours before the time of the holding of the EGM. In order to be valid, for shareholders of H Shares, the above documents must be delivered to HKRL within the same period.
- iii. If a shareholder appoints one or more proxies, the proxies shall not have the right to vote individually on a show of hands.
- iv. Shareholder or his proxy should produce identity proof when attending the EGM.

#### 4. **Poll**

Article 70 of the Articles of Association of the Company is extracted as follows:

“Unless a poll is demanded by the following person before or after any vote by show of hands, a general meeting shall be voted by show of hands:

- (1) The chairman of the meeting;
- (2) At least two shareholders entitled to vote present in person or by proxy;
- (3) One or more shareholders present in person or by proxy representing in aggregate 10% or more of all shares carrying the right to vote at the meeting.”

The resolution will be resolved by way of poll.

#### 5. **Other business**

- i. The duration of the EGM is expected not to exceed one day. Shareholders who attend the EGM shall arrange for food and accommodation 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. Legal address of the Company:

19/F, Tower A, United Plaza  
No. 5022 Binhe Road North  
Shenzhen, 518033, PRC  
Telephone: (86) 755-8294 5880  
Facsimile: (86) 755-8291 0496 / 8291 0696

*As at the date of this announcement, the Directors of the Company are: Mr. Yang Hai (Chairman of the Board); Mr. Wu Ya De (Director and General Manager); Mr. Zhang Rong Xing (Director); Mr. Lin Xiang Ke (Director); Ms. Zhang Yang (Director); Mr. Chiu Chi Cheong, Clifton (Director); Mr. Li Jing Qi (Director); Mr. Wang Ji Zhong (Director); Mr. Li Zhi Zheng (Independent non-executive Director); Mr. Zhang Zhi Xue (Independent non-executive Director); Mr. Poon Kai Leung, James (Independent non-executive Director ) and Mr. Wong Kam Ling (Independent non-executive Director).*

Please also refer to the published version of this announcement in The Standard.