



**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)

**POLL RESULTS OF  
FIRST EXTRAORDINARY GENERAL MEETING 2004**

Reference is made to the circular (the "Circular") dated 26 April 2004 issued by Shenzhen Expressway Company Limited (the "Company"). Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

**The First Extraordinary General Meeting**

At the First Extraordinary General Meeting (the "EGM") of the Company 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 14 June 2004 (Monday) at 10.00 a.m., poll voting was demanded by the Chairman for voting on the proposed resolutions (the "Resolutions") as set out in the Notice of the EGM dated 26 April 2004 (the "Notice"). All Resolutions were approved by shareholders and the board of directors of the Company is pleased to announce the poll results in respect of the Resolutions as follows:

<b>Resolutions</b>	<b>Number of Votes (%)</b>		<b>Total Votes</b>
	<b>For</b>	<b>Against</b>	
To consider and, if thought fit, approve the entering into of the Agreement I and the transactions contemplated thereunder.	1,275,540,000 100%	0 0%	1,275,540,000
To consider and, if thought fit, approve the entering into of the Agreement II and the transactions contemplated thereunder.	1,275,540,000 100%	0 0%	1,275,540,000

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions. Shareholders may refer to the Notice for details of the Resolutions.

*Notes:*

- (a) The total number of shares in issue as at the date of the EGM: 2,180,700,000 shares of RMB 1.00 each, of which 654,780,000 shares are held by the State, 613,420,000 shares are held by PRC legal persons, 165,000,000 shares are A Shares and 747,500,000 shares are H shares. 64,640,000 shares are held by GD Roads Company, a connected person of the Company interested in the Resolutions. In accordance with the Listing Rules, GD Roads Company and its associates had refrained from voting at the EGM accordingly.
- (b) The total number of shares entitling the holders to attend and vote only against the Resolutions at the EGM: Nil

- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the EGM: 2,116,060,000 shares

Hong Kong Registrars Limited, the Hong Kong H Share Registrar and Transfer Office of the Company, acted as scrutineer for the poll at the EGM.

As at the date of this announcement, the directors of the Company are: Mr. Chen Chao (Chairman of the Board); Mr. Wu Ya De (Director and General Manager); Mr. Zhang Rong Xing (Director and Company Secretary); Mr. Zhong Shan Qun (Director); Ms. Tao Hong (Director); Mr. Lin Xiang Ke (Director); Ms. Zhang Yang (Director); Mr. Chiu Chi Cheong, Clifton (Director); Mr. Ho Pak Cho, Denis Morgie (Independent Director); Mr. Li Zhi Zheng (Independent Director); Mr. Zhang Zhi Xue (Independent Director) and Mr. Poon Kai Leung, James (Independent Director).

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

Shenzhen, the PRC, 14 June 2004

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