



**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)*  
**(Stock Code: 548)**

**POLL RESULTS OF 2003 ANNUAL GENERAL MEETING**

At the 2003 annual general meeting (the "AGM") of Shenzhen Expressway Company Limited (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 23rd April 2004 (Friday) at 10.00 a.m., poll voting was demanded by the Chairman for voting on the proposed resolutions as set out in the notice of annual general meeting dated 5th March 2004 (the "Notice"). All resolutions were approved by shareholders and the board of directors (the "Board of Director") of the Company is pleased to announce the poll results in respect of the resolutions of the AGM of the Company as follows:

Resolutions	Number of Votes (%)		Total Votes
	For	Against	
1. To consider and approve the report of the Directors for the year 2003.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
2. To consider and approve the report of the Supervisory Committee for the year 2003.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
3. To consider and approve the audited accounts for the year 2003.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
4. To consider and approve the proposed distribution scheme of profits for the year 2003 (including declaration of the final dividend).	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
5. To consider and approve the budget plan for the year 2004.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
6. To consider and approve the emoluments of the directors and supervisors for the year 2004.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000

7. To consider and approve the re-appointment of Messrs. PricewaterhouseCoopers (Certified Public Accountants, Hong Kong) as the international auditors and PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd. as the statutory auditors of the Company, respectively, and to authorise the Board of Directors of the Company to fix their remuneration.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
8. To consider and approve the amendment to the Articles of Association of the Company as a special resolution.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
9. To consider and approve the Company's proposed change as a Sino-foreign investment joint stock limited company.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
10. To consider and, if thought fit, pass the special resolution to authorize the Board of Directors of the Company 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.	1,340,098,000 (99.9993%)	10,000 (0.0007%)	1,340,108,000
11. To consider and, if thought fit, pass the special resolution to authorize the Board of Directors of the Company to issue additional foreign shares not exceeding 20% and to amend the Company's Articles of Association accordingly.	1,326,926,000 (99.0163%)	13,182,000 (0.9837%)	1,340,108,000

Resolutions 1 to 7 were passed as ordinary resolutions, and Resolutions 8 to 11 were passed as special resolutions. Shareholders may refer to the Notice for details of the aforesaid resolutions.

As at the date of the AGM, the issued share capital of the Company is 2,180,700,000 shares of RMB1 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. There is no restriction on shareholders to cast votes on any of the aforesaid resolutions at the AGM.

Hong Kong Registrars Limited, the share registrar of the Company, has acted as the scrutineer and based on the completed poll voting forms collected by the Company, performed calculation to obtain the above-mentioned poll voting results.

In addition to the aforesaid resolutions approved in the AGM, the Company would like to explain matters in respect of the payment of final dividend as follows:

H Shareholders of the Company whose names appeared on the registers of shareholders of the Company at the close of business on 23 March 2004 shall be entitled to the final dividends for the year 2003. According to Article 158 of the Articles of Association of the Company, the dividend distributed to the shareholders of H Shares will be paid in Hong Kong Dollars (“HK\$”). The exchange rate for the final dividend is the average of the median exchange rates for converting RMB into HK\$ quoted by the People’s Bank of China for the five working days preceding the day on which the final dividend was declared, i.e. at the rate of 100: 106.09 for converting HK\$ into RMB. Accordingly, each H Shares of the Company will receive HK\$0.1791 as final dividend which will be distributed on or before 6 May 2004.

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, 23 April 2004

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