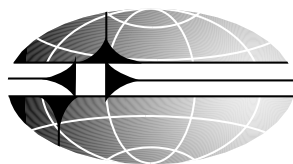


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深圳高速公路股份有限公司

SHENZHEN EXPRESSWAY COMPANY LIMITED

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

(Stock Code: 00548)

**REVISED NOTICE OF THE THIRD
EXTRAORDINARY GENERAL MEETING 2020**

Reference is made to the notice (“**Original EGM Notice**”) of the Third Extraordinary General Meeting 2020 (“**EGM**”) of Shenzhen Expressway Company Limited (“**Company**”) dated 13 November 2020 and the announcement in relation to the candidate of the supervisor dated 8 December 2020.

After the despatch of the Original EGM Notice, Xin Tong Chan Development (Shenzhen) Company Limited, a shareholder holding approximately 30.03% of the issued share capital of the Company had, pursuant to applicable PRC laws and regulations, given written proposal to the Company to nominate one more candidate, Mr. Wang Chao, under Resolution no. 2 to be considered and approved in the EGM which is in relation to “the re-election or appointment (if applicable) of the following candidate as the shareholders’ representative supervisor of the ninth session of the supervisory committee of the Company” (the “**New Resolution**”).

The Board would like to further announce that the convention time of EGM shall be postponed from 28 December 2020 (Monday) at 9 a.m. to 29 December 2020 (Tuesday) at 2 p.m. at the same venue.

Accordingly, the Company hereby revises the Original EGM Notice as follows to incorporate the New Resolution and the revised time of the EGM:

REVISED NOTICE IS HEREBY GIVEN that the EGM will be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC on 29 December 2020 (Tuesday) at 2 p.m. to consider and, if thought fit, pass the following resolutions 1-4 by way of **ordinary resolution**:

1. To consider and approve the remuneration of the ninth session of the board of directors and the supervisory committee of the Company and the board of directors of the Company be authorised to approve directors' service contracts and other relevant documents; and any executive director be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.
2. To consider and approve the re-election or appointment (if applicable) of the following candidates as the shareholders' representative supervisors of the ninth session of the supervisory committee of the Company:

2.01 Mr. Lin Ji Tong;

2.02 Mr. Wang Chao.

The term of office of each of the above supervisors commences on 1 January 2021 and ends on 31 December 2023.

3. To consider and approve the re-election or appointment (if applicable) of the following candidates as the directors of the ninth session of the board of directors of the Company:

3.01 Mr. Hu Wei;

3.02 Mr. Liao Xiang Wen;

3.03 Mr. Wang Zeng Jin;

3.04 Mr. Wen Liang;

3.05 Mr. Chen Zhi Sheng;

3.06 Mr. Dai Jing Ming;

3.07 Ms. Li Xiao Yan;

3.08 Ms. Chen Hai Shan.

The term of office of each of the above directors commences on 1 January 2021 and ends on 31 December 2023.

4. To consider and approve the re-election or appointment (if applicable) of the following candidates as the independent non-executive directors of the ninth session of the board of directors of the Company:

4.01 Mr. Wan Siu Wah Wilson;

4.02 Ms. Chen Xiao Lu;

4.03 Mr. Bai Hua;

4.04 Mr. Li Fei Long.

The term of office of each of the above independent non-executive directors commences on 1 January 2021 and ends on 31 December 2023, the candidacy of who is effective only after it has been examined and has not been objected by the Shanghai Stock Exchange.

By Order of the Board

Hu Wei

Chairman

Shenzhen, PRC, 11 December 2020

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 27 November 2020 shall have the right to attend the EGM after complying with 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 9 December 2020, 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 holders of H shares of the Company has been closed from 28 November 2020 to 29 December 2020 (both days inclusive), during which period no transfer of H shares of the Company 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, the registrar of H shares of the Company, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 27 November 2020.

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 authorisation or other authorisation documents of such attorney should be notarised. In order to be valid, for holders of A shares of the Company, the written authorisation or authorisation documents which have been notarised together with the completed proxy form must be delivered to the Company not less than 24 hours before the time of the holding of the EGM (the “**Closing Time**”). In order to be valid, for holders of H shares of the Company, the above documents must be delivered to Hong Kong Registrars Limited, at Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
- iii. Shareholder or his proxy should produce identity proof when attending the EGM.

- iv. Since the proxy form of the EGM (the “**Original Proxy Form**”) sent together with the Original EGM Notice dated 13 November 2020 did not contain the New Resolution and the revised time of the EGM, a revised proxy form of the EGM (the “**Revised Proxy Form**”) will be sent to the shareholders. Any shareholder who intends to appoint a proxy to attend the EGM but has not yet lodged the Original Proxy Form is required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon. In such case, the Original Proxy Form should not be lodged with the Company. Any shareholder who has already lodged the Original Proxy Form with the Company should also complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon.
- v. If a shareholder has already lodged the Original Proxy Form and/or reply slip despatched by the Company on 13 November 2020, he/she/it should note that:
 - (a) if no Revised Proxy Form is lodged by the shareholder, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM (including the resolution regarding the appointment of Mr. Wang Chao as a shareholders’ representative Supervisor as set out in the Revised EGM Notice);
 - (b) if the Revised Proxy Form is lodged by the shareholder before the Closing Time, the Revised Proxy Form will be treated as a valid proxy form lodged by such shareholder if duly completed, and the Original Proxy Form will be revoked and superseded by the Revised Proxy Form;
 - (c) if the Revised Proxy Form is lodged by the shareholder after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the EGM (including the resolution regarding the appointment of Mr. Wang Chao as a shareholders’ representative Supervisor as set out in the Revised EGM Notice); and
 - (d) if the reply slip is correctly completed and lodged by the Shareholder on or before 9 December 2020, it will be treated as a valid reply slip lodged by the Shareholder.

4. Poll

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company, voting at the EGM on the resolutions set out in this revised notice of the EGM will be taken by poll.

5. Other matters

- 1. The duration of the EGM is expected not to exceed one day. Shareholders or proxies who attend the EGM shall arrange for transport, food, accommodation and other relevant expenses at their own cost.

2. Address of Hong Kong Registrars Limited (for share transfer):

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

3. Address of the Company:

Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC

Postal code: 518026

Tel.: (86) 755 – 8285 3332

Fax: (86) 755 – 8285 3411

As at the date of this announcement, the Directors of the Company are Mr. HU Wei (Executive Director and Chairman of the Board), Mr. LIAO Xiang Wen (Executive Director and President), Mr. WEN Liang (Executive Director), Mr. WANG Zeng Jin (Executive Director), Ms. CHEN Yan (Non-executive Director), Mr. FAN Zhi Yong (Non-executive Director), Mr. CHEN Yuan Jun (Non-executive Director), Mr. CHEN Zhi Sheng (Non-executive Director), Mr. CAI Shu Guang (Independent non-executive Director), Mr. WAN Siu Wah Wilson (Independent non-executive Director), Ms. CHEN Xiao Lu (Independent non-executive Director) and Mr. BAI Hua (Independent non-executive Director).