

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 深圳高速公路集团股份有限公司

## SHENZHEN EXPRESSWAY CORPORATION LIMITED

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 00548)**

### **POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING**

The Board hereby announces that all the resolutions set out in the notice of the AGM dated 25 April 2023 were duly passed.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Corporation Limited (the “Company”) in relation to the annual general meeting 2022 (the “AGM”) dated 25 April 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

#### **Convening and Attendance of the AGM**

The AGM was held at the conference room of the Company on 46th Floor, Hanking Center Tower, Shennan Avenue, Nanshan District, Shenzhen, the People’s Republic of China on 16 May 2023 (Tuesday) at 10:00 a.m.

There are 10 directors in office of the Company, 7 directors attended the AGM in person or via electronic means. Directors including Mr. Liao Xiang Wen, Mr. Wen Liang, Mr. Lü Da Wei and independent directors Mr. Bai Hua, Mr. Li Fei Long, Mr. Miao Jun and Mr. Xu Hua Xiang attended the meeting in person. Directors including Mr. Wang Zeng Jin, Mr. Dai Jing Ming and Ms. Li Xiao Yan were unable to attend the meeting due to business reasons.

As at the date of the AGM, the total number of the Shares is 2,180,770,326 Shares, of which 1,433,270,326 Shares are A Shares and 747,500,000 Shares are H Shares. The total number of Shares entitling the holders to attend and vote on the resolutions set out in the AGM Notice at the AGM is 2,180,770,326 Shares. The total number of Shares entitling the holders to attend and abstain from voting in favour on the resolutions at the AGM as set out in Rule 13.40 of the

Listing Rules is nil. The total number of Shares that are required under the Listing Rules for holders to abstain from voting is nil.

A total of 13 shareholders (“Shareholder(s)”) of the Company holding 1,393,487,874 Shares, representing approximately 63.899% of the total number of the Shares carrying voting rights at the AGM, were present in person or by proxy, among whom:

1. 12 holders of A Shares holding 1,223,720,384 Shares, representing approximately 56.114% of the total number of the Shares carrying voting rights; and
2. 1 holders of H Shares holding 169,767,490 Shares, representing approximately 7.785% of the total number of the Shares carrying voting rights.

### **Poll Results of the AGM**

The Board is pleased to announce that the resolutions considered at the AGM were approved by the Shareholders and the poll results in respect of the resolutions are as follows:

<b>Ordinary Resolutions</b>	<b>Number of Votes (%)</b>		
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To consider and approve the report of the board of directors for the year 2022.	1,393,487,774 (100%)	0 (0.0000%)	100 (0.0000%)
2. To consider and approve the report of the supervisory committee for the year 2022.	1,393,487,774 (100%)	0 (0.0000%)	100 (0.0000 %)
3. To consider and approve the audited accounts for the year 2022.	1,393,487,774 (100%)	0 (0.0000%)	100 (0.0000%)
4. To consider and approve the proposed distribution scheme of profits for the year 2022 (including declaration of final dividend).	1,393,485,774 (99.9998%)	2,000 (0.0001%)	100 (0.0000%)
5. To consider and approve the budget report for the year 2023.	1,292,884,808 (92.7805%)	100,602,966 (7.2195%)	100 (0.0000%)
6. To consider and approve the resolution in relation to the re-appointment of auditors for 2023.	1,387,211,807 (99.5496%)	6,275,967 (0.4504%)	100 (0.0000%)
7. To consider and approve the resolution in relation to provision of guarantees for subsidiaries.	1,235,591,698 (88.6690%)	115,252,553 (8.2708%)	42,643,623 (3.0602%)
8. To consider and approve the resolution in relation to the revision of “Management Rules for Selection of the Group’s Annual Audit Accountants’ Firm”.	1,285,375,094 (92.2416%)	108,112,680 (7.7584%)	100 (0.0000%)

As more than half of the votes were cast in favour of the resolutions 1 to 8, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the AGM Notice, the Annual Report 2022 of the Company and the Circular.

Special Resolutions	Number of Votes ( % )		
	For	Against	Abstain
9. To consider and approve by way of separate resolutions in relation to the grant of a general mandate to the board of directors to issue debentures (“Debentures”):			
9.01 Issue size;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.02 Target subscribers and arrangement for placement to shareholders;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.03 Type of the Debentures;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.04 Maturity;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.05 Interest rate;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.06 Use of proceeds;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.07 Listing;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.08 Guarantee;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.09 Validity of the resolution;	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)
9.10 Authorisation arrangement.	1,383,217,748 (99.2630%)	10,270,025 (0.7370%)	100 (0.0000%)

As more than two-thirds of the votes were cast in favour of the resolutions 9.01 to 9.10, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the AGM Notice and the Circular.

Guangdong Junyan Law Firm witnessed AGM and issued a legal opinion. Hong Kong Registrars Limited, the H Share Registrar and Transfer Office of the Company, was appointed as the scrutineer for the vote taking of H Shares in the AGM.

## **Payment of Final Dividend**

**Investors' attention should be drawn to the announcement regarding the detailed arrangement of the distribution of dividend for A Shares of the Company to be published on the website of the Shanghai Stock Exchange in due course. In addition, the Company would like to explain matters in respect of the payment of final dividends for H Shares as follows:**

The record date of the H Shares of the Company for the final dividend for the year ended 31 December 2022 ("Year 2022") shall be 30 May 2023 (Tuesday), holder of H Shares whose names appeared on the register of holders of H Shares of the Company at the close of business on 30 May 2023 shall be entitled to the final dividends for the Year 2022. Reference is hereby made to the AGM Notice, the register of holders of H Shares of the Company will be closed from 23 May 2023 to 30 May 2023 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to be qualified for the final dividend, all instruments of transfer, accompanied by the relevant share certificates of H Shares of the Company must be delivered to the registrar of H Shares of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 22 May 2023 (Monday). For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on HKEx ("Southbound Trading"), the dividend distribution arrangement is set out in the section "Dividend Distribution for Southbound Trading Investors" below.

The dividends distributed to the holders of H Shares will be paid in Hong Kong dollars ("HK\$"). The exchange rate for the final dividends is the average of the median exchange rate 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 dividends was declared, i.e. at the rate of 100:88.4732 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.52219203 (tax included) as final dividends which will be distributed on or before 14 July 2023.

Pursuant to 《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the People's Republic of China) and its implementation rules implemented in 2008, starting from 1 January 2008, any PRC domestic enterprise which pays dividend to a non-resident enterprise shareholder shall withhold and pay enterprise income tax at a tax rate of 10%. The withholding and payment obligations will lie with the payer. In respect of all Shareholders whose names appear in the register of holders of H Shares of the Company on 30 May 2023 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders), the Company will distribute the dividends after deducting the 10% enterprise income tax.

Pursuant to 《關於國稅發【1993】045號文件廢止後有關個人所得稅徵管問題的通知》(the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No.045) (Guo Shui Han [2011] No.348) (“Notice”) of the State Administration of Taxation dated 28 June 2011 and the letter titled “Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies” of HKEx dated 4 July 2011, when non-foreign investment companies of the Mainland which are listed in Hong Kong distribute dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax rate of 10%, unless otherwise specified by the tax regulations and relevant tax agreements. Pursuant to the Notice and the aforesaid letter, the Company will withhold individual income tax at a tax rate of 10% before distributing the final dividends for 2022 to all individual holders of H Shares whose names appear on the register of holders of H Shares of the Company on 30 May 2023. The Company will conduct specific procedures according to regulations and regulatory requirements of tax if the tax regulations, relevant tax agreements or notice otherwise specified.

The Company will appoint Hong Kong Registrars Limited for the handling of the income tax deduction matters and will distribute the final dividends for 2022 according to the aggregate amount of dividends, the amount of the income tax to be withheld by the Company as well as the tax withheld reports and non-tax withheld reports (if any) as provided by it.

Investors should note that the Company has no obligation for confirming the identities of the shareholders. The Company assumes no liability whatsoever in respect of any disputes or losses arising from any delay in, or inaccurate determination of, the identities of the shareholders. Shareholders are recommended to consult their tax advisers regarding the tax implications arising from their holding and disposal of H Shares of the Company when needed.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (“Receiving Agent”) as the receiving agent of the holders of H Shares to receive on behalf of shareholders of H Share all dividends declared in respect of H Shares of the Company. Cheques for the H Share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H Shares of the Company at their own risk on or before 14 July 2023 (payment date of dividends for H Shares).

#### Dividend Distribution for Southbound Trading Investors

Pursuant to 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect) (Caishui [2014] No. 81) and 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect) (Caishui [2016] No. 127), for dividends received by domestic individual investors and securities investment funds from investing in H shares listed on HKEx through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of

the investors. The companies of such H shares will not withhold the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The Company has entered into an agreement in relation to the above-mentioned dividend distribution for Southbound Trading investors with China Securities Depository and Clearing Corporation Limited. China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant Southbound Trading investors of H Shares through its depository and clearing system. The cash dividends for the Southbound Trading investors of H Shares will be paid in RMB.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

By Order of the Board  
**Zhao Gui Ping**  
*Joint Company Secretary*

Shenzhen, PRC, 17 May 2023

*As at the date of this announcement, the Directors of the Company are Mr. LIAO Xiang Wen (Executive Director and President), Mr. WANG Zeng Jin (Executive Director), Mr. WEN Liang (Executive Director), Mr. DAI Jing Ming (Non-executive Director), Ms. LI Xiao Yan (Non-executive Director), Mr. Lü Da Wei (Non-executive Director), Mr. BAI Hua (Independent non-executive Director), Mr. LI Fei Long (Independent non-executive Director), Mr. MIAO Jun (Independent non-executive Director) and Mr. XU Hua Xiang (Independent non-executive Director).*