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深圳高速公路集團股份有限公司

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 FIRST EXTRAORDINARY GENERAL MEETING 2023, THE FIRST CLASS MEETING 2023 OF HOLDERS OF A SHARES AND THE FIRST CLASS MEETING 2023 OF HOLDERS OF H SHARES

The Board hereby announces that all the resolutions set out in the notice of the EGM (the “EGM Notice”), the notice of the ACM (the “ACM Notice”) and the notice of the HCM (the “HCM Notice”, collectively, the “Notices”) dated 24 August 2023 were duly passed.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Corporation Limited (the “Company”) dated 24 August 2023 in relation to the first extraordinary general meeting 2023 (the “EGM”), the first class meeting 2023 of holders of A shares (the “ACM”) and the first class meeting 2023 of the holders of H shares (the “HCM”, collectively, the “Meetings”). Unless the context herein requires otherwise, the capitalized terms used herein shall have the same meaning as those defined in the Circular.

Convening and Attendance of the EGM, the ACM and the HCM

The EGM, the ACM and the HCM were held consecutively at the conference room of the Company on 46th Floor, Hanking Center Tower, No. 9968 Shennan Avenue, Nanshan District, Shenzhen, the People’s Republic of China on 20 September 2023 (Wednesday) at 10:00 a.m.

There are 10 Directors in office of the Company, 10 Directors attended the Meetings in person or via electronic means. Directors including Mr. Liao Xiang Wen, Mr. Wang Zeng Jin, Mr. Miao Jun and Mr. Xu Hua Xiang attended the Meetings in person, and Directors including Mr. Wen Liang, Mr. Dai Jing Ming, Ms. Li Xiao Yan, Mr. Lü Da Wei, Mr. Bai Hua and Mr. Li Fei Long attended the Meetings via electronic means.

As at the date of Meetings, the total number of the shares of the Company is 2,180,770,326 shares, of which 1,433,270,326 shares are A Shares and 747,500,000 shares are H Shares.

As stated in the Circular, Shenzhen International Holdings Limited (“SZ International”) and its associates controlled or were entitled to exercise control over the voting rights in respect of a total of 1,124,433,887 Shares and shall abstain from voting on Resolutions 2-4 and 7 at the EGM as set out in the EGM Notice. In respect of Resolutions 2-4 and 7, the total number of Shares entitling the holders to attend and vote on the resolutions at the EGM is 1,056,336,439 Shares, the total number of Shares entitling the holders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of Shares entitling the holders to abstain from voting in favour at the EGM as set out in the Listing Rules is 1,124,433,887 Shares. In respect of Resolutions 1, 5, 6, 8-10, the total number of Shares entitling the holders to attend and vote on the resolutions at the EGM is 2,180,770,326 Shares, the total number of Shares entitling the holders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of Shares entitling the holders to abstain from voting in favour at the EGM as set out in the Listing Rules is nil.

In the case of the ACM, SZ International and its associates controlled or were entitled to exercise control over the voting rights in respect of a total of 1,066,239,887 A Shares and shall abstain from voting on Resolutions 1-3 at the ACM as set out in the ACM Notice. In respect of Resolutions 1-3, the total number of A Shares entitling the holders to attend and vote for or against any resolutions proposed at the ACM is 367,030,439 A Shares, the total number of A Shares entitling the holders to attend and abstain from voting in favour on the resolutions at the ACM pursuant to Rule 13.40 of the Listing Rules is nil, and the total number of A Shares of holders that are required under the Listing Rules to abstain from voting is 1,066,239,887 A Shares. In respect of Resolution 4, the total number of Shares entitling the holders to attend and vote on the resolution at the ACM is 1,433,270,326 A Shares, the total number of Shares entitling the holders to attend and abstain from voting in favour at the ACM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of Shares of holders that are required under the Listing Rules to abstain from voting is nil.

In the case of the HCM, SZ International and its associates controlled or were entitled to exercise control over the voting rights in respect of a total of 58,194,000 H Shares and shall abstain from voting on Resolutions 1-3 at the HCM as set out in the HCM Notice. In respect of Resolutions 1-3, the total number of H Shares entitling the holders to attend and vote for or against any resolution proposed at the HCM is 689,306,000 H Shares, the total number of H Shares entitling the holders to attend and abstain from voting in favour on the resolutions at the HCM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of H Shares of holders that are required under the Listing Rules to abstain from voting is 58,194,000 H Shares. In respect of Resolution 4, the total number of Shares entitling the holders to attend and vote on the resolution at the HCM is 747,500,000 H Shares, the total number of Shares entitling the holders to attend and abstain from voting in favour at the HCM as set out in Rule 13.40 of the Listing Rules is nil, and the total number of Shares of holders that are required under the Listing Rules to abstain from voting is nil.

A total of 18 shareholders (“Shareholder(s)”) of the Company holding 1,554,286,725 Shares, representing approximately 71.272 % of the total number of the Shares carrying voting rights at the EGM, were present in person or by proxy, among whom:

1. 16 holders of A Shares holding 1,232,555,815 Shares, representing approximately 56.519 % of the total number of the Shares carrying voting rights; and
2. 2 holder of H Shares holding 321,730,910 Shares, representing approximately 14.753 % of the total number of the Shares carrying voting rights.

A total of 16 A Shareholders of the Company and duly authorized proxies holding a total of 1,232,555,815 A Shares, representing 85.996% of the total number of A Shares carrying voting rights were present at the ACM.

A total of 2 H Shareholders of the Company and duly authorized proxies holding a total of 321,718,030 H Shares, representing 43.039% of the total number of H Shares carrying voting rights were present at the HCM.

Poll Results of the EGM

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

Ordinary Resolution	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the resolution in relation to the Company’s satisfaction of the requirements of the Issuance of A Shares to Specific Targets.	1,531,264,324 (98.52 %)	23,022,401 (1.48 %)	0 (0%)
Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
2. To consider and approve the resolution in relation to the proposal of the Issuance of A Shares to Specific Targets by the Company individually:			
2.01 Class and nominal value of shares to be issued;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.02 Method and timing of the Issuance;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.03 Target subscribers and method of subscription;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.04 Pricing Benchmark Date, issue price and pricing method;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.05 Number of A Shares to be issued;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.06 Lock-up arrangement;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)

2.07 Place of Listing;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.08 Amount and use of proceeds;	465,392,984 (95.36 %)	22,653,854 (4.64 %)	0 (0%)
2.09 Arrangement of accumulated undistributed profits before the Issuance;	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
2.10 Validity of the resolutions.	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
3. To consider and approve the resolution in relation to the plan of the Issuance of A Shares to Specific Targets by the Company.	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
4. To consider and approve the resolution in relation to the demonstration and analysis report of the proposal of the Issuance of A Shares to Specific Targets by the Company.	465,024,437 (95.28 %)	23,022,401 (4.72 %)	0 (0%)
5. To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds of the Issuance of A Shares to Specific Targets by the Company.	1,531,632,871 (98.54%)	22,653,854 (1.46%)	0 (0%)
Ordinary Resolution	Number of Votes (%)		
	For	Against	Abstain
6. To consider and approve the resolution in relation to the Company being exempt from issuing the report on use of proceeds from previous fund-raising activities.	1,531,632,871 (98.54%)	22,653,854 (1.46%)	0 (0%)
Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
7. To consider and approve the resolution in relation to the Company's entering into the conditional share subscription agreement with Specific Target and the related/connected transaction.	465,004,137 (95.28 %)	23,042,701 (4.72%)	0 (0%)
8. To consider and approve the resolution in relation to grant of the authorisation to the Board to handle matters related to the Issuance of A Shares to Specific Targets.	1,531,264,324 (98.52 %)	23,022,401 (1.48 %)	0 (0%)
Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstain
9. To consider and approve the resolution in relation to the dilution of current returns, remedial measures and the corresponding undertakings for the Issuance of A Shares to Specific Targets by the Company.	1,531,264,324 (98.52 %)	23,022,401 (1.48 %)	0 (0%)
10. To consider and approve the resolution in relation to the implementation of external donation for rural revitalisation strategy.	1,554,130,731 (99.99 %)	155,994 (0.01 %)	0 (0%)
<p>SZ International and its associates had abstained from voting on Resolutions 2-4 and 7 at the EGM.</p> <p>As more than two-thirds of the votes were cast in favour of Resolutions 2-5, 7 and 8, the above resolutions were passed as special resolutions. As more than half of the votes were cast in favour of the Resolutions 1,6,9 and 10, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the EGM Notice and the Circular.</p>			

Poll Results of the ACM

The Board announces that resolutions considered at the ACM were approved by the A Shareholders and the poll result in respect of the resolutions are as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the resolution in relation to the proposal of the Issuance of A Shares to Specific Targets by the Company individually:			
1.01 Class and nominal value of shares to be issued;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.02 Method and timing of the Issuance;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.03 Target subscribers and method of subscription;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.04 Pricing Benchmark Date, issue price and pricing method;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.05 Number of A Shares to be issued;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.06 Lock-up arrangement;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.07 Place of Listing;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.08 Amount and use of proceeds;	165,926,028 (99.77%)	389,900 (0.23%)	0 (0%)
1.09 Arrangement of accumulated undistributed profits before the Issuance;	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
1.10 Validity of the resolutions.	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
2. To consider and approve the resolution in relation to the plan of the Issuance of A Shares to Specific Targets by the Company.	165,914,428 (99.76%)	401,500 (0.24%)	0 (0%)
3. To consider and approve the resolution in relation to the Company's entering into the conditional share subscription agreement with Specific Target and the related/connected transaction.	165,894,128 (99.75%)	421,800 (0.25%)	0 (0%)
4. To consider and approve the resolution in relation to grant of the authorisation to the Board to handle matters related to the Issuance of A Shares to Specific Targets.	1,232,154,315 (99.97%)	401,500 (0.03%)	0 (0%)
SZ International and its associates had abstained from voting on Resolutions 1-3 at the ACM.			
As more than two-thirds of the votes were cast in favour of Resolutions 1-4, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the ACM Notice and the Circular.			

Poll Results of the HCM

The Board announces that the resolutions considered at the HCM were approved by the H Shareholders and the poll result in respect of the resolutions are as follows:

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the resolution in relation to the proposal of the Issuance of A Shares to Specific Targets by the Company individually:			
1.01 Class and nominal value of shares to be issued;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.02 Method and timing of the Issuance;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.03 Target subscribers and method of subscription;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.04 Pricing Benchmark Date, issue price and pricing method;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.05 Number of A Shares to be issued;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.06 Lock-up arrangement;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.07 Place of Listing;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.08 Amount and use of proceeds;	299,466,956 (93.08%)	22,251,074 (6.92%)	0 (0%)
1.09 Arrangement of accumulated undistributed profits before the Issuance;	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
1.10 Validity of the resolutions.	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
2. To consider and approve the resolution in relation to the plan of the Issuance of A Shares to Specific Targets by the Company.	299,110,009 (92.97%)	22,608,021 (7.03%)	0 (0%)
3. To consider and approve the resolution in relation to the Company's entering into the conditional share subscription agreement with Specific Target and the related/connected transaction.	297,074,009 (92.34%)	24,644,021 (7.66%)	0 (0%)
4. To consider and approve the resolution in relation to grant of the authorisation to the Board to handle matters related to the Issuance of A Shares to Specific Targets.	267,668,009 (92.21%)	22,608,021 (7.79%)	0 (0%)
SZ International and its associates had abstained from voting on Resolutions 1-3 at the HCM.			
As more than two-thirds of the votes were cast in favour of Resolutions 1-4, the above resolutions were passed as special resolutions. For details of the resolutions, please refer to the HCM Notice and the Circular.			

Guangdong Junyan Law Firm witnessed EGM, the ACM and the HCM as well as 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 EGM and the HCM.

By Order of the Board
Zhao Gui Ping
Joint Company Secretary

Shenzhen, PRC, 21 September 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).