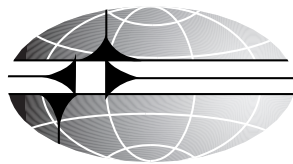


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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

**NOTICE OF THE SECOND CLASS MEETING 2017 OF HOLDERS
OF A SHARES**

Notice is hereby given that the Second Class Meeting 2017 of the Holders of A Shares (the “ACM”) of Shenzhen Expressway Company Limited (the “Company”) will be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC after 9 a.m. on Thursday, 28 December 2017 (immediately after the conclusion of the First Extraordinary General Meeting 2017 of the Company to be held on the same date or adjournment) to consider and, if thought fit, pass the following resolutions by way of special resolutions:

SPECIAL RESOLUTION

1. To consider and approve by way of separate resolutions in relation to the proposal of the public issue of the A Share Convertible Bonds by the Company:
 - 1.01 Type of securities to be issued;
 - 1.02 Issue size;
 - 1.03 Par value and issue price;
 - 1.04 Term of bond;
 - 1.05 Interest rate of bond;
 - 1.06 Method and timing of interest payment;
 - 1.07 Conversion period;

- 1.08 Determination of the number of conversion shares;
- 1.09 Determination of the Conversion Price;
- 1.10 Adjustment to the Conversion Price;
- 1.11 Downward adjustment to the Conversion Price;
- 1.12 Terms of redemption;
- 1.13 Terms of sell back;
- 1.14 Dividend rights of the conversion year;
- 1.15 Method of issuance and target investors;
- 1.16 Subscription arrangement for existing A shareholders;
- 1.17 Relevant matters on A Share Convertible Bonds holders' meetings;
- 1.18 Use of proceeds;
- 1.19 Management and deposit of proceeds;
- 1.20 Guarantee;
- 1.21 Validity period of the resolutions;
- 1.22 Matters relating to authorization.

By Order of the Board
Hu Wei
Chairman

Shenzhen, the PRC, 13 November 2017

Notes:

1. Eligibility for attending the ACM

Shareholders of the Company whose names appear on the registers of holders of A shares of the Company at the close of business on 27 November 2017 shall have the right to attend the ACM after complying with the necessary registration procedures.

2. Registration procedures for attending the ACM

Shareholders intending to attend the ACM should deliver to the Company, on or before 8 December 2017, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the ACM.

3. Proxy

- i. Holders of A shares entitled to attend and vote at the ACM 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, 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 ACM.
- iii. Shareholder or his proxy should produce identity proof when attending the ACM.

4. The terms used in this notice shall have the same meaning as defined in the announcements of the Company dated 9 November 2017. For details of the resolutions set out in this notice, please refer to the abovementioned announcements.

5. Poll

Pursuant to the Articles of Association of the Company, voting at the ACM on the resolutions set out in the notice of the ACM will be taken by poll.

6. Other matters

- i. The duration of the ACM is expected not to exceed one day. Shareholders or proxies who attend the ACM shall arrange for transport, food, accommodation and other relevant expenses at their own cost.
- ii. Address of the Company:
Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC
Postal code: 518026
Tel.: (86) 755-8285 3339
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. WU Ya De (Executive Director and President), Mr. WANG Zeng Jin (Executive Director), Mr. Liao Xiang Wen (Executive Director), Mr. ZHAO Jun Rong (Non-executive Director), Mr. TSE Yat Hong (Non-executive Director), Mr. LIU Ji (Non-executive Director), Mr. CHEN Yuan Jun (Non-executive Director), Mr. AU Sing Kun (Independent non-executive Director), Mr. LIN Chu Chang (Independent non-executive Director), Mr. HU Chun Yuan (Independent non-executive Director) and Mr. CAI Shu Guang (Independent non-executive Director).