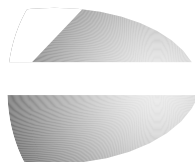

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shenzhen Expressway Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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PROPOSAL ON SHAREHOLDERS' RETURN AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The first extraordinary general meeting 2021 (“**EGM**”) of Shenzhen Expressway Company Limited (“**Company**”) is to be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC at 10:00 a.m. on Friday, 25 June 2021. The notice of the EGM (“**EGM Notice**”) is set out on pages 6 to 7 of this circular. The proxy form (“**Proxy Form**”) of the EGM is enclosed hereto.

Whether or not you intend to attend the EGM, you are requested to complete the Proxy Form in accordance with the instructions printed thereon and return the same to the registrar of H shares of the Company, Hong Kong Registrars Limited, at Floor 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of H shares) or to the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People’s Republic of China (for the holders of A shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

CONTENTS

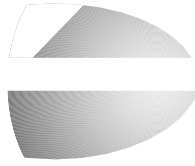
	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of the EGM	6

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	Renminbi-denominated ordinary shares of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Shenzhen Expressway Company Limited, a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting 2021 of the Company to be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC, at 10:00 a.m., Friday, 25 June 2021, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	The supervisory committee of the Company

LETTER FROM THE BOARD



Executive Directors:

Mr. HU Wei (*Chairman*)
Mr. LIAO Xiang Wen (*President*)
Mr. WANG Zeng Jin
Mr. WEN Liang

Non-executive Directors:

Mr. DAI Jing Ming
Ms. LI Xiao Yan
Ms. CHEN Hai Shan

Independent Non-executive Directors:

Mr. BAI Hai
Mr. LI Fei Long
Mr. MIAO Jun
Mr. XU Hua Xiang

Legal Address:

Fumin Toll Station,
Fucheng Street,
Longhua District,
Shenzhen, PRC

Place of Business in PRC:

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

Principal Place of Business in Hong Kong:

Room 1603, 16/F, China Building,
29 Queen's Road Central,
Central, Hong Kong

4 June 2021

To the Shareholders

Dear Sirs or Madams,

**PLAN ON SHAREHOLDERS' RETURN
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of the plan on Shareholders' return for the future three years (2021-2023).

LETTER FROM THE BOARD

PLAN ON SHAREHOLDERS' RETURN

In order to establish a scientific, sustainable and stable dividend payment mechanism, actively reward its investors, the Company has formulated “Shenzhen Expressway Company Limited Plan on Shareholders’ Returns in Next Three Years (2021-2023)” (the “**Plan**”) in accordance with requirements under the Notice of the China Securities Regulatory Commission on Issues Relating to Further Implementation of Cash Dividends by Listed Companies (Zheng Jian Fa 2012 No.37), Guidelines No. 3 on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies (CSRC Notice 2013 No.43) as well as the Articles of Association after taking into account the actual circumstances of the Company. The details of which are as follows:

I. Major consideration factors in formulating the Plan

The Company formulated the Plan after comprehensively considered various factors including the Shareholders’ requirements and willingness on their return, the Company’s strategic development plan and actual development stage, current and future profitability, financial status and cash flow status, capital demand, social capital costs and the financing environment, etc. The Company aimed to establish a plan and mechanism which is sustainable, stable and can actively returns to its investors, so as to ensure the continuity and stability of its profit distribution policies.

II. Basic principles in formulating the Plan

The Plan should be formulated in compliance with the relevant laws, regulations, normative documents and the profit distribution provision under the Articles of Association, and should have fully considered the opinions from the Shareholders (especially the medium and minority Shareholders), the independent Directors and the Supervisory Committee. The Company should implement a continuous, stable and active profit distribution policy in line with the principles of focusing on reasonable investment return to the Shareholders, taking into account the long-term sustainable development and reasonable capital needs of the Company, conforming to the overall interests of all the Shareholders.

III. The Company’s Plan on Shareholders’ return for 2021-2023

1. Method of profit distribution

The Company shall distribute its dividends in cash, stock, or both cash and stock, or other means permitted by laws and regulations, and priority is given to profit distribution in cash.

2. Conditions and ratio of cash dividend distribution by the Company

Under the conditions that the distributable profit realized by the Company during the year is positive, the Company has sufficient cash, the distribution of cash dividends will not affect the subsequent normal business development of the Company, the financial situation of the Company is good, and the auditors have issued the Company’s annual financial report without reservation; the Company will, in principle, distribute cash dividend once in such year. The Company may also distribute interim cash dividends.

LETTER FROM THE BOARD

The Company will strive to increase the cash dividend distribution ratio for the years from 2021 to 2023 if the conditions for cash dividend distribution can be fulfilled. When the financial and cash position of the Company is satisfactory and there be no material investment plans or cash expenditures, the profit proposed to be distributed in cash shall not be lower than 55% of the net profit attributable to Shareholders of the parent company pursuant to the consolidated statement of the year, net of profit distributable to holders of other equity securities such as perpetual bonds (the “**Distributable Profit Realised for the Year**”).

3. *Conditions for distribution of stock dividend by the Company*

Base on the annual profitability and performance growth of the Company, and subject to fulfillment of the aforesaid conditions on cash dividend distribution ratio and the reasonable equity structure and equity scale of the Company, the Company can distribute its dividend in stocks to match its equity scale with its performance growth.

IV. **Decision-making mechanism of the Plan and the proposal of annual profit distribution**

The Plan should be formulated by the management of the Company, approved by the Board, and then proposed for consideration and approval by the Supervisory Committee and Shareholders at the general meeting. The Board should carefully study and demonstrate the profit distribution method, the conditions and ratio for distribution of cash dividends, etc. when considering the profit distribution proposal for each year. After the Board has approved the resolution on the aforesaid matters, it shall propose the resolution to the Supervisory Committee and the Shareholders at the general meeting for consideration and approval.

V. **Adjustment to the Plan on Shareholders’ return**

If the Company is required to adjust the Plan on Shareholders’ return due to material changes such as changes in laws, regulations, the operating environment or conditions of the Company, the Board shall, with an ultimate aim on protecting the interest of the Shareholders, formulate an adjustment plan after detailed evaluation and propose the same for Shareholders’ consideration approval at general meeting by way of special resolution. The independent Directors and Supervisory Committee should also issue their review opinions on the adjustment to the Plan on Shareholders’ return. When the adjustments to the Plan on Shareholders’ return are proposed for Shareholders’ consideration and approval at the general meeting, the Company shall actively communicate with its Shareholders (especially the medium and minority Shareholders) through various channels, comprehensively consider the opinions and demands from the Shareholders, respond their concerns in a timely manner, and guarantee their rights to participate in the general meeting.

VI. **Effective mechanism of the Plan**

1. The Plan shall come into force and be implemented from the date of consideration and approval by the general meeting of the Company.

LETTER FROM THE BOARD

2. The outstanding matters of the Plan shall be resolved in accordance with relevant laws, regulations, rules, the relevant provisions of China Securities Regulatory Commission and the Articles of Association.
3. The Plan shall be interpreted by the Board.

EGM

The Company will convene the EGM at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC at 10:00 a.m. Friday, 25 June 2021 to consider and, if thought fit, to approve the plan on Shareholders' return by ordinary resolution. Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, voting at the EGM will be taken by poll.

The EGM Notice is set out on pages 6 to 7 of this circular. The Proxy Form is enclosed to this circular.

Whether or not you intend to attend the EGM, you are requested to complete the Proxy Form in accordance with the instructions printed thereon and return the same to the registrar of H Shares of the Company, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or to the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC (for A Shareholders) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM.

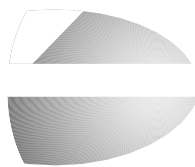
Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

RECOMMENDATION

The Board considers that the plan on Shareholders' return is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions on the aforesaid matters to be proposed at the EGM.

Yours faithfully,
By Order of the Board of
Shenzhen Expressway Company Limited
HU Wei
Chairman

NOTICE OF THE EGM



NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2021

Notice is hereby given that the First Extraordinary General Meeting 2021 (the “**EGM**”) 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 at 10:00 a.m. on Friday, 25 June 2021 to consider and, if thought fit, pass the following resolution by way of **ordinary resolution**:

- 1 To consider and approve the Proposal on Formulating the Plan of Shareholders’ Return for 2021-2023.

By Order of the Board
Hu Wei
Chairman

Shenzhen, the PRC, 4 June 2021

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 21 June 2021 shall have the right to attend the EGM after complying with the necessary registration procedures.

2. Registration procedures for attending the EGM

Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 22 June 2021 to 25 June 2021 (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 21 June 2021.

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. 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.

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 the notice of the EGM will be taken by poll.

5. Other matters

- i. 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.
- ii. Address of Hong Kong Registrars Limited (for share transfer):