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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 2021 ANNUAL GENERAL MEETING; CHANGE OF NON-EXECUTIVE DIRECTOR; AND CHANGE OF PAYMENT DATE OF FINAL DIVIDEND**

The Board hereby announces that all the resolutions set out in the notice of the AGM dated 8 June 2022 were duly passed.

Reference is made to the circular (the “Circular”) of Shenzhen Expressway Company Limited (the “Company”) in relation to the 2021 annual general meeting (the “AGM”) dated 8 June 2022. 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 30 June 2022 (Thursday) at 10:00 a.m.

There are 11 directors in office of the Company, all directors attended the AGM in person or via electronic means, including Mr. Hu Wei, Mr. Liao Xiang Wen, Mr. Wang Zeng Jin, Mr. Wen Liang and Ms. Chen Hai Shan attended the meeting in person; and Mr. Dai Jing Ming, Ms. Li Xiao Yan, Mr. Bai Hua, Mr. Li Fei Long, Mr. Miao Jun and Mr. Xu Hua Xiang attended the meeting via electronic means.

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 18 shareholders (“Shareholder(s)”) of the Company holding 1,409,902,655 Shares, representing approximately 64.652% of the total number of the Shares carrying voting rights at the AGM, were present in person or by proxy, among whom:

- 16 holders of A Shares holding 1,229,386,766 Shares, representing approximately 56.374% of the total number of the Shares carrying voting rights; and
- 2 holders of H Shares holding 180,515,889 Shares, representing approximately 8.278% 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:

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstain
1. To consider and approve the report of the board of directors for the year 2021.	1,409,877,641 (100%)	25,014 (0.00%)	0 (0.00%)
2. To consider and approve the report of the supervisory committee for the year 2021.	1,409,877,641 (100%)	25,014 (0.00%)	0 (0.00%)
3. To consider and approve the audited accounts for the year 2021.	1,409,877,641 (100%)	25,014 (0.00%)	0 (0.00%)
4. To consider and approve the proposed distribution scheme of profits for the year 2021 (including declaration of final dividend).	1,409,902,641 (100%)	14 (0.00%)	0 (0.00%)
5. To consider and approve the budget report for the year 2022.	1,304,212,548 (92.50%)	105,690,107 (7.50%)	0 (0.00%)
6. To consider and approve the resolution in relation to providing guarantees for subsidiaries.	1,254,327,815 (88.97%)	108,095,248 (7.67%)	47,479,592 (3.37%)
7. To consider and approve the resolution in relation to the purchase of directors liability insurance.	1,398,039,177 (99.16%)	11,863,478 (0.84%)	0 (0.00%)

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstain
8. To consider and approve the resolution in relation to the appointment of the Director of the ninth session of the board of directors of the Company.	1,398,207,311 (99.17%)	11,633,044 (0.83%)	62,300 (0.00%)
9. To consider and approve the resolution in relation to the re-appointment of auditors for 2022.	1,403,999,029 (99.58%)	5,841,326 (0.41%)	62,300 (0.00%)

As more than half of the votes were cast in favour of the resolutions 1 to 9, the above resolutions were passed as ordinary resolutions. For details of the resolutions, please refer to the AGM Notice, the Annual Report 2021 of the Company and the Circular.

Special Resolutions	Number of Votes (%)		
	For	Against	Abstain
10. 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”):			
10.01 Issue size;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.02 Target subscribers and arrangement for placement to shareholders;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.03 Type of the Debentures;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.04 Maturity;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.05 Interest rate;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.06 Use of proceeds;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.07 Listing;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.08 Guarantee;	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
10.09 Validity of the resolution;	1,409,738,741 (99.99%)	101,614 (0.01%)	62,300 (0.00%)
10.10 Authorisation arrangement.	1,409,738,741 (99.99%)	163,914 (0.01%)	0 (0.00%)
11. To consider and approve the resolution on the general mandate to issue A Shares and/or H Shares.	1,254,951,523 (89.01%)	154,721,132 (10.97%)	230,000 (0.02%)

As more than two-thirds of the votes were cast in favour of the resolutions 10.01 to 10.10 and 11, 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.

#### **Change of Non-executive Director and Changes of Members of Specialised Committees of the Board**

The Board received a written resignation submitted by Ms. Chen Hai Shan, a non-executive Director, on 30 June 2022. Ms. Chen Hai Shan resigned as a non-executive director of the Company and a member of the Risk Committee of the Board due to her retirement.

Ms. Chen Hai Shan's resignation take effect immediately upon delivery to the Company. The members of the risk committee of the Company have therefore been changed to Mr. Xu Hua Xiang (chairman of the committee) (independent non-executive Director), Mr. Liao Xiang Wen (executive Director), Mr. Wang Zeng Jin (executive director) and Mr. Wen Liang (executive director).

Ms. Chen has confirmed that she has no disagreement with the Board or the supervisory committee of the Company and there is no other matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board hereby announces that at the AGM held on 30 June 2022, Mr. Lü Da Wei was appointed as a non-executive Director of the 9th session of the Board, with the term of office commencing on 30 June 2022 and ending on 31 December 2023.

The biography and the proposed remuneration of Mr. Lü were set out in the Circular. As at the date of this announcement, there has been no change of such information. The Board would like to take this opportunity to give a warm welcome to the appointment and joining of Mr. Lü, and would like to express its sincere gratitude to Ms. Chen for her valuable contributions to the Company during her tenure on the Board.

#### **Payment of Final Dividend and Change of Payment Date 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 Board is pleased to announce that the proposed final dividend of RMB0.62 per share (before tax) for the year ended 31 December 2021 (the "Final Dividend") has been approved by the AGM and the payment date of the final dividend will be changed to **on or before 30 August 2022 (Tuesday)** (as disclosed in the Company's annual results announcement dated 29 March 2022, the original payment date was on or before 25 July 2022 (Monday)). Details of the payment of the final dividend are as follows:

The record date of the H Shares of the Company for the final dividend for the year ended 31 December 2021 ("Year 2021") shall be 14 July 2022 (Monday), holder of H Shares whose names appeared on the register of holders of H Shares of the Company at the close of business on 14 July 2022 shall be entitled to the final dividends for the Year 2021. Reference is hereby made to the AGM Notice, the register of holders of H Shares of the Company will be closed from 9 July 2022 to 14 July 2022 (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 8 July 2022 (Friday). 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 : 85.3448 for converting HK\$ into RMB. Accordingly, each H Share of the Company will receive HK\$0.72646488 (tax included) as final dividends which will be distributed on or before 30 August 2022.

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 14 July 2022 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 2021 to all individual holders of H Shares whose names appear on the register of holders of H Shares of the Company on 14 July 2022. 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 2021 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 30 August 2022 (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, 30 June 2022

*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. 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).*

*Note: The total of percentage of votes may not equal to 100% in mantissa due to rounding in this announcement.*