



(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0576)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "EGM") of Zhejiang Expressway Co., Ltd. (the "Company") will be held at 9:00 a.m. on Thursday, November 16, 2006 at 12/F, Block A, Dragon Century Plaza, 1 Hangda Road, Hangzhou, Zhejiang Province, 310007, the People's Republic of China (the "PRC"), for the purpose of considering and, if thought fit, passing with or without modification or amendment the following ordinary resolution:

"**THAT** an interim dividend of Rmb7.0 cents per share in respect of the six months ended June 30, 2006 (the "Period"), representing approximately 44% of earnings per share during the Period, be and is hereby approved and declared."

By order of the board of directors
Zhejiang Expressway Co., Ltd.
Zhang Jingzhong
Company Secretary

Hangzhou, the PRC,
September 28, 2006

Notes:

1. Registration procedures for attending the EGM

- (1) Holders of H shares of the Company ("H Shares") and domestic shares of the Company ("Domestic Shares") intending to attend the EGM should return the reply slip for attending the EGM to the Company by post or by facsimile (address and facsimile numbers are shown in paragraph 6(2) below) such that the same shall be received by the Company on or before October 26, 2006.
- (2) A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the meeting.

2. Proxy

- (1) A shareholder eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote at the EGM on behalf of him/her/it. A proxy needs not be a shareholder of the Company.
- (2) A proxy should be appointed by a written instrument signed by the appointor or his/her/its attorney. If the appointor is a corporation, the same shall be affixed with its common seal or signed by its director(s) or duly authorized representative(s). If the form of proxy is signed by the attorney of the appointor, the power of attorney or other authorization document(s) of such attorney should be notarized.

- (3) To be valid, the power of attorney or other authorization document(s) (which have been notarized) together with the completed form of proxy must be delivered, in the case of holders of Domestic Shares, to the Company at the address shown in paragraph 6(2) below and, in the case of holders of H Shares, to Hong Kong Registrars Limited at 46th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong, at least 24 hours before the time designated for holding of the EGM.
- (4) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.

3. Book closing period

For the purpose of the EGM, the register of members holding H shares of the Company will be closed from October 17, 2006 to November 15, 2006 (both days inclusive).

4. Last day of transfer and record date

Holders of H Shares who intend to attend the EGM must deliver all transfer instruments and the relevant shares certificates to Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong, at or before 4:00p.m. on Monday, October 16, 2006.

For the purpose of the EGM, the record date is October 22, 2006.

5. Payable date

Upon relevant approval by shareholders at the EGM, the interim dividend is expected to be paid out on November 30, 2006.

6. Miscellaneous

- (1) The EGM will not last for more than one day. Shareholders who attend shall bear their own traveling and accommodation expenses.
- (2) The registered address of the Company is:

12/F, Block A, Dragon Century Plaza
1 Hangda Road
Hangzhou, Zhejiang 310007
People's Republic of China

Telephone No.: (+86)-571-8798 7700
Facsimile No.: (+86)-571-8795 0329



浙江滬杭甬高速公路股份有限公司
ZHEJIANG EXPRESSWAY CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0576)

Reply Slip for Extraordinary General Meeting

I(We) _____
of _____ ,
telephone number: _____ and fax number: _____ ,
being the holder(s) of _____ H Share(s)/Domestic Share(s)* of Zhejiang Expressway Co., Ltd. (the "Company"), hereby confirm that I(we) wish to attend or appoint a proxy to attend on my (our) behalf the extraordinary general meeting of the Company (the "EGM") to be held at 9:00 a.m. on Thursday, November 16, 2006 at 12/F, Block A, Dragon Century Plaza, 1 Hangda Road, Hangzhou, Zhejiang Province, the People's Republic of China (the "PRC").

Signature: _____

Date: _____ , 2006

Note: Eligible shareholders who wish to attend the EGM are advised to complete and return this reply slip to the Company at 12/F, Block A, Dragon Century Plaza, 1 Hangda Road, Hangzhou, Zhejiang Province, 310007, the PRC by post or by facsimile (fax no.: (+86)-571-8795 0329) such that the same shall be received by the Company on or before October 26, 2006. Failure to sign and return this slip, however, will not preclude an eligible shareholder from attending the EGM.

* Please delete as appropriate.