



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

## **NOTICE of 2007 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2007 annual general meeting (the "AGM") of Zhejiang Expressway Co., Ltd. (the "Company") will be held at 9:00 a.m. on Thursday, May 15, 2008 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 resolutions:

1. To consider and approve the report of the directors for the year 2007;
2. To consider and approve the report of the supervisory committee for the year 2007;
3. To consider and approve the audited financial statements for the year 2007;
4. To consider and approve a final dividend of Rmb24 cents per share in respect of the year ended December 31, 2007;
5. To consider and approve the final report for the year 2007 and the financial budget for the year 2008;
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants Hong Kong as the Hong Kong auditors of the Company, and authorize the board of directors of the Company to fix their remuneration; and
7. To consider and approve the re-appointment of Zhejiang Pan China Certified Public Accountants as the PRC auditors of the Company, and authorize the board of directors of the Company to fix their remuneration.

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

Hangzhou, the PRC,  
March 14, 2008

### **Notes:**

#### **1. Registration procedures for attending the AGM**

- (1) Holders of H shares of the Company ("H Shares") and domestic shares of the Company ("Domestic Shares") intending to attend the AGM should return the reply slip for attending the AGM 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 April 24, 2008.
- (2) A shareholder or his/her/its proxy should produce proof of identity when attending the AGM. 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 AGM is entitled to appoint, in written form, one or more proxies to attend and vote at the AGM 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 Rooms 1806-1807, 18/F, Hopewell Center, 183 Queen's Road East, Hong Kong, at least 24 hours before the time designated for holding of the AGM.
- (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 AGM, the register of members holding H shares of the Company will be closed from April 15, 2008 to May 14, 2008 (both days inclusive).

## 4. **Last day of transfer and record date**

Holders of H Shares who intend to attend the AGM and qualify for the final dividend must deliver all transfer instruments and the relevant shares certificates to Hong Kong Registrars Limited at Rooms 1712-1716, 17/F, Hopewell Center, 183 Queen's Road East, Hong Kong, at or before 4:30p.m. on Monday, April 14, 2008.

For the purpose of the AGM, the record date is April 20, 2008.

## 5. **Dividend Payable date**

Upon relevant approval by shareholders at the AGM, the final dividend is expected to be paid out on June 12, 2008.

## 6. **Miscellaneous**

- (1) The AGM 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

*As at the date of this announcement, the executive directors of the Company are: Messrs. Geng Xiaoping, Fang Yunti, Zhang Jingzhong and Jiang Wenyao; the non-executive directors are: Messrs. Zhang Luyun and Zhang Yang; and the independent non-executive directors are: Messrs. Tung Chee Chen, Zhang Junsheng and Zhang Liping.*