



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)

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 10:00a.m. on October 12, 2004 at 18th Floor, Zhejiang World Trade Center, 122 Shuguang Road, Zhejiang, Hangzhou 310007, the People's Republic of China (the "PRC"), for considering and approving the following ordinary resolution:

To pay an interim dividend of Rmb4.0 cents per share in respect of the six months ended June 30, 2004, representing approximately 34% of net profit of the Company available for distribution to shareholders during the period.

By Order of the Board
ZHANG Jingzhong
Company Secretary

Hangzhou, August 17, 2004

As at the date of this announcement, the executive directors of the Company are: Messrs. Geng Xiaoping, Fang Yunti, Zhang Jingzhong and Xuan Daoguang; 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.

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 number set out in paragraph 5 below) on or before September 21, 2004.
- (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 EGM, 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 EGM.

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 his/her/its behalf. A proxy needs not to 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) (if any, 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 5 below and, in the case of holders of H Shares, to Hong Kong Registrars Limited at Rooms 1901-1905, 19th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong, not less than 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. Closure of Register of Members

The register of members holding H shares of the Company will be closed from September 11, 2004 to October 11, 2004 (both days inclusive) during which no transfer of shares will be registered.

4. Eligibility for attending the Extraordinary General Meeting

Holders of H Shares who intend to attend the EGM must deliver all transfer instruments and the relevant shares certificates to the share registrar for H shares of the Company, Hong Kong Registrars Limited (which address is set out in paragraph 5 below), at or before 4:00p.m. on September 10, 2004.

5. 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 address of the share registrar for the H Shares, Hong Kong Registrars Limited, is:
Rooms 1712-1716
17th Floor, Hopewell Center
183 Queen's Road East
Hong Kong
- (3) The address of the Company is:
19th Floor, Zhejiang World Trade Center
122 Shuguang Road
Hangzhou, Zhejiang 310007
The PRC

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