



**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 9:00a.m. on Monday, October 31, 2005 at 18th Floor, Zhejiang World Trade Center, 122 Shuguang Road, Hangzhou, Zhejiang Province, 310007, the PRC, for the purpose of considering and if thought fit, to pass, with or without modification or amendment, the following ordinary resolutions:

1. **THAT** an interim dividend of Rmb 7.0 cents per share in respect of the six months ended June 30, 2005, representing approximately 43% of net profit of the Company during the period, be and is hereby approved and declared.
2. **THAT** Deloitte Touche Tohmatsu Certified Public Accountants Hong Kong be and is hereby appointed as the Hong Kong auditors of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.
3. **THAT** Zhejiang Pan China Certified Public Accountants be and is hereby re-appointed as the People's Republic of China auditors of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.

By Order of the Board  
**Zhang Jingzhong**  
*Company Secretary*

Hangzhou, the PRC  
September 15, 2005

*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 on or before October 10, 2005 by fax or by post.
- (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. A proxy need 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 5 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. **Closure of register of members**

The register of members holding H shares of the Company will be closed from October 1, 2005 to October 30, 2005 (both days inclusive).

## 4. **Eligibility of holders of H Shares for attending the EGM**

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 Friday, September 30, 2005.

## 5. **Miscellaneous**

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

19th Floor, Zhejiang World Trade Center  
122 Shuguang Road  
Hangzhou, Zhejiang Province, 310007  
The 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 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.*

Please also refer to the published version of this announcement in South China Morning Post.