



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

## **Announcement on Resolutions Passed at the AGM**

### **Results of AGM**

Zhejiang Expressway Co., Ltd. (the "Company") held its 2006 annual general meeting (the "AGM") at 9:00 a.m. on Monday, June 11, 2007 at 12th Floor, Block A, Dragon Century Plaza, 1 Hangda Road, Hangzhou, Zhejiang Province 310007, the People's Republic of China (the "PRC").

Three shareholders of the Company (the "Shareholders") attended the AGM by proxy, representing a total of 3,481,838,937 shares of the Company entitled to attend and to vote at the AGM, or 80.17% of total issued share capital of the Company. Chairman of the Company, Mr. Geng Xiaoping, chaired the AGM. Votings at the AGM took place by way of poll, with all the proposed resolutions duly passed, details of which are as follows:

1. Resolved to approve the report of the directors of the Company for the year 2006, with 3,454,839,937 shares voted in the affirmative (representing 99.22% of the total shares held by the Shareholders present at the AGM) and no share voted in the negative;
2. Resolved to approve the report of the supervisory committee of the Company for the year 2006, with 3,454,839,937 shares voted in the affirmative (representing 99.22% of the total shares held by the Shareholders present at the AGM) and no share voted in the negative;
3. Resolved to approve the audited financial statements of the Company for the year 2006, with 3,454,839,937 shares voted in the affirmative (representing 99.22% of the total shares held by the Shareholders present at the AGM) and no share voted in the negative;
4. Resolved to approve the payment of a final dividend of Rmb20 cents per share in respect of the year 2006, with 3,481,838,937 shares voted in the affirmative (representing 100% of the total shares held by the Shareholders present at the AGM); and
5. Resolved to approve the financial budget of the Company for the year 2007, with 3,481,234,937 shares voted in the affirmative (representing 99.98% of the total shares held by the Shareholders present at the AGM) and no share voted in the negative.

The total number of issued shares of the Company entitling the holders to attend and vote at the AGM in respect of the ordinary resolutions was 4,343,114,500. There was no share entitling any holder to attend and vote only against the resolutions at the AGM. Ms. Wendy Yang of Deloitte Touche Tohmatsu Certified Public Accountants was appointed and acted as scrutineer for the vote taking during the AGM. No person was required to abstain from voting at the AGM in relation to the above.

#### **Further information on the payment of final dividend for the year 2006**

The payment of a final dividend of Rmb20 cents per share for the year 2006 was approved by more than half of votes cast by the Shareholders at the AGM. Shareholders of the Company whose names appeared in the register of members of the Company on May 17, 2007 are entitled to the said final dividend.

Pursuant to the Company's articles of association, dividends of H Shares shall be paid in Hong Kong dollars according to the average closing price of Hong Kong dollars to Renminbi declared by the People's Bank of China in the five trading days immediately preceding the date of the declaration of dividends. The applicable exchange rate for the purpose of the payment of the final dividend is therefore HK\$1.00 to Rmb0.9781. The final dividend of HK\$20.448 cents per share is expected to be paid to shareholders of the H Shares of the Company on June 29, 2007.

By order of the Board  
**ZHANG Jingzhong**  
*Company Secretary*

Hangzhou, the PRC, June 11, 2007

*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.*

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