



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)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 1999 Annual General Meeting ("AGM") of Zhejiang Expressway Co., Ltd. (the "Company") will be held at 10:00 a.m. on Thursday, 25th May, 2000 at 18th Floor, Zhejiang World Trade Center, 15 Shuguang Road, Hangzhou 310007, the People's Republic of China (the "PRC") for the conduct of the following business:

- To consider and approve the report of the directors of the Company for the year 1999;
- To consider and approve the report of the supervisory committee of the Company for the year 1999;
- To consider and approve the audited financial statements of the Company for the year 1999;
- To consider and approve the proposed distribution of profits and the final dividend of the Company for the year 1999;
- To consider and approve the budget plan of the Company for the year 2000;
- To consider and approve the re-appointment of Ernst & Young (Hong Kong Certified Public Accountants) as the international auditors of the Company and Zhejiang Pan-China Certified Public Accountants (浙江天健會計師事務所), as the PRC auditors of the Company and to authorize the board of directors of the Company (the "Board") to fix their remunerations.
- To consider and, if thought fit, pass the following resolutions as special resolutions, and to authorize the Board to issue additional shares not exceeding 20 per cent. of the total nominal value of the existing issued shares of the Company.

THAT:

- Subject to the paragraphs (b) & (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph hereunder) of all the powers of the Company to allot, issue or otherwise deal with, either separately or concurrently, each of the existing issued domestic shares ("Domestic Shares") and overseas listed foreign shares ("H Shares") in the capital of the Company be and is hereby approved;
 - Subject to the approval as required under paragraph (a) above, the Board shall be authorised to allot or issue Domestic Share and/or H Shares, either separately or concurrently, not more than 20 per cent. of each of the existing issued Domestic Share and H Shares in the capital of the Company as at the date of passing this resolution;
 - Approval as required in paragraph (a) above is subject to granting of approval from China Securities Regulatory Commission of the PRC;
 - For the purpose of this resolution, "Relevant Period" means the period from the date upon which this resolution is passed until whichever is the earliest of:—
 - from the passing of this special resolution, until conclusion of the Company's next AGM;
 - the expiry of the twelve month period from the date of passing this resolution; or
 - the date of revocation or variation of the authority given under this resolution by a special resolution of the Company's general meeting.
 - The Board shall be authorised to make appropriate amendments to articles 18, 19 and 22 of the Articles of Association to increase the Company's share capital, and to reflect the new capital structure of the Company after the allotment or issuance as provided in paragraph (a) above.
8. To consider and, if thought fit, pass the following resolutions as special resolutions and to authorize the Board to repurchase H Shares not exceeding 10 per cent. of the total nominal value of the existing issued H Shares;

THAT:

- Subject to paragraphs (b) and (c) hereunder, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company, upon approval from the China Securities Regulatory Commission and State Administration for Foreign Exchange and State Economic and Trade Commission of the PRC to repurchase the H Shares in the capital of The Company on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), be and is hereby approved, provided that the repurchase is in compliance with all applicable laws and regulations, rules and provisions and/or stipulations of the PRC government or Securities Supervisory departments or Hong Kong Stock Exchange or any other government or supervisory organizations;
- The total nominal value of the H Shares to be repurchased by the Company during the Relevant Period, upon approval as required under paragraph (a) above shall not exceed 10 per cent. of the total nominal value of the existing issued H Shares on the day this special resolution is passed;
- Approval as required under paragraph (a) above is subject to the following conditions:
 - Passing of the special resolutions by the extraordinary general meetings for both Domestic Shares and H Shares to be held on 25th May, 2000 (or the subsequent day as may be applicable) (other than this sub-paragraph c, contents of such resolutions are similar to those in this Notice);
 - Granting of approval from the China Securities Regulatory Commission, State Administration for Foreign Exchange and State Foreign Economic and Trade Commission of the PRC; and
 - No claim from the creditors of the Company for repayment of any understanding debts or provision of guarantee to such debts according to the procedure of notice in article 26 of the Company's Articles of Association (or should any creditor make such claim, the Company at its absolute discretion repaying relevant debts or providing relevant guarantee);
- For the purpose of this resolution, "Relevant Period" means the period from the date upon which this resolution is passed until whichever is the earliest of:—
 - from the passing of this special resolution, until conclusion of the Company's next AGM;
 - the expiry of the twelve months period from the date of passing this resolution; or
 - the date of revocation or variation of the authority given under this resolution by a special resolution in the Company's general meeting.
- The Board shall be authorised to make appropriate amendments to articles 18, 19 and 22 of the Articles of Association to reduce the Company's share capital and to reflect the new capital structure of the Company after the completion of the repurchase as provided in paragraph (a) above.

9. To consider and, if thought fit, pass the following resolutions as special resolutions:

THAT:

- subject to obtaining approval from the Ministry of Foreign Trade and Economic Cooperation, the status of the Company be changed to that of a foreign investment joint stock limited company be and hereby approved;
- the Board shall be authorised to make applications to the relevant government supervisory organization and to complete any other related formalities to change the status of the Company as provided in (a) above.

By Order of the Board
Zhang Jingzhong
Company Secretary

Hangzhou, Zhejiang Province, the PRC
7th April, 2000

Notes:

1. Eligibility for attending the Annual General Meeting

Holders of H Shares who intend to attend the Annual General Meeting must give all transfer instruments and the relevant share certificates to the share registrar for the H Shares of the Company, HKSCC Registrars Limited (which address is set out in paragraph 5 below), at or before 4:00 p.m. on 20th April, 2000.

2. Registration procedures for attending the Annual General Meeting

- Holders of H Shares and Domestic Shares intending to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to the Company by post or by facsimile (address and facsimile numbers are shown in paragraph 5 below) such that the same shall be received by the Company on or before 5th May, 2000.
- A shareholder of the Company ("Shareholder") or his/her/its proxy should produce proof of identity when attending the meeting. 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 at the meeting.

3. Proxy

- A Shareholder eligible to attend and vote at the Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder.
- 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 notarised.
- To be valid, the power of attorney or any other authorization document(s) (which have been notarised) together with the completed form of proxy must be delivered, in the case of holders of domestic invested shares, to the Company at the address shown in paragraph 5 below and, in the case of holders of H Shares, to HKSCC Registrars Limited at the address shown in paragraph 5 below, not less than 24 hours before the time designated for the holding of the Annual General Meeting.
- 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.

4. Closure of Register of Members

The register of members of H Shares of the Company will be closed from 25th April, 2000 to 24th May, 2000 (both days inclusive).

5. Miscellaneous

- The Annual General Meeting will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- The address of the share registrar for the H Shares of the Company, HKSCC Registrars Limited, is at:
2/F, Viewood Plaza
199 Des Voeux Road Central
Hong Kong
- The legal address of the Company is at:
19th Floor, Zhejiang World Trade Center
15 Shuguang Road
Hangzhou 310007
People's Republic of China
Telephone No.: (+86)-571-7985588
Facsimile No.: (+86)-571-7950329