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(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 3:00 p.m. on Thursday, October 13, 2011 at 12/F, Block A, Dragon Century Plaza, 1 Hangda Road, Hangzhou, Zhejiang Province, 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 resolution:

“**THAT** an interim dividend of Rmb6 cents per share in respect of the six months ended June 30, 2011 be and is hereby approved and declared.”

By order of the board of directors
Zhejiang Expressway Co., Ltd.
Tony Zheng
Company Secretary

Hangzhou, the PRC,
August 29, 2011

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 numbers are shown in paragraph 6(2) below) such that the same shall be received by the Company on or before September 22, 2011.
- (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 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 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for holding of the EGM.
- (4) Any vote of shareholders of the Company present in person or by proxy at the EGM must be taken by poll.

3. Book closing period

For the purpose of the EGM and to determine the shareholders who qualify for the proposed interim dividend, the register of members holding H shares of the Company will be closed from September 13, 2011 to October 12, 2011 (both days inclusive).

4. Last day of transfer and record date

Holders of H Shares who intend to attend the EGM and qualify for the interim 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, Wanchai, Hong Kong, at or before 4:30p.m. on Monday, September 12, 2011.

For the purpose of the EGM and qualify for the proposed interim dividend, the record date is September 18, 2011.

5. Dividend payable date

Upon relevant approval by shareholders at the EGM, the interim dividend is expected to be paid out on November 3, 2011.

6. 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 registered address of the Company is:

12/F, Block A, Dragon Century Plaza
1 Hangda Road
Hangzhou, Zhejiang Province
People's Republic of China
Postal Code: 310007

Telephone No.: (+86)-571-8798 7700
Facsimile No.: (+86)-571-8795 0329

As at the date of this notice, the executive directors of the Company are: Messrs. Chen Jisong, Zhan Xiaozhang, Jiang Wenyao, Zhang Jingzhong and Ding Huikang; the non-executive director is: Mrs. Zhang Luyun; and the independent non-executive directors are: Messrs. Tung Chee Chen, Zhang Junsheng and Zhang Liping.