

Hong Kong Stock Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 the extraordinary general meeting (the “EGM”) of Zhejiang Expressway Co., Ltd. (the “Company”) will be held at 10 a.m. on Monday, 18 December 2017 at 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, 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 resolutions:

AS ORDINARY RESOLUTION

To consider and approve interim dividend of RMB6 cents per share in respect of the six months ended 30 June 2017.

AS SPECIAL RESOLUTION

To consider and approve the amendments to the articles of association of the Company and relevant authorization.

By Order of the Board
Zhejiang Expressway Co., Ltd.
Tony Zheng
Company Secretary

Hangzhou, PRC
3 November 2017

Notes:

1. Registration procedures for attending the EGM

- (a) 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(b) below) such that the same shall be received by the Company on or before 27 November 2017.
- (b) 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

- (a) 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 need not be a shareholder of the Company.
- (b) A proxy shall be appointed by a written instrument signed by the appointor or an attorney authorized by him/her/it for such purpose. If the appointor is a corporation, the same shall be affixed with the seal of such corporation, or signed by its director(s) or duly authorized representative(s). If the instrument appointing a proxy is signed by a person authorized by the appointor, the power of attorney or other authorization document(s) shall be notarized.
- (c) 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(b) 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 (i.e. by no later than 10 a.m. on 17 December 2017).
- (d) Any vote of the 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 and compensation payment, the register of members holding H Shares will be closed from 18 November 2017 to 17 December 2017 (both days inclusive) and from 22 December 2017 to 27 December 2017 (both days inclusive), respectively.

4. Last Day of Transfer and Record Date

Holders of H Shares who intend to attend the EGM and qualify for the proposed interim dividend and compensation payment 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, Hong Kong, at or before 4:30 p.m. on 17 November 2017 and 21 December 2017, respectively.

For the purpose of the EGM and qualify for the proposed interim dividend and compensation payment, the record date will be 23 November 2017 and 27 December 2017, respectively.

5. Dividend payment date and compensation payment date

Upon relevant approval by the shareholders of the Company at the EGM, the interim dividend and compensation payment are expected to be paid out on or about 19 January 2018 instead of by no later than 31 December 2017.

6. Miscellaneous

(a) The EGM will not last for more than one day. Shareholders of the Company who attend shall bear their own traveling and accommodation expenses.

(b) The principal place of business of the Company in the PRC is:

5/F, No. 2 Mingzhu International Business Center

199 Wuxing Road

Hangzhou City, Zhejiang Province

People's Republic of China

310020

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: Mr. ZHAN Xiaozhang, Mr. CHENG Tao and Ms. LUO Jianhu; the non-executive directors of the Company are: Mr. WANG Dongjie, Mr. DAI Benmeng, and Mr. ZHOU Jianping; and the independent non-executive directors of the Company are: Mr. ZHOU Jun, Mr. PEI Ker-Wei and Ms. LEE Wai Tsang, Rosa.