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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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting (the “**H Shares Class Meeting**”) for holders of the H shares (“**H Shares**”) of Zhejiang Expressway Co., Ltd. (the “**Company**”) will be held on Monday, July 24, 2023 at 12:00 noon (or immediately after the conclusion or adjournment of the extraordinary general meeting) 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. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated June 26, 2023 (the “**Circular**”), which contains details of the following resolutions:

AS SPECIAL RESOLUTIONS

1. to consider and approve the resolution in relation to the Rights Issue of Zhejiang Expressway Co., Ltd.
 - 1.1 class and nominal value of Rights Shares
 - 1.2 method of issuance
 - 1.3 basis, subscription ratio and number of the Rights Shares to be issued
 - 1.4 underwriting method
 - 1.5 Rights Issue price
 - 1.6 target subscribers for the Rights Issue

- 1.7 arrangement for accumulated undistributed profits of the Company prior to the Rights Issue
- 1.8 time of issuance
- 1.9 use of proceeds
- 1.10 validity period of the resolutions
- 1.11 listing and lock-up arrangement of the shares to be issued under the Rights Issue
- 1.12 authorization to the Board and its authorized person to deal with matters related to Rights Issue
- 1.13 the change in registered capital and the corresponding amendments to the relevant clauses in the Articles of Association upon the completion of the Rights Issue

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

Hangzhou, PRC
June 26, 2023

Notes:

1. Registration procedures for attending the H Shares Class Meeting

- (a) Holders of H Shares intending to attend the H Shares Class Meeting should return the reply slip for attending the H Shares Class Meeting to the Company by post or by facsimile (address and facsimile numbers are shown in paragraph 5(b) below) such that the same shall be received by the Company on or before July 21, 2023.
- (b) A shareholder or his/her/its proxy should produce proof of identity when attending the H Shares Class 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 to attend the meeting.

2. Proxy

- (a) A shareholder eligible to attend and vote at the H Shares Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote at the H Shares Class Meeting 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 authorisation document(s) shall be notarized.
- (c) To be valid, the power of attorney or other authorisation document(s) (which have been notarized) together with the completed form of proxy must be delivered, 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 H Shares Class Meeting (or any adjournment thereof).
- (d) Any vote of the shareholders of the Company present in person or by proxy at the H Shares Class Meeting must be taken by poll.

3. Book closing period

For the purpose of the H Shares Class Meeting, the register of members holding H Shares of the Company will be closed from July 19, 2023 to July 24, 2023 (both days inclusive).

4. Last day of transfer and record date

Holders of H Shares who intend to attend the H Shares Class Meeting must deliver all transfer instruments and the relevant share 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 4:30 p.m. on July 18, 2023. For the purpose of the H Shares Class Meeting, the record date will be July 24, 2023.

5. Miscellaneous

- (a) The H Shares Class Meeting will not last for more than one day. Shareholders 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 Chairman of the Company is Mr. YU Zhihong; the executive directors of the Company are: Mr. CHEN Ninghui and Mr. YUAN Yingjie; the other non-executive directors of the Company are: Mr. YANG Xudong, Mr. FAN Ye and Mr. HUANG Jianzhang; and the independent non-executive directors of the Company are: Mr. PEI Ker-Wei, Ms. LEE Wai Tsang, Rosa and Mr. CHEN Bin.