



Rule 12g3-2(b) File Number ~~82-5237~~

03 JUN 2003 17:21

**浙江滬杭甬高速公路股份有限公司**  
**ZHEJIANG EXPRESSWAY CO., LTD.**

82-34629

April 30<sup>th</sup>, 2003



Securities and Exchange Commission  
Office of International Corporate Finance  
Mail Stop 3-2  
450 Fifth Street, N.W.  
Washington D.C., 20549

SUPPL

**Re: Rule 12g3-2(b) Exemption – File Number ~~82-5237~~**

Dear Sir or Madam:

We are exempt from Section 12(g) of the Securities Exchange Act of 1934 pursuant to Rule 12g3-2(b) thereunder. Our file number is 82-5237.

According to Rule 12g3-2(b), we are required to furnish to you information made public, filed with the Hong Kong Stock Exchange, the London Stock Exchange and the Berlin Stock Exchange or sent to security holders promptly after such information becomes available. Accordingly, we enclose herewith a copy of a press release and a letter faxed to the stock exchanges on April 30<sup>th</sup>, 2003 regarding the results of annual general meeting of the shareholders.

Thank you for your attention.

Sincerely yours,

PROCESSED

JUN 30 2003

THOMSON  
FINANCIAL

Jingzhong Zhang  
Company Secretary  
Zhejiang Expressway Co., Ltd.

82-34629

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浙江滬杭甬高速公路股份有限公司  
**ZHEJIANG EXPRESSWAY CO., LTD.**

To: Business Editors

[FOR IMMEDIATE RELEASE]

### **Resolutions Approved at the Annual General Meeting**

(Hong Kong, April 30<sup>th</sup>, 2003) – Zhejiang Expressway Co., Ltd. (“Zhejiang Expressway” or the “Company”) (HKEx code: 576; LSE code: ZHEH; ADR: ZHEXY) announced that an annual general meeting (“AGM”) was held today, and approved, among other things, the resolutions for the distribution of the final dividend for the year 2002, the widening project of the Shanghai-Hangzhou-Ningbo Expressway, and a general mandate to the board of directors to allot or issue not more than 20 percent of each of the existing issued domestic shares and overseas listed foreign shares (“H Shares”) in the capital of the Company.

With regard to the distribution of the final dividend of the Company for the year ended December 31<sup>st</sup>, 2002 in the amount of RMB0.09 per share, the register of members of the Company (“Register of Members”) was closed from March 29<sup>th</sup>, 2003 to April 30<sup>th</sup>, 2003 (both days inclusive). Holders of H shares of the Company (“H Shares”) whose name appeared in the Register of Members on April 3<sup>rd</sup>, 2003 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 Remminbi declared by the People’s Bank of China in the five trading days immediately preceding the date of the declaration of dividends. The exchange rate for the purpose of the payment of the final dividend is therefore HK\$1.00 to RMB 1.06096.

The final dividend of RMB0.09 or HK\$0.08483 per share is expected to be payable to holders of the H Shares of the Company on or before May 28<sup>th</sup>, 2003.

Established in 1997, Zhejiang Expressway Co., Ltd. is regarded by the Zhejiang Provincial Government as its main enterprise for investing in, constructing and operating expressways and Class 1 roads in Zhejiang Province. The Company has concession rights to operate the Shanghai-Hangzhou-Ningbo Expressway and the Shangsang Expressway for a period of 30 years.

~ End ~

For further information, please contact:

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Rule 12g3-2(b) File Number: 82-5237

**浙江沪杭甬高速公路股份有限公司**  
**ZHEJIANG EXPRESSWAY CO., LTD.**

April 30<sup>th</sup>, 2003

To: Hong Kong Stock Exchange  
Information Service Department

By fax only: (852) 2877 6987

To: London Stock Exchange  
Regulatory News Service

By fax only: (44) 20 7588 6057

To: Berlin Stock Market

By fax only: (49 30) 59 00 84-20

**Dividend Declaration**

Zhejiang Expressway Co., Ltd. (the "Company") held an annual general meeting today (April 30<sup>th</sup>, 2003), and approved, among other things, the resolution for the distribution of the final dividend of the Company for the year ended December 31<sup>st</sup>, 2002 in the amount of RMB0.09 per share.

The register of members of the Company ("Register of Members") was closed from March 29<sup>th</sup>, 2003 to April 30<sup>th</sup>, 2003 (both days inclusive). Holders of overseas listed foreign shares of the Company ("H Shares") whose name appeared in the Register of Members on April 3<sup>rd</sup>, 2003 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 exchange rate for the purpose of the payment of the final dividend is therefore HK\$1.00 to RMB1.06096.

The final dividend of RMB0.09 or HK\$0.08483 per share is expected to be payable to holders of the H Shares of the Company on or before May 28<sup>th</sup>, 2003.

For and on behalf of  
Zhejiang Expressway Co., Ltd.

**Jingzhong Zhang**  
Company Secretary

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Ms. Gigi Lau – Herbert Smith, +852-2845 9099