



**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)

**PROXY FORM FOR H SHARES CLASS MEETING**

Number of Shares related to this proxy form <sup>(note 1)</sup>	H Shares
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I (We) <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of <sup>(note 1)</sup> \_\_\_\_\_ H Share(s) of Zhejiang Expressway Co., Ltd. (the “**Company**”), now appoint <sup>(note 3)</sup> \_\_\_\_\_ (I.D. No.: \_\_\_\_\_ of \_\_\_\_\_) /  
the Chairman of the meeting as my (our) proxy, to attend and vote on my (our) behalf in respect of the resolution in accordance with the instruction(s) below at the class meeting of H Shares of the Company (the “**H Shares Class Meeting**”) to be held at 12:00 noon (or immediately after the conclusion or adjournment of the extraordinary general meeting) on Monday, July 24, 2023, 2023 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 the resolution as set out in the notice convening the H Shares Class Meeting. In the absence of any indication, the proxy may vote for or against the resolution at his own discretion <sup>(note 4)</sup>.

<b>Special Resolutions</b>		<b>For</b> <sup>(note 4)</sup>	<b>Against</b> <sup>(note 4)</sup>
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		

Date: \_\_\_\_\_, 2023

Signature <sup>(note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**
- Please insert the name and address of your proxy. If this is left blank, the chairman of the H Shares Class Meeting will act as your proxy. Proxies may not be member(s) of the Company and may be appointed to attend and vote in the H Shares Class Meeting provided that such proxies must attend the H Shares Class Meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- Please insert the number of share(s) you wish to vote for or against the resolution in the appropriate boxes. In the absence of any such indication, the proxy may vote or abstain from voting at his discretion.
- This form of proxy must be signed under hand by you or your attorney duly authorized in that behalf. If the appointor is a corporation, this form must be affixed with its common seal or signed by its director(s) or duly authorized representative(s).
- This form of proxy together with the power of attorney or any other authorization document(s) which have been notarized, must be delivered 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 the holding of the H Shares Class Meeting.