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 EXTRAORDINARY GENERAL MEETING

Number of Shares related to this proxy form *(note 1)*	H Shares/Domestic Shares*

I (We) *(note 2)* _____

of _____

being the holder(s) of *(note 1)* _____ H Share(s)/Domestic Share(s)* of Zhejiang Expressway Co., Ltd. (the "**Company**"), now appoint *(note 3)* _____ (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 extraordinary general meeting of the Company (the "**EGM**") to be held at 10 a.m. on Thursday, December 28, 2023 (or any adjournment thereof) 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 EGM. In the absence of any indication, the proxy may vote for or against the resolution at his own discretion *(note 4)*.

Special Resolution	**For** *(note 4)*	**Against** *(note 4)*
to consider and approve the grant of a specific mandate to the board of directors to issue, allot and deal with a maximum of 27,333,464 H shares of the Company (the "**H Shares**") for issuance of additional conversion shares exceeding the 2020 General Mandate (as defined in the circular of the Company dated December 7, 2023) and the Previous Specific Mandate (as defined in the circular of the Company dated December 7, 2023) upon adjustment of the conversion price of the Euro230 million zero coupon convertible bonds due 2026 into H Shares at the adjusted conversion price of HK$6.69.		

Date: _____, 2023 Signature *(note 5)*: _____

Notes:

1. 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).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. Proxies may not be member(s) of the Company and may be appointed to attend and vote in the EGM provided that such proxies must attend the EGM in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. 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.
5. 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).
6. This form of proxy together with the power of attorney or any other authorization document(s) which have been notarized, must be delivered, in the case of a holder of domestic share(s), to the Company at Room 501, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Shangcheng District, Hangzhou City, Zhejiang Province 310020, the People's Republic of China, and in the case of a holder of H share(s), 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 EGM.

* *Please delete as appropriate.*