



**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 <sup>(note 1)</sup>	H Shares/Domestic Shares*
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I (We) <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of <sup>(note 1)</sup> \_\_\_\_\_ H Share(s)/Domestic 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 resolutions in accordance with the instruction(s) below at the extraordinary general meeting of the Company (the "EGM") to be held at 10:00 a.m. on Friday, March 20, 2026 (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 resolutions as set out in the notice convening the EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion <sup>(note 4)</sup>. Unless otherwise defined, terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated February 5, 2026, which contains details of the following resolutions.

Special Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To consider and approve the resolution in relation to the Plan for Absorption and Merger of Oceanking Development through Share Swap by Zhejiang Expressway, including:		
	1.01 Parties to the Transaction		
	1.02 Class and par value of shares to be issued for the Share Swap		
	1.03 Share Swap targets and the Record Date for Merger Implementation		
	1.04 Issue Price and Conversion Price		
	1.05 Conversion Ratio		
	1.06 Number of shares to be issued for Share Swap		
	1.07 Listing and trading of A Shares of Zhejiang Expressway		
	1.08 Treatment of fractional shares		
	1.09 Treatment of shares of Oceanking Development with restricted rights		
	1.10 Arrangement for lock-up period of shares		
	1.11 Protection mechanism for the Dissenting Shareholders of Zhejiang Expressway		
	1.12 Protection mechanism for the Dissenting Shareholders of Oceanking Development		
	1.13 Disposal of claims and debts involved in the Transaction		
	1.14 Arrangements for the Transition Period of the Absorption and Merger transaction		
	1.15 Arrangements for the transfer or closing of relevant assets involved in the Transaction		
	1.16 Arrangement for employees		
	1.17 Arrangement for retained undistributed profits in the Absorption and Merger transaction		
	1.18 Validity period of the resolution		
2.	To consider and approve the resolution in relation to entering into of the conditional Agreement on Absorption and Merger through Share Swap between Zhejiang Expressway Co., Ltd. and Zhejiang Oceanking Development Co., Ltd. and its Supplemental Agreements		

<b>Special Resolutions</b>		<b>For</b> <i>(note 4)</i>	<b>Against</b> <i>(note 4)</i>
3.	To consider and approve the resolution in relation to Price Stabilization Plan for A Shares of Zhejiang Expressway Co., Ltd.		
4.	To consider and approve the resolution in relation to Shareholder Dividend Return Plan for the Three Years Following the Transaction		
5.	To consider and approve the resolution in relation to the dilution of immediate returns from the Transaction and the proposed remedial measures		
6.	To consider and approve the resolution in relation to abolishment of the Supervisory Committee and amendments to the Articles of Association		
7.	To consider and approve the resolution in relation to the formulation of the Articles of Association (Draft) and its appendices to be applied upon listing of A Shares of the Company		
8.	To consider and approve the resolution in relation to proposed grant of specific mandate to the Board of Directors at the General Meeting and Class Meetings to issue new A Shares		
9.	To consider and approve the resolution in relation to proposed authorization to the Board of Directors and its authorized persons at the General Meeting to handle all matters related to the Transaction in their absolute discretion		
<b>Ordinary Resolutions</b>		<b>For</b> <i>(note 4)</i>	<b>Against</b> <i>(note 4)</i>
10.	To consider and approve the resolution in relation to confirmation on compliance of the Transaction with the relevant requirements of the Administrative Measures for the Registration of Initial Public Offering		
11.	To consider and approve the resolution in relation to the Report on Absorption and Merger of Zhejiang Oceanking Development Co., Ltd. through Share Swap by Zhejiang Expressway Co., Ltd. and the Related-party Transaction (Draft) and its summary		
12.	To consider and approve the resolution in relation to approval of the audit reports related to the Transaction		
13.	To consider and approve the resolution in relation to confirmation of the valuation reports related to the Transaction		
14.	To consider and approve the resolution in relation to the independence of the valuers, the reasonableness of valuation assumptions, the relevance of valuation approach to the valuation purpose, and the fairness of the valuation-based pricing		
15.	To consider and approve the resolution in relation to the Internal Control Self-Assessment Report of the Company		
16.	To consider and approve the resolution in relation to the relevant undertakings and binding measures to be issued by Zhejiang Expressway for the Transaction		
17.	To consider and approve the resolution in relation to the confirmation of related-party transactions for the reporting period		

Date: \_\_\_\_\_, 2026

Signature *(note 5)*: \_\_\_\_\_

**Notes:**

- Please insert the number of share(s) registered in your name(s) relating to this proxy form. 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 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.
- 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 proxy form 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 proxy form 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, the PRC 310020, and in the case of a holder of H share(s), to Computershare Hong Kong Investor Services 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