



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 ^(note 1)	H Shares
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I (We) ^(note 2) _____
of _____
being the holder(s) of ^(note 1) _____ H 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 resolutions 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 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 H Shares Class Meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion ^(note 4). 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 ^(note 4)	Against ^(note 4)
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		

Special Resolutions		For ^(note 4)	Against ^(note 4)
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		
3.	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		
4.	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		
5.	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 matters related to the Transaction in their absolute discretion		

Date: _____, 2026

Signature ^(note 5): _____

Notes:

1. 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).
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 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.
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 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).
6. This proxy form together with the power of attorney or any other authorization document(s) which have been notarized, must be delivered 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 H Shares Class Meeting.