



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 <small>(Note 1)</small>	H Shares/Domestic Shares*
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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 10:00 a.m. on December 23, 2020 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).

Ordinary Resolutions		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
1.	<p>(a) the agreement dated November 10, 2020 (the "HangNing Equity Purchase Agreement") entered into between the Company and Zhejiang Communications Investment Group Co., Ltd. (the "Communications Group") in relation to the acquisition of 30% interest in Zhejiang HangNing Expressway Co., Ltd. (a copy of which is produced to the EGM marked "A" and initialled by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof, including the potential consideration adjustment provided thereof, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed; and</p> <p>(b) the authorization to any one of the directors of the Company (the "Directors"), or any other person authorized by the board of the Directors (the "Board") from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the HangNing Equity Purchase Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of and entering into supplemental agreement to the HangNing Equity Purchase Agreement or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.</p>		
2.	<p>(a) the agreement dated November 10, 2020 (the "LongLiLiLong Equity Purchase Agreement") entered into between the Company and Communications Group in relation to the acquisition of the entire interest in Zhejiang LongLiLiLong Expressway Co., Ltd. (a copy of which is produced to the EGM marked "B" and initialled by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof, including the potential consideration adjustment provided thereof, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed; and</p> <p>(b) the authorization to any one of the Directors, or any other person authorized by the Board from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the LongLiLiLong Equity Purchase Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions and entering into supplemental agreement to the LongLiLiLong Equity Purchase Agreement or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.</p>		

Date: _____

Signature (Note 5): _____

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 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 form of proxy must be signed under hand by you or your attorney duly authorised 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 authorised representative(s).
- This form of proxy together with the power of attorney or any other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of domestic share(s), to the Company at 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, 310020, the PRC, 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 (i.e. by no later than 10:00 a.m. on December 22, 2020).

* Please delete as appropriate.