



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*
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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 resolutions 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 January 20, 2021 at 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, the People's Republic of China 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 ^(note 4).

Special Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	<p>To consider and approve the following resolutions as special resolutions:</p> <p>(i) the issue of the unsecured senior notes by the Company of not more than US\$600,000,000 or its equivalent (the "Senior Notes"), on the conditions set forth below and is hereby approved:</p> <p>Issue size: no more than US\$600,000,000 or its equivalent</p> <p>Term: more than one year but no more than ten years from the date of issue</p> <p>Manner of issue: one-time registration with the relevant authorities. The Senior Notes will be issued in one tranche or tranches</p> <p>Interest rate: fixed interest to be determined with reference to the prevailing market rate as at the issue of the Senior Notes</p> <p>Use of Proceeds: debt refinancing, investment in new projects and future strategic development</p> <p>(ii) the general manager of the Company be and hereby authorized from the date when the special resolutions relating to the issue of the Senior Notes (the "Senior Notes Issue") are approved by the Shareholders, to determine in her absolute discretion and deal with matters in relation to the Senior Notes Issue, including but not limited to the following:</p> <p>(a) to determine, to the extent permitted by laws and regulations and according to the Company's specific circumstances and the prevailing market conditions, the specific terms and arrangements of the Senior Notes Issue and make any changes and adjustments to such types and terms of the Senior Notes Issue, including but not limited to, the types of issue, time of issue, manner of issue, size of issue, issue price, term of maturity, interest rates, tranches and any other matters in relation to the Senior Notes Issue;</p> <p>(b) to appoint the relevant intermediaries in connection with the Senior Notes Issue and to deal with filing and submission matters;</p> <p>(c) to enter into agreements, contracts and other legal documents relating to the Senior Notes Issue, and to disclose relevant information in accordance with the applicable laws and regulations; and</p> <p>(d) to deal with any other matters in relation to the Senior Notes Issue.</p>		

Date: _____, 2021

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 form of proxy 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 authorization 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, the People's Republic of China and in the case of a holder of H share(s), to Hong Kong Registrars Limited at 17M/F, 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.