



# 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*
---	---------------------------

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 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 Tuesday, October 11, 2022 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 <sup>(note 4)</sup>.

Ordinary resolution		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	<p><b>THAT:</b></p> <p>(a) the agreement (the "<b>Capital Increase Agreement</b>") to be entered into between the Company, Communications Group, Shangsang Co and the Existing Shareholders (as defined in the circular of the Company dated September 21, 2022) (a copy of which is produced to the EGM marked "A" and initialed by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder, in particular, the proposed capital increase by Communications Group, and the implementation thereof be and are hereby approved and confirmed; and</p> <p>(b) the authorisation to any one of the directors of the Company, or any other person authorised by the board of directors of the Company 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 Capital Increase 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 the Capital Increase Agreement or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.</p>		

Date: \_\_\_\_\_, 2022

Signature <sup>(note 5)</sup>: \_\_\_\_\_

**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 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 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 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, the PRC 310020, 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.