



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 2019 ANNUAL 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 resolution in accordance with the instruction(s) below at the annual general meeting of the Company (the "AGM") to be held at 10 a.m. on Friday, May 15, 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 AGM. In the absence of any indication, the proxy may vote for or against the resolution at his own discretion ^(note 4).

	Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
1.	to consider and approve the report of the directors of the Company for the year 2019;		
2.	to consider and approve the report of the supervisory committee of the Company for the year 2019;		
3.	to consider and approve the audited financial statements of the Company for the year 2019;		
4.	to consider and approve dividend of RMB35.5 cents per share in respect of the year ended December 31, 2019;		
5.	to consider and approve the final accounts of the Company for the year 2019 and the financial budget of the Company for the year 2020;		
6.	to consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants Hong Kong as the Hong Kong auditors of the Company, and to authorize the board of directors of the Company (the "Board") to fix their remuneration;		
7.	to consider and approve the re-appointment of Pan China Certified Public Accountants as the PRC auditors of the Company, and to authorize the Board to fix their remuneration;		
8.	to elect Mr. Chen Ninghui as an executive director of the Company;		
9.	to elect Mr. Fan Ye as a non-executive director of the Company;		
10.	to authorise the Board to approve the service contracts of the proposed directors of the Company and all other relevant documents and to authorise any one executive director of the Company to sign such contracts and other relevant documents for and on behalf of the Company and to take all necessary actions in connection therewith.		
	Special Resolution		
11.	To consider and approve the grant of a general mandate to the Board to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue; authorize the Board to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares; and authorize the Board to grant the general mandate to the Chairman and General Manager to individually or jointly issue H Shares at their absolute discretion.		
12.	to consider and approve the amendments to the articles of association of the Company and relevant authorisation.		

Date: _____, 2020

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 AGM will act as your proxy. Proxies may not be member(s) of the Company and may be appointed to attend and vote in the AGM provided that such proxies must attend the AGM 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 AGM.

* Please delete as appropriate.