



# 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*
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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 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 Monday, March 4, 2019 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 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 Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	<p>(i) To approve and confirm the agreement dated December 13, 2018 (the "Equity Purchase Agreement") entered into between the Company and Zhejiang Communications Investment Group Co., Ltd. (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 and the implementation thereof;</p> <p>(ii) To approve, ratify and confirm the authorization to any one of the directors of the company (the "Director(s)"), 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 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 the Equity Purchase Agreement or the transactions contemplated thereunder;</p>		
Special Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
2.	<p>To consider and approve the following resolutions:</p> <p>(i) upon approval by the National Association of Financial Market Institutional Investors, the issue of the mid-term notes by the Company of not more than RMB3,000,000,000 (the "Mid-term Notes"), on the conditions set forth below be and is hereby approved:</p> <p>Issue size: Not more than RMB3,000,000,000</p> <p>Term: According to the prevailing market circumstances as normally not more than five years from the date of issue</p> <p>Manner of issue: One-time registration with the relevant authorities. The Mid-term Notes will be issued in one tranche or tranches</p> <p>Interest rate: Prevailing market rate of mid-term notes of similar maturity</p> <p>Use of Proceeds: Equity acquisition, project investment and repayment of borrowings of the Group and replenish working capital of the Group</p> <p>(ii) the general manager of the Company be and hereby authorised from the date when this special resolution is approved by the Shareholders, to determine in her absolute discretion and deal with matters in relation to the Mid-term 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 Mid-term Note Issue and make any changes and adjustments to such types and terms of the Mid-term 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 Mid-term Notes Issue;</p> <p>(b) to appoint the relevant intermediaries in connection with the Mid-term 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 Mid-term Notes Issue, and to disclose relevant information in accordance with the applicable laws and regulations; and</p> <p>(d) to deal with any other the matters in relation to the Mid-term Notes Issue.</p>		

Date: \_\_\_\_\_, 2019

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 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 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, the People's Republic of China and in the case of a holder of H share(s), to Hong Kong Registrars Limited at Room 1712-1716, 17/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.