



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 Monday, December 23, 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 ^(note 4).

	Special Resolution	For ^(Note 4)	Against ^(Note 4)
1.	<p>To consider and approve the proposed issue of H share convertible bonds (the "H Share Convertible Bonds") by the Company with an aggregate principal amount up to EUR400 million (or its equivalent) and the granting of authority to the board of directors of the Company (the "Board") to deal with all matters relating to the proposed issue and listing of the H Share Convertible Bonds in the absolute discretion of the Board in accordance with the applicable laws and regulations and the articles of association of the Company (the "Articles of Association"), including, but not limited to the following:</p> <p>(1) to formulate specific plan and terms for the issue of the H Share Convertible Bonds according to the requirements of the relevant laws and regulations, the resolutions of the Company's shareholders passed at the EGM and market conditions, including but not limited to the issue size, maturity, type of bonds, interest rate and method of determination, timing of issue, security plan, whether to allow repurchase and redemption, use of proceeds, rating, subscription method, term and method of repayment of principal and interests, listing and all other matters relating to the issue and (if required) listing of the H Share Convertible Bonds;</p> <p>(2) to prepare, produce and amend the application materials to be submitted to relevant regulatory authorities according to the applicable laws and advice from the relevant regulatory authorities;</p> <p>(3) to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment and issue of the H shares of the Company upon exercise of the conversion rights attached to the H Share Convertible Bonds;</p> <p>(4) to deal with other matters in relation to the issue of the H Share Convertible Bonds and execute all the relevant documents; and</p> <p>(5) to further grant the authority to the General Manager of the Company to deal with all the matters relating to the H Share Convertible Bonds at his/her absolute discretion.</p>		

Date: _____, 2019

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 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 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.