



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* |
|---|---------------------------|

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 9 a.m. on Friday, June 28, 2024 (or any adjournment thereof) 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 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).

| Ordinary Resolutions | | For ^(note 4) | Against ^(note 4) |
|----------------------|--|-------------------------|-----------------------------|
| 1. | to elect Mr. YUAN Yingjie as a non-executive Director of the Company; | | |
| 2. | to elect Mr. WU Wei as an executive Director of the Company; | | |
| 3. | to elect Mr. LI Wei as an executive Director of the Company; | | |
| 4. | to elect Mr. YANG Xudong as a non-executive Director of the Company; | | |
| 5. | to elect Mr. FAN Ye as a non-executive Director of the Company; | | |
| 6. | to elect Mr. HUANG Jianzhang as a non-executive Director of the Company; | | |
| 7. | to elect Mr. PEI Ker-Wei, who has served as an independent non-executive Director of the Company for more than nine years, as an independent non-executive Director of the Company; | | |
| 8. | to elect Ms. LEE Wai Tsang, Rosa, who has served as an independent non-executive Director of the Company for more than nine years, as an independent non-executive Director of the Company; | | |
| 9. | to elect Mr. YU Mingyuan as an independent non-executive Director of the Company; | | |
| 10. | to consider and approve remuneration and fees package of the proposed Directors of the Company; | | |
| 11. | to elect Supervisors of the Company, and consider and approve their allowance package; | | |
| | I. Supervisor representing shareholders: | Mr. LU Wenwei | |
| | II. Independent Supervisors: | a. Ms. HE Meiyun | |
| | | b. Mr. WU Qingwang | |
| 12. | to authorise the Board to approve the proposed Directors’ service contracts, the proposed Supervisors’ service contracts 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. | | |

Date: _____, 2024

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 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 Room 501, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Shangcheng District, 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.